

Audit Committee

The Boards of Directors of Independent Bank Corp. (the “Company”) and Rockland Trust Company (“Rockland Trust”) have established a joint Audit Committee (the “Audit Committee”) and approved this Charter to outline its role and duties.

1. **Role of Audit Committee** The Audit Committee shall assist the Board in monitoring: (1) the integrity of the financial statements of the Company and of Rockland Trust; (2) the compliance by the Company and Rockland Trust with legal and regulatory financial reporting and disclosure requirements; and, (3) the independence and performance of the Internal Audit Department and the independent registered public accounting firm (the “Independent External Auditor”) of the Company and of Rockland Trust.

The Audit Committee shall:

Charter Review and Board Reports

- Review and reassess the adequacy of this Charter as needed but not less than annually, recommend any proposed changes to the Board for approval, and publish or otherwise make this Charter available in accordance with the requirements of the Securities and Exchange Commission (the “SEC”) and other applicable law.
- Make regular reports to the Board.

Financial Statement and Disclosure Matters

- Review and discuss with management and the Independent External Auditor the annual audited financial statements, including any significant issues regarding accounting and auditing principles, practices and judgments as well as the adequacy of internal controls that could significantly affect them.
- Review quarterly and annually an analysis prepared by management and the Independent External Auditor of significant financial reporting issues and judgments made in connection with the preparation of financial statements, including an analysis of the effect of the application of any alternative methods of generally accepted accounting principles (“GAAP”) on financial statements.
- Review with the Independent External Auditor any problems or difficulties encountered and any management letter provided by the Independent External Auditor and the response to that letter, and any other material communications

between the Independent External Auditor and management. Such review should include: (a) any difficulties encountered in the course of the audit, including any restrictions on the scope of activities or access to required information, and any disagreements with management; (b) any changes required in the planned scope of the internal audit; and, (c) the Internal Audit Department responsibilities, budget, and staffing.

- Review quarterly and annually with management and the Independent External Auditor critical accounting policies and the effect of regulatory and accounting initiatives as well as any off-balance sheet arrangements on financial statements.
- Review with management and the Independent External Auditor the quarterly financial statements prior to the filing of the Company's Form 10-Q, including the results of the Independent External Auditor's reviews of the quarterly financial statements and discuss the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-Q.
- Review with management and the Independent External Auditor the annual financial statements prior to the filing of the Company's Form 10-K, including the results of the Independent External Auditor's reviews of the annual financial statements and discuss the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-K.
- Review quarterly and annually any major changes to critical auditing and accounting principles and practices as suggested by the Independent External Auditor, the internal audit department, or management.
- Discuss with management and the Independent External Auditor any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls, and any special steps adopted in light of material control deficiencies.
- Review and discuss with management and the Independent External Auditor any major issues as to the adequacy of the Company's internal controls, and any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- In consultation with management, the Independent External Auditor, and the internal audit department, consider the integrity of the Company's financial reporting processes and disclosure controls, including any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and any other material weaknesses in internal controls which have been identified. In connection therewith, review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Company's

annual and quarterly reports filed with the SEC regarding any significant deficiencies in the design or operation of internal controls or material weakness therein and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

- Review and approve the Audit Committee report required by the rules of the SEC to be included in the annual Proxy Statement.
- Ensure timely public announcement if the Company receives an audit opinion that contains a going concern qualification.

Oversight of Independent External Auditor

- Be directly responsible for the appointment, compensation, and oversight of the work of the Company's Independent External Auditor (including the resolution of disagreements between management and the Independent External Auditor regarding financial reporting) for the purpose of preparing and issuing an audit report or related work. The Company's Independent External Auditor shall be ultimately accountable to the Audit Committee.
- Meet with the Independent External Auditor to review and approve the engagement letter and audit fees.
- Review and evaluate the experience and qualifications of the lead partner of the Independent External Auditor team and the quality control procedures of the Independent External Auditor.
- Discuss with the Independent External Auditor the matters required to be discussed relating to the conduct of the audit.
- Receive periodic reports from the Independent External Auditor regarding the auditor's independence, discuss those reports with the Independent External Auditor, and consider whether the provision of non-audit services is compatible with maintaining the Independent External Auditor's independence.
- Evaluate the performance of the Independent External Auditor, and, if so determined by the Audit Committee, replace the Independent External Auditor.

