

COMMISSIONERS 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.

COMMISSIONERS CHARTER

A. General

1. PT Central Proteina Prima Tbk (“Company”) is a publicly held company listed on the Indonesia Stock Exchange (“IDX”). As an issuer registered on IDX, the CP Prima is subject to abide by all provisions of laws and regulations in the Indonesian capital market;

2. The Board of Commissioners as supervisor and advisor, in carrying out its duties must comply with the provisions of applicable laws and the Company’s Articles of Association. Good management of a company must be based on the principles of Good Corporate Governance (GCG), namely: transparency, accountability, responsibility, independence and fairness in order to meet the interests of shareholders and other stakeholders (employees, customers, community, regulators, business partners, and so on), and also based on the Company’s values and ethics;

3. In performing its duties, the Board of Commissioners plays a very important role in overseeing the Company's business, so Work Guidelines is necessary for the guidance of the Board in carrying out the duties, responsibilities, and authority to meet the interests of shareholders and other stakeholders;

4. The Board of Commissioners’ Work Guidelines is structured as a guideline in carrying out the Board’s duties and responsibilities in an efficient, effective, transparent, competent, independent and accountable manner, so that it can be accepted by all parties concerned, in accordance with applicable regulations and the Company’s Articles of Association.

B. Legal Basis

The formation, structure, working mechanism, duties, responsibilities and authority of the Board of Commissioners as set forth in the Board's Work Guidelines are based on the following legal basis:

1. Regulation of the Financial Services Authority no.33/POJK.04/2014 about the Board of Directors and the Board of Commissioners of Public Company, dated December 8, 2014;
2. 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;
3. Law No.40 year 2007 on Limited Company;
4. Decision of the Board of Directors of Jakarta Stock Exchange (BEJ) No. Kep-305/BEJ/07-2004 about the Listing Rule Number I-A-t on Registration of Shares and Equity Securities in Addition Shares Issued by the Listed Company dated July 19, 2004, on General Provisions on the Registration of Equity Exchange.

C. Duties, Responsibilities and Authority

Duties, Responsibilities and Authority of the Board of Commissioners is governed mainly by POJK no.33/POJK.04/2014 about the Board of Directors and the Board of Commissioners of Publicly Listed Company, and other applicable regulations; which broadly includes:

1. The Board of Commissioners supervises and is responsible for oversight of the management policy, management in general, be it for the publicly held company or its business, and to advise the Board of Directors on the policy and the management of the Company and its subsidiaries;

2. In certain circumstances, the Board of Commissioners shall call an annual General Meeting of Shareholders (GMS) and other appropriate meetings in

accordance with the laws of capital market and/or the Company's Articles of Association;

3.The Board of Commissioners acts in the interests of the Company and is responsible to the General Meeting of Shareholders;

4.The Board of Commissioners is obliged to follow the progress of the activities of the Company;

5.The Board of Commissioners sets its own work division among the members for the smooth running of their duties;

6.The Board of Commissioners shall establish an audit committee chaired by an Independent Commissioner and may form other committee to support its work and to evaluate the committee performance at the closing of financial year;

7. Each committee consists of the Chairman and members, chaired by a member of the Board of Commissioners;

8. The Board of Commissioners shall convene a meeting of the Board of Commissioners as stipulated in the capital market regulations;

9. The Board of Commissioners shall ensure that the external auditors, internal auditors, audit committee and other committees have access to the supporting data and information regarding the Company, to the extent necessary to perform its duties;

10. The Board of Commissioners determines the nomination system, performance evaluation, and the appropriate remuneration for the Board of Commissioners and the Board of Directors after considering the results of the Company's performance review, to be submitted in order to obtain the approval of the General Meeting of Shareholders;

11. Responsibilities apply jointly for each member of the Board of Commissioners for bankruptcy due to errors and omissions in the supervision of the Board of Directors;

D. Values

With the presence of the Board of Commissioners' guideline, the Board of Commissioners in performing its duties at any moment will act and behave according to the principles of Good Corporate Governance (GCG) consistently namely: transparency, accountability, responsibility, independence and fairness in order to meet the interests of shareholders and other stakeholders (employees, customers, community, regulators, business partners, and so on) as well as by the Ethical Standards and Values of the prevailing culture in the Company, and always adhere to the regulations including the Company's Articles of Association.

