

**Joint Audit Committee**

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

1. **Role of Joint Audit Committee** The Joint 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 requirements; and, (3) the independence and performance of the internal and external auditors of the Company and of Rockland Trust. The Joint Audit Committee shall:

- Review and reassess the adequacy of this Charter not less than annually, recommend any proposed changes to the Board for approval, and have it published at least once every three years in accordance with the requirements of the Securities and Exchange Commission (the “SEC”).
- Review the annual audited financial statements with management, 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 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 quarterly and annually with management and the independent 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 auditor the quarterly financial statements prior to the filing of the Company’s Form 10-Q, including the results of the independent 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 auditor the annual financial statements prior to the filing of the Company's Form 10-K, including the results of the independent 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 major changes to the auditing and accounting principles and practices as suggested by the independent auditor, internal auditors, or management.
- Be directly responsible for the appointment, compensation and oversight of the work of the Company's independent auditor (including the resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing and issuing an audit report or related work. The Company's independent auditor shall be ultimately accountable to the Joint Audit Committee.
- Review the experience and qualifications of the senior members of the independent auditor team and the quality control procedures of the independent auditor.
- Receive periodic reports from the independent auditor regarding the auditor's independence, discuss those reports with the auditor, and consider whether the provision of non-audit services is compatible with maintaining the auditor's independence.
- Evaluate the performance of the independent auditor, and, if so determined by the Joint Audit Committee, replace the independent auditor.
- Periodically review and approve the Internal Audit Department Charter.
- Review the Internal Audit Department's Annual Audit Plan.
- Review the appointment of the Director of Internal Audit and review the performance of the Director of Internal Audit annually.
- Review the significant reports to management prepared by the Internal Auditing Department and management's responses thereto.
- Meet with the independent auditor to review and approve the engagement letter and audit fees.
- Review the quarterly Loan Review Reports completed by the outside loan review firm and management's responses thereto.
- Discuss with the independent auditor the matters required to be discussed by AICPA Statement on Auditing Standards No. 61 relating to the conduct of the audit.

- Review with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding financial statements or accounting policies.
- Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the response to that letter. 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; (c) the Internal Audit Department responsibilities, budget, and staffing.
- In consultation with management, the independent auditor, and the internal auditors, 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 have identified for the Company's auditors any material weaknesses in internal controls. In connection therewith, review disclosures made to the Joint 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.
- Monitor compliance with the Company's Code of Ethics and the Company's Insider Trading Policy.
- 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 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.
- Meet quarterly with the Director of Internal Audit and the independent auditor in executive sessions.
- Review any regulatory examination reports and management's response thereto to ensure that management has taken appropriate actions.

- Review assessment of compliance with laws and regulations as presented by the Compliance Officer and ensure that management has taken appropriate actions.

While the Joint Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Joint 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 auditor.

2. **Joint Audit Committee Members** The Joint 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 Joint 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 Joint Audit Committee shall be an “audit committee financial expert” as defined by the SEC and NASDAQ Rule 4350. The members of the Joint 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.

The Joint Audit Committee is currently comprised of the following members:

John H. Spurr, Jr., Chairman of Joint Audit Committee  
Robert D. Sullivan, Vice Chairman of Joint Audit Committee  
W. Paul Clark  
Alfred L. Donovan  
E. Winthrop Hall  
Donna Abelli Lopolito  
Eileen C. Miskell

The Board has determined that John H. Spurr, Jr., Chairman of the Joint Audit Committee, is an “audit committee financial expert” as defined by the SEC and NASDAQ Rule 4350.

3. **Meetings of Joint Audit Committee** The Joint Audit Committee shall meet at least four times a year. The Joint Audit Committee may also schedule additional special meetings when the Committee deems it necessary or advisable to do so. Directors appointed to the Joint 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 Joint Audit Committee shall report its actions to the Board of Directors as soon as reasonably possible after each of its meetings. The Joint 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 Auditor** The Committee shall approve the terms for retention and fees to be paid to the independent auditor for audit services. The Committee shall also approve the terms and fees for the retention of the independent auditor for any non-audit service.

The Committee has, in addition to the annual engagement for audit services, also pre-approved other audit services that only the independent 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 Committee's pre-approval for these services, however, is limited to a maximum fee of \$10,000, and any proposed services exceeding a fee of \$10,000 must either be approved by the Committee or approved pursuant to the delegation of pre-approval authority described below.

The 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 auditor. The Committee believes that the provision of audit-related services does not impair the independence of the 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 Committee's pre-approval for these services, however, is limited to a maximum fee of \$10,000, and any proposed services exceeding a fee of \$10,000 must either be approved by the Committee or approved pursuant to the delegation of pre-approval authority described below.

The Committee also believes that the independent auditor can provide tax services such as tax compliance, tax planning, and tax advice without impairing the auditor's independence. The 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 Committee's pre-approval for these services, however, is limited to a maximum fee of \$10,000, and any proposed services exceeding a fee of \$10,000 must either be approved by the Committee or approved pursuant to the delegation of pre-approval authority described below.

The Board has, in addition, delegated to John H. Spurr, Jr., Chairman of the Joint Audit Committee, the authority to pre-approve, in the interim between meetings of the Joint Audit Committee, the performance of any services by the independent auditor. Mr. Spurr is required to report any pre-approval decisions to the Joint Audit Committee at its next meeting.

With respect to each pre-approved service, the independent auditor will provide detailed, back-up documentation to the Joint Audit Committee regarding the specific services provided and the Company shall disclose the pre-approval of any non-audit service to the Company's investors in the Company's next annual or quarterly report filed with the SEC.

5. **Access to Advisors, Officers, and Employees** The Joint Audit Committee has the authority to retain special legal, accounting, or other advisors. The Company shall provide appropriate funding, as determined by the Joint Audit Committee, for payment of compensation to (i) the outside 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 Joint Audit Committee. The Joint Audit Committee may request any officer or employee of the Company or Rockland Trust, any outside counsel, or any independent auditor to attend a meeting of the Joint Audit Committee or to meet with any members of, or advisors to, the Joint Audit Committee.