Oversight of Internal Audit Department

- Review and approve the appointment and compensation of the Chief Internal Auditor and review the performance of the Chief Internal Auditor annually.
- To maintain independence, the Chief Internal Auditor shall functionally report directly to the Audit Committee and report administratively to the Chief Executive Officer.
- Periodically review and approve the Internal Audit Department Charter

- Review and approve the risk assessment methodology and Annual Audit Plan (including any plans to outsource internal audit work to any third party) and approve any significant changes to the approved plan.
- Review and approve the significant aspects of third-party arrangements to outsource or otherwise supplement any internal audit work. .
- Vote to authorize the Chief Internal Auditor or another Rockland Trust officer to execute agreements for third-party arrangements to outsource or otherwise supplement any internal audit work that the Audit Committee has reviewed and approved. .
- Review the results of internal audits and the assessment of compliance with laws and regulations conducted by the Internal Audit Department, and management's responses thereto, to ensure that management has taken appropriate actions.
- Review the significant reports to management prepared by the Internal Audit Department and management's responses thereto.

Other Oversight Responsibilities

- Review the quarterly Loan Review Reports completed by the outside loan review firm and management's responses thereto.
- Review with management and the Independent External Auditor any correspondence with regulators or governmental agencies that raise material issues regarding financial statements or accounting policies.
- Monitor compliance with the Company's Code of Ethics and the Company's Policy To Prevent Insider Trading.
- Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Review quarterly and annually with the General Counsel any legal matters that may have a material impact on financial statements, compliance policies, and any material reports or inquiries received from regulators or governmental agencies.

Limitation Of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management and the Independent External Auditor.

2. **Audit Committee Members** The Audit Committee shall consist of at least three members as determined by the Board, each of whom shall be an “independent” Director, as defined under the rules of the NASDAQ Stock Market and under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the SEC. All members of the Audit Committee shall have a basic understanding of finance and accounting and the regulatory requirements of the Company’s industry and shall be able to read and understand fundamental financial statements, including a balance sheet and cash flow and income statements. At least one member of the Audit Committee shall be an “audit committee financial expert” as defined by the SEC and NASDAQ Rule 4350. At least two members of the Audit Committee (one of whom may also be the same person qualifying as the “audit committee financial expert”) shall have “banking or related financial management expertise”. The determination of whether a member possesses “banking or related financial management expertise” will be made by the Board. A member will be considered to have such required expertise if the member has significant executive, professional, educational, or regulatory experience in financial, auditing, accounting, or banking matters as determined by the board of directors. Significant experience as an officer or member of the board of directors or audit committee of a financial services company would satisfy these criteria. A person who has the attributes of an "audit committee financial expert" as set forth in the SEC's rules would also satisfy these criteria. No member of the Audit Committee shall include a person who is a “large customer” of the Company or Rockland Trust. As used herein, the term “large customer” means a customer that, in the determination of the Board, has such significant direct or indirect credit or other relationship with the Company or Rockland Trust that the termination of such relationship would materially and adversely affect the financial condition or results of operations of the Company or Rockland Trust. The members of the Audit Committee shall be elected by the Board at the annual organizational meeting of the Board to serve until their successors are duly elected and qualified, but may be removed from the Committee and replaced by the Board when and as necessary. The Board shall review and determine the qualification and eligibility of all members of the Audit Committee at least annually, and set forth the basis and results of its determination in its minutes.

3. **Meetings of Audit Committee** The Audit Committee shall meet at least four times a year. The Audit Committee may also schedule additional special meetings when the Committee deems it necessary or advisable to do so. The Audit Committee shall meet quarterly with the Chief Internal Auditor and the Independent External Auditor in executive sessions.

