

# DIRECTORS 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.

## DIRECTORS 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 Directors as the manager of the Company, in carrying out its duties must comply with the provisions of applicable regulations 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 Directors plays a very important role in managing the Company’s business, thus 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 Directors’ 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 the regulation of applicable laws and the Company’s Articles of Association.

## B. Legal Basis

The formation, structure, working mechanism, duties, responsibilities and authority of the Board of Directors set forth in the Work Guidelines of the Board of Directors 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 or Public Company;
2. Law No.40 year 2007 on Limited Company;
3. Decision of the Board of Directors of Jakarta Stock Exchange (BEJ) No. Kep-305/BEJ/07-2004 about the Listing Rule Number I-A 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 Directors is governed mainly in accordance with POJK no.33/POJK.04/2014 about the Board of Directors and the Board of Commissioners of Publicly Listed Company, and Articles of Association, which broadly includes:

1. The Board of Directors is tasked to lead, manage and control the Company and its subsidiaries and constantly tries to improve the efficiency and effectiveness of the Company's performance;
2. The Board of Directors is tasked to run and is responsible for the management of Public Company for the benefit of Public Company in accordance with the intent and purpose of Public Company set forth in its Articles of Association.

## D. Values

With the presence of the Board of Directors' Work Guidelines, the Board of Directors in performing its duties at any time will consistently act and behave according to 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, et al) as well as 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 Directors Composition, Structure and Membership Requirements

The composition, structure and Membership Requirements of the Board of Directors 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 laws in force, which broadly includes:

1. The Board of Directors consists of at least two members, and the number of directors can be adjusted to the needs of the Company. One of them is appointed as President Director;
2. The Board of Directors shall be appointed and dismissed by the General Meeting of Shareholders;
3. The Board of Directors members should own integrity, individuals who are competent in performing legal acts within five years prior to his appointment, have a commitment to comply with the applicable regulations and possess knowledge/ expertise required by the Company. In addition, members of the Board of Directors have not been declared bankrupt, never found guilty for causing a Company to bankruptcy, and never been convicted for a criminal offense that is detrimental to the State/financial sector, and never have a delayed obligation or problems with General Meeting of Shareholders and/ or Financial Services Authority.

## F. Meeting Policy

The Board of Directors meetings are primarily regulated 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 generally include:

1. The Board of Directors holds a meeting at least once a month, attended by the majority members of the Board;
2. The Board of Directors holds a meeting with the Board of Commissioners at least one time in four months, attended by the majority members of the two Boards.
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 Directors meeting is signed by the Board's present members. The meeting minutes and decisions are submitted to and are binding on 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 on all members of the two Boards.

## G. Reporting and Accountability

1. In performing duties to manage the Company, the Board of Directors is responsible to the General Meeting of Shareholders;
2. The Board of Directors in its function as the manager of the Company has to submit accountability reports on the management of the Company to the General Meeting of Shareholders.

3. The Company's management reports by the Board of Directors is part of the annual report submitted to the General Meeting of Shareholders to gain approval;

4. The oversight reports 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 financial statements mean the General Meeting of Shareholders has given release and settlement of responsibilities to each member of the Board of Directors as far as it is reflected in the annual report, without giving less responsibilities to each member of the Board of Directors 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 Directors at the General Meeting of Shareholders is the embodiment of the oversight accountability for managing the Company based on the Good Corporate Governance principles.

Jakarta, December 3, 2015

PT. CENTRAL PROTEINA PRIMA Tbk

Irwan Tirtariyadi  
President Director

Saleh Yu  
Vice President Director

Sutanto Surjadjaja  
Vice President Director

Achmad Wahyudi  
Unaffiliated Director

Fredy Robin Sumendap  
Director

Aris Wijayanto  
Director

Emmanuel Ramli  
Director

Sidarta Sidik  
Director