

## **PIAGAM KOMITE AUDIT PT BAKRIELAND DEVELOPMENT Tbk**

### **1. Latar Belakang dan Tujuan**

Komite Audit adalah Komite yang dibentuk oleh dan bertanggung jawab kepada Dewan Komisaris dalam rangka membantu melaksanakan tugas dan fungsi Dewan Komisaris. Fungsi utama Komite Audit adalah membantu Dewan Komisaris dalam memenuhi tanggung jawab pengawasannya terhadap proses pelaporan keuangan, penerapan pengelolaan risiko usaha dan keuangan serta sistem pengendalian *internal* terkait, proses *Audit* oleh *Auditor Internal* maupun *Eksternal* serta penerapan *Good Corporate Governance* dalam pengelolaan perusahaan.

Dalam melaksanakan tugasnya, Komite Audit mengadakan rapat dengan pihak-pihak yang terkait yaitu Direksi, *Risk Management Officer*, Anggota Manajemen, *Auditor Internal*, dan *Auditor Eksternal*.

Dalam melaksanakan peran pengawasannya, Komite Audit mengandalkan informasi yang diperoleh dari Direksi, *Risk Management Officer*, Anggota Manajemen, *Auditor Internal* dan *Auditor Eksternal* dan tidak menduplikasi pekerjaan mereka.

Komite Audit melaksanakan fungsinya sesuai dengan peraturan yang dikeluarkan oleh BAPEPAM-LK, Bursa Efek Indonesia (BEI), dan regulator lainnya.

## **CHARTER OF THE AUDIT COMMITTEE OF PT BAKRIELAND DEVELOPMENT Tbk**

### **1. Background and Objective**

The Audit Committee is a committee established by and reports to the Board of Commissioners for the purpose to assist the implementation of tasks and function of the Board of Commissioner. The main function of the Audit Committee is to assist the Board of Commissioner in fulfilling the supervisory responsibility over the financial reporting process, the implementation of the business and financial risk management as well as the related internal control system, the audit process by both Internal and External Audits and the implementation of Good Corporate Governance in the management of the company.

Upon performing its tasks, the Audit Committee holds meetings with related parties, they are the Board of Directors, Risk Management Officer, Members of the Management, Internal Auditor and External Auditor.

Upon performing its supervisory role, the Audit Committee relies on information obtained from the Board of Directors, Risk Management Officer, Members of the Management, Internal Auditor and External Auditor and shall not serve the dual role.

The Audit Committee carries out its function in accordance to the regulations disclosed by BAPEPAM-LK, the Indonesia Stock Exchange and other regulators.

## **2. Lingkup Peran**

Komite Audit berperan dalam melakukan fungsi pengawasan (*oversight*) atas hal-hal berikut ini :

### **2.1 Laporan Keuangan**

Melakukan *oversight* atas laporan keuangan Perusahaan yang diterbitkan untuk kepentingan *publik*.

### **2.2 Manajemen Risiko**

Memperoleh informasi mengenai pelaksanaan aktifitas manajemen risiko yang dilakukan oleh Manajemen.

### **2.3 Pengendalian *Internal***

Melalui hasil kerja *Auditor Internal* dan *Eksternal* melakukan *oversight* atas efektivitas pengendalian *internal* yang telah diterapkan oleh Manajemen dalam pengelolaan usaha maupun penyajian laporan keuangan Perusahaan.

### **2.4 Aktivitas Assurance**

- a) Melakukan *review* atas rencana dan hasil aktivitas yang dilakukan oleh *Auditor Internal* dalam meyakinkan bahwa aktifitas operasional telah sesuai dengan peraturan Perusahaan dan peraturan yang dikeluarkan oleh pihak Otoritas;
- b) Melakukan *review* atas rencana dan hasil aktivitas *Auditor Eksternal* dalam meyakinkan bahwa laporan keuangan bebas dari salah saji material.

## **2. Scope of Responsibility**

The Audit Committee is responsible for its oversight function on the following matters

### **2.1 Financial Report**

Conduct oversight on the Company's financial reports published for the interest of the public.

### **2.2 Risk Management**

Obtain information on the implementation of risk management activities conducted by the Management.

### **2.3 Internal Control**

Through the works of the Internal and External Auditors by conducting oversight on the internal control effectiveness implemented by the Management in managing the Company's business and financial statement presentation.