Directors appointed to the Audit Committee are expected to attend all regularly scheduled meetings of the Committee and to strive to attend any additional special meetings which are held. The Audit Committee shall retain written minutes of its meetings, which minutes shall be filed with the minutes of the Board.

4. **Pre-approval Of Audit and Non-Audit Services Performed By Independent External Auditor** The Audit Committee shall approve the terms for retention and fees to be paid to the Independent External Auditor for audit services. The Audit Committee shall also approve the terms and fees for the retention of the Independent External Auditor for any non-audit service.

The Audit Committee has, in addition to the annual engagement for audit services, also pre-approved other audit services that only the Independent External Auditor can reasonably provide, as follows: (a) statutory audits or financial audits for subsidiaries or affiliates of the Company or the Bank; (b) services associated with SEC registration statements, periodic reports, and other documents filed with the SEC, or other documents issued in connection with security filings; and, (c) consultations with management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards, or interpretations by the SEC, FASB, or other regulatory or standard setting bodies. The Audit Committee's pre-approval for these services, however, is limited to a maximum fee of \$25,000, and any proposed services exceeding a fee of \$25,000 must either be approved by the Audit Committee or approved pursuant to the delegation of pre-approval authority described below.

The Audit Committee also believes that audit-related services, such as assurances and related services are reasonably related to the performance of the audit or review of financial statements and are traditionally performed by the Independent External Auditor. The Audit Committee believes that the provision of audit-related services does not impair the independence of the Independent External Auditor, and has pre-approved the following audit-related services: (a) due diligence services pertaining to potential business acquisitions; (b) financial statement audits of employee benefit plans; (c) agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting, or regulatory control matters; (d) internal control reviews and assistance with internal control reporting requirements; and, (e) consultations with management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards, or interpretations by the SEC, FASB, or other regulatory or standard setting bodies. The Audit Committee's pre-approval for these services, however, is limited to a maximum fee of \$25,000, and any proposed services exceeding a fee of \$25,000 must either be approved by the Audit Committee or approved pursuant to the delegation of pre-approval authority described below.

The Audit Committee also believes that the Independent External Auditor can provide tax services such as tax compliance, tax planning, and tax advice without impairing the auditor's independence. The Audit Committee has pre-approved the following tax services: (a) federal, state, and local tax planning and advice; (b) federal, state and local tax compliance; and, (c) review, preparation, and filing of federal, state, and local tax returns. The Audit Committee's pre-approval for these services, however, is limited to a maximum fee of \$25,000, and any proposed services exceeding a fee of \$25,000 must either be approved by the Audit Committee or approved pursuant to the delegation of pre-approval authority described below.

The Board has, in addition, delegated to the Chair of the Audit Committee the authority to pre-approve, in the interim between meetings of the Audit Committee, the performance of any services by the Independent External Auditor. The Chair is required to report any pre-approval decisions to the Audit Committee at its next meeting.

With respect to each pre-approved service, the Independent External Auditor will provide detailed, back-up documentation to the Audit Committee regarding the specific services provided.

5. **Access to Advisors, Officers, and Employees** The Audit Committee has the authority to retain special legal, accounting, or other advisors. The Audit Committee also has the authority to hire additional resources (including legal counsel) necessary to conduct effective and timely investigations. Furthermore, the Audit Committee has the authority to hire staff to fill vacancies or engage in a co-sourcing relationship for additional resources and/or expertise when necessary to complete the audit plan. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to (i) the Independent External Auditor employed by the Company to render or issue an audit report, and (ii) any advisors referred to in the immediately preceding sentence employed by the Audit Committee. The Audit Committee may request any officer or employee of the Company or Rockland Trust, any outside counsel, or any Independent External Auditor to attend a meeting of the Audit Committee or to meet with any members of, or advisors to, the Audit Committee.