
PT MIZUHO LEASING INDONESIA Tbk

AUDIT COMMITTEE CHARTER

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AUDIT COMMITTEE CHARTER
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A. BACKGROUND

The Audit Committee is a committee formed by the Commissioner. The main purpose is to help fulfilling the supervisory responsibilities of the Board of Commissioners.

B. LEGAL BASIS

1. Regulation of the Financial Services Authority of the Republic of Indonesia Number 55/POJK.04/2015 concerning the Business Implementation of Financing Companies.
2. Company's articles of association.

C. DEFINITIONS

1. **The Company** is PT. Mizuho Leasing Indonesia Tbk domiciled in Menara Astra Building, 32nd Floor, Jl. Jendral Sudirman Kavling 5-6, Jakarta Pusat 10220.
2. **Board of Commissioners** is the Board of PT Mizuho Leasing Indonesia Tbk.
3. **Independent Commissioner** is a member of the Board of Commissioners who comes from outside the Issuer or Company and fulfills the requirements as stipulated in the Financial Services Authority Regulation.
4. **The Audit Committee** is a committee formed by and responsible to the Board of Commissioners in assisting in carrying out the duties and functions of the Board of Commissioners.

D. SCOPE OF THE AUDIT COMMITTEE

1. Review of the financial information;
2. Compliance with applicable laws and regulations;
3. Selection, Appointment, Supervision and Evaluation of the Work of Independent Auditors;
4. Review of the Implementation of the Internal Auditor's Examination;
5. Risk Management Implementation Review;
6. Third Party Complaint Review.

E. MEMBERSHIP STRUCTURE, APPOINTMENT AND TERMINATION

1. The Audit Committee is chaired by an Independent Commissioner and must meet the requirements as stipulated in the Financial Services Authority Regulations.
2. Members of the Audit Committee consist of at least 3 (three) members who come from Independent Commissioners and parties from outside the Issuer or Public Company.
3. Members of the Audit Committee are appointed through a predetermined procedure, namely through a recommendation process by the Board of Directors and the Board of Commissioners and testing of the requirements and approval by the Chairman of the Remuneration and Nomination Committee is carried out to obtain a Decision Letter from the Board of Commissioners.

4. Members of the Audit Committee are dismissed due to the end of their term of office or due to other things that occur by obtaining approval in the form of an Approval Letter from the Board of Commissioners.

F. AUDIT COMMITTEE MEMBERSHIP REQUIREMENTS

Members of the Audit Committee are required to :

1. Must have high integrity, ability, knowledge, experience in accordance with the field of work, and be able to communicate well.
2. Must understand financial reports, company business especially those related to the services or business activities of Issuers or Public Companies, audit processes, risk management, and laws and regulations in the Capital Market sector as well as other relevant laws and regulations.
3. Willing to improve competency continuously through education and training.
4. Must have at least 1 (one) member with educational background and expertise in accounting and finance.
5. Not working in a Public Accounting Firm, Legal Consulting Firm, Public Appraisal Service Office or other party providing assurance services, non-assurance services, appraisal services and/or other consulting services to the Issuer or Public Company concerned within 6 (six) last month.
6. Not working or having the authority and responsibility to plan, lead, control, or supervise the activities of the Issuer or Public Company within the last 6 (six) months, except for the Independent Commissioner.
7. Does not own shares directly or indirectly in Issuers or Public Companies.
8. In the event that a member of the Audit Committee acquires shares of an Issuer or Public Company, either directly or indirectly as a result of a legal event, the shares must be transferred to another party within a maximum period of 6 (six) months after the shares were acquired.
9. Does not have affiliation with members of the Board of Commissioners, members of the Board of Directors, or Major Shareholders of Issuers or Public Companies.
10. Does not have a business relationship, either directly or indirectly, related to the business activities of the Issuer or Public Company.

G. TERM OF OFFICE OF THE AUDIT COMMITTEE

1. The term of office for members of the Board of Commissioners is 3 (three) years.
2. The term of office of members of Audit Committee may not be longer than the term of office of Board of Commissioners as stipulated in the Articles of Association and may be re-elected only for the next 1 (one) period and a maximum of 2 (two) terms.

H. DUTIES, RESPONSIBILITIES AND AUTHORITIES OF THE AUDIT COMMITTEE

1. The Audit Committee acts independently in carrying out its duties and responsibilities.
2. In carrying out its functions, the Audit Committee has duties and responsibilities that at least include :

- a. Reviewing the financial information that will be issued by the Issuer or Public Company to the public and/or the authorities, including financial reports, projections, and other reports related to the financial information of the Issuer or Public Company.
 - b. Reviewing compliance with laws and regulations related to the activities of the Issuer or Public Company.
 - c. Provide an independent opinion in the event of a difference of opinion between management and the accountant on the services provided.
 - d. Provide recommendations to the Board of Commissioners regarding the appointment of an Accountant based on independence, scope of assignment, and service fees.
 - e. Reviewing the implementation of the audit by the internal auditor and supervising the implementation of follow-up by the Board of Directors on the findings of the internal auditor.
 - f. Reviewing the risk management implementation activities carried out by the Board of Directors, if the Issuer or Public Company does not have a risk monitoring function under the Board of Commissioners.
 - g. Reviewing complaints related to the accounting and financial reporting processes of Issuers or Public Companies.
 - h. Reviewing and providing advice to the Board of Commissioners regarding potential conflicts of interest in Issuers or Public Companies.
 - i. Maintain the confidentiality of documents, data and information of Issuers or Public Companies.
3. In carrying out its duties, the Audit Committee has the following authorities :
- a. Access documents, data, and information of Issuers or Public Companies regarding employees, funds, assets, and necessary company resources.
 - b. Communicate directly with employees, including the Board of Directors and those who carry out the functions of internal audit, risk management, and accountants regarding the duties and responsibilities of the Audit Committee.
 - c. Involve independent parties other than members of the Audit Committee as needed to assist in carrying out their duties (if needed).
 - d. Carry out other powers given by the Board of Commissioners.

I. AUDIT COMMITTEE MEETING

1. The Audit Committee holds regular meetings at least 1 (one) time in 3 (three) months.
2. Audit Committee meetings can be held if attended by more than (one half) of the total members.
3. Audit Committee meeting decisions are taken based on deliberation for consensus.
4. Each meeting of the Audit Committee is stated in the minutes of the meeting, including if there is a difference of opinion, which is signed by all members of the Audit Committee present and submitted to the Board of Commissioners.

J. REPORTING

1. The Audit Committee is required to make a report to the Board of Commissioners on each assignment given.
2. The Audit Committee is required to make an annual report on the implementation of the activities of the Audit Committee which is disclosed in the Annual Report of the Issuer or Public Company.
3. Issuers or Public Companies are required to submit to the Financial Services Authority information regarding the appointment and dismissal of the Audit Committee no later than 2 (two) working days after the appointment or dismissal.
4. Information regarding the appointment and dismissal as referred to in Article "19" must be posted on the Stock Exchange Website and/or the Issuer's or Public Company's Website.