### **2.4 Assurance**

- a) Conduct review over activity plans and results carried out by the Internal Auditor in convincing that operational activities are in accordance with the Company's regulations and regulations published by the Authorities.
- b) Conduct review over activity plans and results carried out by the External Auditor in convincing that the financial reports are free of material misstatement.

## **2.5 Objektivitas dan *Independen***

Melakukan *review* atas obyektivitas dan independensi *Auditor Internal* maupun *Eksternal*.

## **2.6 Corporate Governance**

Melakukan *oversight* atas pelaksanaan *Good Corporate Governance* dan pemantauan atas ketaatan Perusahaan terhadap peraturan perundangan yang berlaku, benturan kepentingan, dan etika usaha.

## **3. Wewenang Komite Audit**

3.1 Dewan Komisaris memberikan wewenang kepada Komite Audit untuk melakukan *oversight* terhadap setiap aktivitas dalam lingkup perannya, dan setiap saat dapat mencari serta meminta informasi yang dibutuhkannya dari :

- a) Direksi;
- b) Setiap pegawai (dan seluruh pegawai diarahkan untuk bekerja sama dan memenuhi apa yang dibutuhkan oleh Komite Audit);
- c) *Auditor Eksternal* dan *Internal* dan;
- d) Pihak-pihak lainnya yang terkait.

3.2 Komite Audit berwenang untuk meminta laporan-laporan berikut ini:

- a) Laporan keuangan tahunan dan kuartalan;

## **2.5 Objectivity and Independence**

Conduct review over the objectivity and independency of the Internal and External Auditors.

## **2.6 Corporate Governance**

Conduct oversight on the implementation of Good Corporate Governance and monitoring over the Company's compliance on applicable rules and regulations, conflict of interest and business ethics.

## **3. Authority of the Audit Committee**

3.1 The Board of Commissioners provide the Audit Committee with the authority to conduct oversight on each activity within its scope of function, and at any given time is allowed to seek and request information required from the following :

- a) Board of Directors;
- b) Each employee (and all employees are directed to cooperate and fulfill any requirements asked for by the Audit Committee);
- c) Internal and External Auditors and;
- d) Other related parties.

3.2 The Audit Committee is authorized to request the following reports :

- a) Annual and Quarterly Financial Reports;

- b) Laporan ikhtisar aktivitas *Risk Management Officer* dan *Auditor Internal*, termasuk temuan signifikan yang diidentifikasi oleh *Auditor Internal*;
  - c) Laporan ikhtisar masalah *legal* yang signifikan dan ketidakpatuhan yang diidentifikasi oleh Departemen *Legal*;
  - d) Laporan dan informasi lainnya yang dibutuhkan oleh Komite Audit.
- b) Activity report highlights of the Risk Management Officer and Internal Auditor, including significant findings identified by the Internal Auditor;
  - c) Report highlights on significant legal matters and on compliance identified by the Legal Department;
  - d) Other reports and information required by the Audit Committee.

Bentuk laporan-laporan ini adalah dalam bentuk yang disepakati bersama.

- 3.3 Setelah mendapat persetujuan Dewan Komisaris, Komite Audit dapat meminta bantuan konsultan independen dan jasa profesional lainnya, dengan biaya yang ditanggung oleh Perusahaan.
- 3.4 Melakukan kewenangan lainnya yang diberikan oleh Dewan Komisaris.

#### **4. Tugas dan Tanggung Jawab Komite Audit**

Komite Audit secara independen melaksanakan tugas dan tanggungjawabnya yang meliputi :

- 4.1 Menyampaikan laporan tertulis kepada Dewan Komisaris paling sedikit sekali dalam satu kuarter, yang menyajikan aktivitas dan rekomendasi Komite Audit serta masalah-masalah signifikan yang membutuhkan perhatian Dewan Komisaris; jika ada;
- 4.2 Menyiapkan laporan yang akan dimasukkan ke dalam laporan tahunan yang antara lain memuat aktivitas Komite Audit;
- 4.3 Membuat laporan khusus kepada Dewan Komisaris, jika diminta;

- b) Activity report highlights of the Risk Management Officer and Internal Auditor, including significant findings identified by the Internal Auditor;
- c) Report highlights on significant legal matters and on compliance identified by the Legal Department;
- d) Other reports and information required by the Audit Committee.

These reports shall come in the forms which have been mutually agreed upon.

