INDONESIA INFRASTRUCTURE FINANCE

FRAUD AND CORRUPTION PREVENTION COMMITTEE OF THE BOARD OF DIRECTORS CHARTER OF PT INDONESIA INFRASTRUCTURE FINANCE

1. Introduction

PT Indonesia Infrastructure Finance ("**IIF**" or the "**Company**") was established as an Indonesian non-bank financial institution, which is functioning based on various principles that govern local and international institution operating in Indonesia.

In order to actively monitor and manage any fraud and corruption related issues, including matters concerning whistleblowing reporting (e.g. the relevant channel and procedure of report escalation) in IIF, it is required for the Company to establish the Fraud and Corruption Prevention Committee of the Board of Director ("**FPC**" or the "**Committee**").

2. Roles and Responsibilities

The roles and responsibilities of the FPC are provided below.

a. Discussing suspected or proven fraud and corruption cases and related issues and coming into an appropriate decision while considering the implications arising from decision and investigations (if any) led by Internal Audit to result in appropriate actions;

b. Taking decision on all suspected or proven fraud and corruption cases and related issues (including on investigations, escalation to external party, publications and sanctions, etc.) occurred within the Company when the suspect is not Board of Director ("**BoD**") members;

c. Reporting to Audit Committee on proposed new initiatives and on any major systemic issues; and

d. Supporting persons who make disclosures and actively protect them from victimization, harassment or any other forms of retaliation.

3. Structure and Qualification

3.1. Composition

a. Pursuant to IIF's Operation Manual (Batch 1) – Guideline for Fraud Prevention and Anti-Corruption, "IIF's FPC is established by the Chief Executive Officer/President Director – as Chairman comprising of Chief Risk Officer/Director of Risk and Chief Financial Officer/ Director of Finance."

b. Following to the above, the composition members of the Committee is as follows:

(i) Members with voting rights ("**Voting Members**"):
- President Director (Chairman);
- Director of Risk;
- Director of Finance.

(ii) Member without voting right (Non-Voting Member):
Internal Audit (Secretary of the Committee) as the first point of report escalation, who will report any suspected fraud and corruption cases and respective proposal for action plan.

3.2. Appointment
The Committee members are appointed by the Chairman.

3.3. Membership Period
The serving period of the members of the Committee will be the same period as the term of office of the respective members.

4. Meeting

4.1. Frequency

The Committee will meet on an ad hoc basis whenever discussion of relevant matter/issue is required for reaching a decision. Secretary of the Committee will propose the schedule to the Chairman.

4.2. Meeting procedures, quorum, required votes

a. A quorum of three (3) Voting Members (presence of President Director is mandatory) is required to convene a meeting.

b. The Committee will thoroughly discuss the suspected or proven fraud and corruption cases and related issues and come to a decision in taking necessary actions (i.e. investigations, sanctions, escalation to external party (legal or law enforcement authority), carry out publications, etc.).

c. A Voting Member may be represented in the FPC meeting by another member of the Committee by virtue of a written delegation of authority.

d. The Committee members who do not have voting rights may only vote in meetings if they are given a written delegation of authority by the Voting Members. This provision also applies to representatives of Voting Members who attend the meeting by virtue of a written delegation of authority by Voting Members.

e. Any decision to be adopted in the meetings to the extent possible must be made by unanimous consent. In case unanimous consent cannot be reached, any decisions to be adopted at FPC meeting must be approved by at least 2/3 of the Voting Members present or represented at the meeting, of which such 2/3 of the Voting composition must include approval from the Chairman.

f. FPC meeting may also be held through teleconference, video-conference, or other electronic media facilities which enable all participants of the meeting to directly see and/or hear each other and participate in the meeting.

4.3. Notice

Subject to Article 4.4 below, a prior written notice and materials of the meeting must be sent by the Secretary of the Committee to each of the Committee member by registered letter or electronic communication such as email not later than 3 (three) working days before the date of the Committee meeting.

4.4. Agenda

The agenda for each FPC meeting is proposed by the Secretary of the Committee and decided by the Chairman of the Committee. The Committee meeting agenda shall be clearly defined and be distributed to the Committee members at least 3 (three) business days prior to the meeting date.

4.5. Invitees

The Committee can request the attendance of any person it considers appropriate at any of its meetings; of which such person will not have the voting right. The invitees may include Operational Risk, Corporate Secretary and Legal, or Human Resources & General Affairs, if required, depending on the subject matter discussed in FPC. They must have adequate expertise, background knowledge, and experience on their fields that can add value in finding solutions.

4.6. Secretary of the Committee

Internal Audit as the Secretary of the Committee shall send the prior written notice of materials and agenda of the meeting at least 3 (three) days prior to the meeting. Internal Audit shall take the minutes of all meetings of the FPC.

4.7. Minutes of Meeting

a. Decision of the meeting must be documented by Secretary of the Committee and signed by the Committee members who are present at the meeting, promptly after the meeting or the latest at the same day.

b. Minutes of meeting must be prepared and kept by the Secretary of the Committee in writing.

c. Such minutes are available upon request. If Committee members need to have access to the minutes, they can send the request to Secretary of the Committee.

d. Any dissenting opinions in the meeting must be written clearly in the minutes of meeting together with the reason of the dissenting opinions.

5. Reporting

a. The minutes of the Committee meeting shall be made accessible to the Audit Committee (**"AC"**) upon request;
b. The Committee's reports (including Minutes of Meeting) must be signed off by the Chairman.

6. Confidentiality

Each FPC member and invitee (if any) must keep all information confidential and may not disclose any documents, data, and information relating to IIF or any other related matters discussed in meetings. All supporting documents relating to the meeting must be stored in a locked cabinet by the Secretary of the Committee. Retention period shall follow IIF's internal policy.

7. Others

a. The Committee must, from time to time, review and make any amendments that may be required to its Charter. Any amendments to the Charter must be approved by the BoD.
b. To maintain and improve the Committee quality, the Committee may arrange for any orientation, development, training, or education program for the Committee members.
c. The Committee can confer with the external auditors when deemed appropriate by either party.

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