E. Board of Commissioners Composition, Structure and Membership Requirements

The composition, structure and Membership Requirements of the Board of Commissioners is set mainly in POJK No.33 /POJK.04/2014 regarding the Board of Directors and the Board of Commissioners of Publicly Listed Company, and other applicable regulations; which broadly includes:

1. The Board of Commissioners consists of at least two members, and one of them is appointed as an Independent Commissioner;
2. The composition and number of members of the Board of Commissioners is determined by the General Meeting of Shareholders in regards to the Company's Vision, Mission and strategic plan.
3. Members of the Board of Commissioners are selected and appointed by the General Meeting of Shareholders based on nomination process in accordance with applicable laws and regulations, which are in the field of Limited Company and based on considerations of integrity, dedication, ability to understand the Company's management issues, and have adequate business knowledge and able to allocate

sufficient time to perform its duties;

4. At least 30% (thirty percent) of the members of the Board of Commissioners are Independent Commissioners from the outside of the Company as referred to in POJK No.33 POJK.04/2014 regarding the Board of Directors and the Board of Commissioners of a Public Company.

F. Meeting Policy

Meetings of the Board of Commissioners are regulated in POJK no.33/POJK.04/2014 on the Board of Directors and the Board of Commissioners of Publicly Listed Company, and other applicable regulations; which broadly includes:

1. The Board of Commissioners holds a meeting at least 1 (one) time in 2 (two) months, with the required attendance by a majority of the Board of Commissioners' members;
2. The Board of Commissioners shall convene a meeting with the Board of Directors at least 1 (one) time in 4 (four) months, with the required attendance of a majority of members of the two boards, respectively.
3. Decision-making meeting is conducted through deliberation. If no consensus is reached then the decision can be made by majority vote.
4. The attendance forum of the Board of Commissioners meeting is signed by the present members of the Board of Commissioners. The meeting minutes and decisions submitted to and are binding on all members of the Board. The result of the meeting shall be stated in the meeting minutes, signed by all present members of the Board of Commissioners, and submitted to all members of the Board;
5. The attendance forum of the Board of Commissioners and the Board of Directors meeting is signed by the present members of the Board of Commissioners and the Board of Directors, and the meeting minutes and decisions are submitted to and are

binding on all members of the two Boards.

6. The meeting result of the Board of Commissioners and the Board of Directors members shall be stated in the meeting minutes, signed by the present members of the Board of Commissioners and the Board of Directors, and submitted to all members of the two Boards.

7. In the event that a member of the Board of Commissioners and/or the Board of Directors did not sign the meeting minutes, that particular party shall state the reasons in writing in a separate letter attached to the meeting minutes;

8. The meeting minutes of the Board of Commissioners and the Board of Directors shall be submitted to the Company for documentation.

G. Reporting and Accountability

1. In performing duties, the Board of Commissioners is responsible to the General Meeting of Shareholders;

2. The Board of Commissioners provides opinions and advices to General Meeting of Shareholders regarding any important matters in the Company's management;

3. The Board of Commissioners in its oversight function has to submit accountability reports in supervising the management of the Company to the General Meeting of Shareholders;

4. The oversight report from the Board of Commissioners is part of the annual report submitted to the General Meeting of Shareholders to gain approval;

5. The approval of the annual report and ratification of the financial statements mean the General Meeting of Shareholders has given release and settlement of responsibilities to each member of the Board of Commissioners as far as it is reflected in the annual report, without giving less responsibilities to each member of

the Board of Commissioners in the event of criminal acts, fault or negligence causing damage to the third parties which cannot be offset by the Company's assets;

6. Responsibility of the Board of Commissioners at the General Meeting of Shareholders is the embodiment of the oversight accountability for managing the Company based on the Good Corporate Government principles.

Jakarta, December 3, 2015

PT CENTRAL PROTEINA PRIMA Tbk

General TNI (Ret) Fachrul Razi
President Commissioner

Franciscus Affandy
Vice President Commissioner

Djoko Muhammad Basoeki
Independent Commissioner

Eko Putro Sandjojo
Independent Commissioner

Jimmy Joeng
Commissioner

Mahar A. Sembiring
Commissioner