- 3.3 Upon received approval from the Board of Commissioners, the Audit Committee may request assistance from an independent consultant and other professional services, with costs to be borne by the Company.
- 3.4 Exercise other authorities provided by the Board of Commissioners.

#### **4. Duty and Responsibility of the Audit Committee**

The Audit Committee independently exercise its duty and responsibility over the following :

- 4.1 Extend a written report to the Board of Commissioners at least once within a quarter period (three months) which outlines the activities and recommendations of the Audit Committee on significant matters requiring the attention of the Board of Commissioners, if any;
- 4.2 Prepare report to be included in the annual report which includes the activities of the Audit Committee;
- 4.3 Produce a special report to the Board of Commissioners, if requested;

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| <p>4.4 Melakukan <i>oversight</i> atas informasi keuangan yang akan dikeluarkan Perusahaan seperti laporan keuangan, proyeksi, dan informasi keuangan lainnya;</p> <p>4.5 Melakukan <i>oversight</i> atas ketataan Perusahaan terhadap peraturan perundang-undangan di bidang Pasar Modal dan peraturan perundang-undangan lainnya yang berhubungan dengan kegiatan usaha Perusahaan;</p> <p>4.6 Melakukan <i>oversight</i> atas perencanaan dan pelaksanaan pemeriksaan oleh <i>Auditor Internal</i> dan mengawasi pelaksanaan tindak lanjutnya;</p> <p>4.7 Melakukan <i>oversight</i> terhadap pelaksanaan aktifitas manajemen risiko yang dilakukan oleh Manajemen;</p> <p>4.8 Melakukan penelaahan dan melaporkan kepada Komisaris atas pengaduan yang berkaitan dengan pelaporan keuangan Perusahaan;</p> <p>4.9 Menjaga kerahasiaan dokumen, data dan informasi Perusahaan;</p> <p>4.10 Melakukan <i>oversight</i> terhadap perencanaan <i>Audit Eksternal</i> serta memonitor pelaksanaan kerja <i>Auditor Eksternal</i>;</p> <p>4.11 Memberikan pendapat independen dalam hal terjadinya perbedaan pendapat antara Manajemen dengan <i>Auditor Eksternal</i>;</p> <p>4.12 Memberikan rekomendasi kepada Dewan Komisaris mengenai penunjukan <i>Auditor Eksternal</i>; dan</p> <p>4.13 Menelaah dan memberikan saran kepada Dewan Komisaris terkait dengan adanya laporan mengenai potensi benturan kepentingan.</p> | <p>4.4 Conduct oversight on financial information to be published by the Company, such as on financial statements, projections and other financial information;</p> <p>4.5 Conduct oversight on the Company's compliance to the regulations related to the Capital Market and other regulations related to the Company's business activities;</p> <p>4.6 Conduct oversight on plans and implementation of assessments carried out by the Internal Auditor and supervise its further handling;</p> <p>4.7 Conduct oversight on the implementation of risk management activities carried out by the Management;</p> <p>4.8 Conduct review and report to the Board of Commissioners on complaints related to the Company's financial reporting;</p> <p>4.9 Withhold confidentiality of the Company's documents, data and information;</p> <p>4.10 Conduct oversight on External Audit plans and supervise the works conducted by the External Auditor;</p> <p>4.11 Provide independent outlook on situation of dissent (difference of opinion) between the Management and the External Auditor;</p> <p>4.12 Provide recommendation to the Board of Commissioners on the appointment of the External Auditor; and</p> <p>4.13 Review and provide recommendation to the Board of Commissioners on potential conflict of interest.</p> |
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## **5. Organisasi dan Keanggotaan Komite Audit**

- 5.1 Komite Audit Perusahaan terdiri dari 3 orang anggota yang independen dan dipimpin oleh seorang Komisaris Independen yang diangkat dan ditunjuk oleh Dewan Komisaris;
- 5.2 Persyaratan keanggotaan Komite Audit adalah sesuai dengan persyaratan yang ditetapkan oleh peraturan BAPEPAM-LK dan BEI termasuk persyaratan independensinya dan paling tidak satu orang anggota harus berpengalaman dan memiliki keahlian di bidang akuntansi dan keuangan;
- 5.3 Pengunduran diri dari keanggotaan Komite Audit harus dinyatakan dalam bentuk tertulis dan disampaikan kepada Dewan Komisaris paling lambat satu bulan sebelum tanggal efektif pengunduran diri;
- 5.4 Dalam hal seorang anggota Komite Audit tidak dapat melaksanakan tugasnya, dengan alasan apa pun, yang akan mengurangi jumlah anggota Komite Audit kurang dari tiga, Dewan Komisaris akan menunjuk anggota Komite Audit independen yang baru untuk periode maksimum enam bulan, sampai ditunjuk dan diangkat anggota Komite Audit yang permanen;
- 5.5 Masa tugas Komite Audit adalah sama dengan masa jabatan Dewan Komisaris menurut anggaran dasar Perusahaan dan dapat ditunjuk kembali untuk maksimal satu periode berikutnya.

