



INDOCEMENT
HEIDELBERGCEMENT Group

PT INDOCEMENT TUNGGAL PRAKARSA Tbk.

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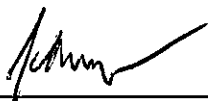
**STATEMENT RESOLUTIONS
OF AGENDA NO. 2, OF
THE BOARD OF COMMISSIONERS' MEETING – 6 DECEMBER 2013
PT INDOCEMENT TUNGGAL PRAKARSA Tbk.**

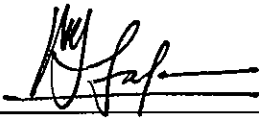
No.: 007/Kpts/Kom/ITP/XII/2013

In accordance with the resolutions of the meeting agenda No. 2 adopted in the Board of Commissioners' meeting of PT Indocement Tunggal Prakarsa Tbk. (the "Company") held at Wisma Indocement 8th floor, Jl. Jenderal Sudirman Kav.70-71, Jakarta 12910, on Friday, 6 December 2013, we, the undersigned, hereby state that the members of the Board of Commissioners hereby acknowledged and agreed to the following recommendations proposed by the Audit Committee of the Company and **IT IS RESOLVED** the following matters:

To approve amendment of the Audit Committee Charter of the Company's in order to comply with regulation number IX.I.5, decree of Chairman of Financial Service Authority / Otoritas Jasa Keuangan (OJK) number KEP-643/BL/2012 dated 7 December 2012.

Jakarta, 6 December 2013
PT Indocement Tunggal Prakarsa Tbk.
Board of Commissioners

By 
Name : **Dr. Albert Scheuer**
Title : President Commissioner

By 
Name : **I Nyoman Tjager**
Title : Vice President Commissioner /
Independent Commissioner

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Certificate No. 10504778



Certificate No. CH0207360



Attachment of Board of Commissioners Statement Resolution
No.: 007/Kpts/Kom/ITP/XII/2013
Dated : 6 December 2013

AUDIT COMMITTEE CHARTER
PT INDOCEMENT TUNGGAL PRAKARSA Tbk.

I. PURPOSE

The primary purpose of the Audit Committee (the "Committee") of PT Indocement Tunggal Prakarsa Tbk. (the "Company") is to assist the Board of Commissioners ("BOC") in carrying out its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the Company's process for monitoring compliance with laws and regulations.

II. MEMBERSHIP

Members of the Committee are appointed and dismissed by the BOC. The Committee is composed of at least three (3) members, comprising of at least one (1) independent commissioner who will act as the Committee chairman and two independent parties as Members. Members of the Committee are selected based on the criteria set by Financial Service Authority / Otoritas Jasa Keuangan ("OJK").

III. COMMITTEE CHAIRMAN

The Committee Chairman, an independent commissioner, is responsible for leadership of the Committee, which includes the scheduling and presiding over meetings, preparation of agendas, and preparation of regular reports to the BOC. The Chairman will also maintain regular liaison with the Company's President Director, Finance Director, the independent auditor, and the head of internal audit.

IV. TERM OF OFFICE

The term of office of the Committee members shall not exceed the term of the BOC. The Committee members can only be reappointed for another term of office.



V. AUTHORITY

The Committee is empowered to review or oversee matters within its scope of responsibilities, to access company's, documents, data and information, to directly communicate with any staff, including Board of Directors, internal auditor, independent auditor and any relevant parties and to retain outside counsel, auditors or other experts as necessary.

VI. RESPONSIBILITIES

The Committee shall have the following responsibilities:

1. To review and discuss with management and the independent auditor concerning the draft annual audited financial statements and quarterly financial statements and to be published financial information.
2. To provide a recommendation to BOC on the appointment of independent auditor to examine the Company's accounts, controls and financial statements, taking into consideration its independence scope of audit and fee. The chair of the Committee must pre-approve certain non-audit service provided to the Company by the independent auditor following OJK rules.
3. To discuss with management and the independent auditor, as appropriate, any audit issues and management's response, including to provide independent opinion in case there are disagreements between management and independent auditors.
4. To discuss with management and independent auditors the Company's risk assessment and risk management practices and the results of independent auditors' assessment on transactions involving conflict of interest transactions and related parties transactions, and report and provide recommendation to BOC on known potential conflict of interest transactions based on the information submitted by Finance Director, Internal Audit or Independent Auditor.
5. To oversee the Company's system of internal control by reviewing the scope of internal audit and independent auditors review of internal control, significant findings and recommendations together with management responses.



Attachment of Board of Commissioners Statement Resolution
No.: 007/Kpts/Kom/ITP/XII/2013
Dated : 6 December 2013

6. To oversee the Company's financial reporting activities, including annual report, and accounting standards and principles, significant accounting changes and the key accounting decisions affecting the Company's financial statements.
7. To review the work of internal audit functions, including:
 - a. purpose, authority and organizational reporting lines;
 - b. annual audit plan, and staffing, and
 - c. key audit findings, management responses and follow up.
8. To obtain and review at least annually the auditing firm's independent; and any material issues raised by independent auditors.
9. To review with general counsel matters pertaining to the compliance processes and programs in general and the Company's compliance with laws and regulations.
10. To obtain information from Corporate Secretary and oversee the handling of complaints on accounting and financial reporting process, as below:
 - a. Complaints on the Company's accounting and questionable accounting or auditing matters should be reported to the Committee.
 - b. The Committee shall oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls, or auditing matters.
11. To maintain confidentiality of Company's documents, data and information.

VII. RULES AND PROCEDURES OF WORK

VII.1. MEETINGS

1. **Frequency of Meetings.** The Committee is obliged to hold meetings as necessary, but at least once in every three (3) months and the meeting should only be conducted if attended by more than one-half (1/2) of the total members. The Committee decisions should be taken based on deliberation and consensus.
2. **Meeting Agendas.** The Committee Chairman shall ensure that written agendas are prepared and distributed to each Committee member in advance of the scheduled meeting. Agendas should include sufficient time for discussion on non-agenda items in addition to planned topics.



Attachment of Board of Commissioners Statement Resolution
No.: 007/Kpts/Kom/ITP/XII/2013
Dated : 6 December 2013

3. **Minutes of Meetings.** The Corporate Secretary shall be responsible for preparation of minutes of any Committee meetings. The minutes record any dissenting opinions from the members and the minutes must be signed by all Members attended the Meeting and reported to the BOC. The Corporate Secretary shall be responsible for ensuring that a file of Committee minutes of meetings is retained on a permanent basis.

VII.2. REPORTING

1. The Committee shall present regularly its activities and recommendations to the BOC, and shall report to BOC on any special assignment by BOC.
2. The Committee shall prepare, discuss and approve by the Chair an annual Committee activities report to be published in the Company's annual report, and submit it to Corporate Secretary for publication.
3. The Corporate Secretary must submit to OJK, at least within two working days, information on the appointment, dismissal or changes of members of Audit Committee, and upload the information in the Company's website.

This Charter is last updated by the Company's Audit Committee Meeting on 25 October 2013 in order to comply with regulation number IX.1.5, decree of Chairman of Financial Service Authority / *Otoritas Jasa Keuangan (OJK)* number KEP-643/BL/2012 dated 7 December 2012. This Charter has been acknowledged by the Board of Directors of the Company and approved by the Board of Commissioner of the Company Meeting on 6 December 2013 through the Company's Board of Commissioner resolution number 007/Kpts/Kom/ITP/XII/2013 dated 6 December 2013.