

**AUDIT COMMITTEE CHARTER**  
**PT. CENTRAL PROTEINA PRIMA Tbk**

This is a translated version of the original article, which was written in Indonesian. In the event of any conflict between the translated and the original versions, the Indonesian version shall prevail.

AUDIT COMMITTEE CHARTER  
PT CENTRAL PROTEINA PRIMA, Tbk

A. General

1. The Audit Committee Charter is governed by the Board of Commissioners as a guideline for the Audit Committee in performing its roles and responsibilities in a transparent, accountable, competent and independent manner, so the committee can be led, managed and executed in accordance with the rules and regulations.
2. This Charter will be reviewed and reassessed at least once a year by the Audit Committee and proposed changes will be submitted to the Board of Commissioners to gain approval.
3. The Company shall have the Audit Committee Charter and upload the Audit Committee Charter and other required information on the Company website.

B. Background

PT Central Proteinaprima, Tbk - hereinafter referred to as the Company - is a public company listed on the Indonesia Stock Exchange (BEI), hence is required to follow the applicable regulations in the Indonesian capital market (Financial Services Authority or OJK) and apply Good Corporate Governance in the Company and its Subsidiaries; The Audit Committee acts as an organ of the Board of Commissioners established by the Board of Commissioners. Establishment of the Audit Committee based regulations as follows:

- Decision of Chairman of BAPEPAM-LK No. Kep-643/BL / 2012 dated December 7, 2012 Regulation No. IX.I.5 on the Establishment and Implementation Guidance of the Audit Committee;
- Regulation of the Financial Services Authority (OJK) of the Republic of Indonesia No.33 /POJK.04 /2014 dated December 8, 2014. Promulgated in the State Sheet of the Republic of Indonesia Year 2014 No.375 dated December 8, 2014 Decision of Minister of Justice and Human Rights.

- Decision of Board of Directors of the Jakarta Stock Exchange (BEJ) No. Kep-305 /BEJ/07-2004. Listing Rule Number I-A dated July 19, 2004 on the General Provisions on the Registration of Equity Exchange;
- Law No. 40 of 2007 on Limited Company;

### C. Duties, Responsibilities and Authority

The Audit Committee provides independent and professional opinions to the Board of Commissioners regarding reports or matters presented by the Board of Directors to the Board of Commissioners; to assist the Board of Commissioners on responsibilities oversight, including identifying matters that require the attention of the Commissioner; and other duties related to the Commissioner, among others:

1. Review the financial information issued by the Company to the public or the authorities, such as financial reports, projections and other statements relating to the Company's financial information;
2. Review the level of compliance/adherence of the Company to the applicable regulations in the field of Capital Market and other laws relating to the Company's activities;
3. Provide independent opinion in the case of divergent management and Accounting services rendered;
4. Provide recommendations to the Board of Commissioners regarding the Accountant appointment based on the independency, the assignment scope and fee;
5. Review the audit implementation by internal auditors and supervise the implementation of the follow-up by the Board of Directors on the findings by the internal auditor;
6. Review the implementation of risk management activities carried out by the Board of Directors, if the Company does not have a risk monitoring function in the Board of Commissioners;
7. Examine complaints related to the Company's financial accounting process;
8. Review and provide advice to the Board of Commissioners in relation to the potential conflict of interest in the Company; and
9. Maintain the confidentiality of the Company's documents and information.

In performing its duties, the Audit Committee has the authority as follows:

1. Access the documents, data and information about the Company's employees, funds, assets, and other required Company resources;
2. Communicate directly with employees, including the Board of Directors and those who perform the Internal Audit function, risk management; as well as Accounting-related duties and the Audit Committee responsibilities;
3. Involve independent party outside the Audit Committee to help the duties performance (if required); and
4. Perform other authority granted by the Board of Commissioners.

#### D. Audit Committee Composition, Structure and Membership Requirements

1. The Audit Committee performs its duties professionally and independently to assist and strengthen the Board of Commissioners' function in supervising the Company's financial statements, inspection, internal control, as well as the implementation of Corporate Governance by the Board of Directors in managing the Company.
2. The Audit Committee members are appointed and dismissed by the Board of Commissioners;
3. The Audit Committee consists of at least three (3) members, one of whom is an Independent Commissioner of the Company who also serves as Chairman of the Audit Committee;
4. Independent Commissioner shall meet the following requirements:
  - a) is not a person who works or has the authority and responsibility for planning, directing, controlling, supervising the Company's activities within six months.
  - b) does not own the Company's shares either directly or indirectly;
  - c) does not have a direct or indirect relationship with the Company's Related Parties, members of the Boards of Commissioners and Directors, or the Company's majority Shareholder; and
  - d) does not have business relationship, directly or indirectly, with the Company's business activities.