## **5. Organization and Members of the Audit Committee**

- 5.1 The Company's Audit Committee consists of 3 independent members and led by an Independent Commissioner appointed by the Board of Commissioners;
- 5.2 Membership requirements of the Audit Committee is in accordance with the requirements stipulated by the BAPEPAM-LK and BEI (Indonesia Stock Exchange) regulations, including the independency requirement and at the least one member must be qualified with the expertise and experience in the fields of accountancy and finance;
- 5.3 Resignation from membership of the Audit Committee must be stated in writing and delivered to the Board of Commissioners at the latest one month prior to the effective date of resignation;
- 5.4 In the event that for any reason a member cannot perform his/her duties, which would reduce the number of members of the Audit Committee to less than three, the Board of Commissioners shall appoint a new independent member of the Audit Committee for a period of maximum 6 months, until a permanent member of the Audit Committee is appointed;
- 5.5 The term of office of the Audit Committee is the same as that of the Board of Commissioners based on the Company's Articles of Association and may be reappointed for a maximum of one additional term.

- 5.6 Anggota Komite Audit wajib mematuhi Kode Etik Perusahaan;
- 5.7 Komite Audit wajib meningkatkan kompetensinya melalui pendidikan dan pelatihan.

## 6. Rapat Komite Audit

- 6.1 Rapat Komite Audit dilaksanakan sesuai dengan kebutuhan, paling tidak satu kali dalam kurun waktu tiga bulan;
- 6.2 Komite Audit dapat mengundang pihak-pihak terkait untuk hadir dalam rapat Komite Audit;
- 6.3 Hasil rapat didokumentasikan dalam bentuk risalah rapat yang ditandatangani oleh seluruh anggota yang hadir;
- 6.4 Kuorum rapat adalah minimal dihadiri 2/3 (dua pertiga) dari seluruh anggota. Jika rapat tidak memenuhi kuorum, rapat ditangguhkan dan diagendakan kembali;
- 6.5. Keputusan Komite Audit diambil berdasarkan musyawarah untuk mufakat. Jika terdapat perbedaan pendapat, perbedaan tersebut harus dimuat dalam risalah rapat yang bersangkutan;
- 6.6. Risalah rapat disampaikan kepada Dewan Komisaris.

## 7. Amandemen Piagam Komite Audit

Komite Audit melakukan review dan memutakhirkan Piagam Komite Audit jika diperlukan dan perubahannya harus mendapatkan persetujuan dari Dewan Komisaris.

Dalam hal terjadi ketidaksesuaian antara Piagam Komite Audit ini dengan peraturan yang berlaku, maka yang berlaku adalah peraturan perundangan.

- 5.6 Member of the Audit Committee is obligated to comply with the Company's Code of Conduct;
- 5.7 The Audit Committee is obligated to improve its competency through education and training.

## 6. Meetings of the Audit Committee

- 6.1 The Audit Committee convene as required, at minimum once every three months;
- 6.2 The Audit Committee may invite other related parties to attend the Audit Committee meetings;
- 6.3 Results of the each meeting shall be documented in the form of Minutes of Meeting and signed by all members present at the meeting.
- 6.4 The meeting quorum is at minimum of 2/3 (two-third) of the total number of members. Should a meeting do not meet quorum, the meeting is to be suspended and rescheduled;
- 6.5. Decisions to be taken by the Audit Committee are based on deliberation and consensus. Should difference of opinions occur, such differences shall be noted within the related Minutes of Meeting.
- 6.6. Minutes of Meeting to be submitted to the Board of Commissioners.

## 7. Amendment the Charter of the Audit Committee

The Audit Committee reviews and updates the Audit Committee Charter as necessary and changes to be made must be approved by the Board of Commissioners.

In the case should incompatibility occur between the Audit Committee Charter and the prevailing regulations, the latter shall apply.