Requirements for Audit Committee members, among others;

1. The Audit Committee members are required to have high integrity, adequate ability, knowledge and experience in accordance with the field work, and able to communicate well;
2. The Audit Committee members are required to understand the financial statements, the company's business, particularly related to the Company's activities, the audit process, risk management, and applicable regulations in the field of Capital Market and other related regulations;
3. The Audit Committee members shall comply with the Audit Committee code of ethics established by the Company;
4. The Audit Committee members are willing to improve the competence continuously through education and training;
5. The Audit Committee members shall possess at least members with financial accounting background;
6. The Audit Committee members are not from a Public Accounting Firm, Law firm, the Office of Public Appraisal Service or others that provide assurance services, non-assurance services, appraisal services and/or other consulting services to the Company within the last 6 (six) months;
7. The Audit Committee members are not those who work or have the authority and responsibility for planning, directing, controlling or supervising activities of the Company within the last 6 (six) years, except for an Independent Commissioner;
8. The Audit Committee members do not possess the Company's shares either directly or indirectly;
9. In the event that the Audit Committee members obtained the Company's shares, directly or indirectly, as a result of a legal event, then such shares shall be transferred to another party within a maximum period of 6 (six) months after obtaining the shares.
10. The Audit Committee members do not have a relationship with Parties that relate to the Board of Commissioners' members, the Board of Directors' members, or the Company's Majority Shareholders; and
11. The Audit Committee members do not have a business relationship, directly or indirectly, that relates to the Company's business activities.

#### E. Work Plan & Procedure

The Audit Committee creates and executes the Audit Committee Meeting Agenda, which is the committee's plan and work procedure that also contains the schedule and frequency of the meeting in the current year, with the related parties such as the Company's management, internal auditors, independent accountants and others, in connection with matters to be discussed in the meeting.

#### F. Audit Committee

1. The Audit Committee shall hold meetings at least once in 3 (three) months;
2. The Meeting conducted requires the attendance of more than  $\frac{1}{2}$  (half) of the committee's members;
3. Decisions are taken by the Audit Committee meeting deliberation;
4. Each meeting is stated in the minutes of the meeting, including if there is a dissenting opinion, and signed by all present members of the Audit Committee and submitted to the Board of Commissioners:

#### G. Reporting

1. The Audit Committee shall make a report to the Board of Commissioners on any given assignment.
2. The Audit Committee shall make Annual Audit Committee Report to the Board of Commissioners regarding the activities that will be presented in the Company's Annual Report, which includes the following:
  - a. The Audit Committee composition, including the name, position and status of independence.
  - b. The purpose and scope of work of the Audit Committee;
  - c. Number of the Audit Committee meetings for the year and attendance details of each member of the Audit Committee;
  - d. Summary of the duties and responsibilities of the Audit Committee during the year, include but are not limited to:

- i. Violations committed by the Company to the provisions of laws and regulations that apply;
  - ii. Mistake/error in drafting financial reporting, internal auditor control of the Company (if any);
  - iii. Implementation review of the Boards of Directors and Commissioners as specified in the General Meeting of Shareholders.
  - iv. Conclusion or opinions
3. The Company shall submit to the Financial Services Authority (OJK in present, formerly the The Capital Market and Financial Institution Supervisory Board or Bapepam-LK) information on the appointment and dismissal of the Audit Commissioner in a maximum period of 2 (two) days work of appointment or dismissal;
  4. Information about the appointment and dismissal shall be published on the Indonesia Stock Exchange's website and/or the Company's website.

#### H. Complaints Related to Allegations in Financial Report

The Audit Committee conducted a review if there are staff who allegedly commit violations in matters relating to financial reporting and other matters. In regard to this, the committee ensures an independent investigation is carried out on the matter and a follow-up has been done adequately.

#### I. Audit Committee Task

The operation period of the Audit Committee members may not exceed the office term of the Board of Commissioners as set in the charter and can be re-elected only for one next term.

Jakarta, December 18, 2015

PT. CENTRAL PROTEINA PRIMA Tbk

General TNI (Purn) Fachrul Razi