

**PEDOMAN
DEWAN
KOMISARIS**

**GUIDELINES OF
THE BOARD OF
COMMISSIONERS**

PT Charoen Pokphand Indonesia Tbk



Jakarta, 27 November 2015

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1. PENDAHULUAN

A. Latar Belakang

PT Charoen Pokphand Indonesia Tbk ("Perseroan") didirikan di Indonesia dengan nama PT Charoen Pokphand Indonesia Animal Feedmill Co. Limited, berdasarkan akta pendirian yang dimuat dalam Akta No. 6 tanggal 7 Januari 1972, yang dibuat dihadapan Drs. Gde Ngurah Rai, SH, Notaris di Jakarta, sebagaimana telah diubah dengan Akta No. 5 tanggal 7 Mei 1973 yang dibuat dihadapan Notaris yang sama. Akta pendirian tersebut telah disahkan oleh Menteri Kehakiman Republik Indonesia dengan Surat Keputusan No. YA-5/197/21 tanggal 8 Juni 1973 dan telah didaftarkan pada Kepaniteraan Pengadilan Negeri Jakarta Pusat di bawah No. 2289 tanggal 26 Juni 1973, serta telah diumumkan dalam Berita Negara No. 65 tanggal 14 Agustus 1973, Tambahan No. 573.

Anggaran Dasar Perseroan tersebut telah diubah, terakhir dengan Akta Notaris Fathiah Helmi, SH No. 94 tanggal 19 Juni 2015. Akta tersebut telah diterima dan dicatat oleh Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat No. AHU-AH.01.03-0949604 tanggal 8 Juli 2015.

Perseroan memiliki kantor pusat di Jalan Ancol VIII No. 1, Kelurahan Ancol Barat, Kecamatan Pademangan, Jakarta Utara, Indonesia.

Maksud dan tujuan Perseroan adalah industri, peternakan dan perdagangan.

Untuk mencapai maksud dan tujuan tersebut, kegiatan usaha Perseroan adalah:

a. Kegiatan usaha utama :

- Industri makanan ternak, pembibitan dan budidaya ayam ras serta pengolahannya, industri pengolahan makanan, pengawetan daging ayam dan sapi, termasuk unit-unit cold storage.
- Menjual makanan ternak, makanan, daging ayam dan sapi, bahan-bahan asal hewan di Wilayah Republik Indonesia, maupun ke luar negeri dengan sejauh diizinkan berdasarkan peraturan perundang-undangan yang berlaku.

b. Kegiatan penunjang :

- Mengimpor dan menjual bahan-bahan baku dan bahan-bahan farmasi.
- Memproduksi dan menjual karung atau kemasan plastik, peralatan industri dari plastik, alat-alat

1. INTRODUCTION

A. Background

PT Charoen Pokphand Indonesia Tbk ("the Company") was established in Indonesia with the name of PT Charoen Pokphand Indonesia Animal Feedmill Co. Limited, based on deed of establishment as contained in Deed No. 6 dated 7 January 1972, made before Drs. Gde Ngurah Rai, SH, Notary in Jakarta, as amended by Deed No. 5 dated 7 May 1973 before the same Notary. Such deed of establishment was approved by the Minister of Justice of the Republic of Indonesia by virtue of the Decree No. YA-5/197/21 dated 8 June 1973 and was registered at the Registrar Office of Central Jakarta District Court under No. 2289 dated 26 June 1973, and was published in the State Gazette No. 65 dated 14 August 1973, Supplement No. 573.

Such Articles of Association of the Company have been amended, most recently by Deed made before Notary Fathiah Helmi, SH No. 94 dated 19 June 2015. This amendment has been received and recorded by the Ministry of Law and Human Rights of the Republic of Indonesia by virtue of the Letter No. AHU-AH.01.03-0949604 dated 8 July 2015.

The Company has its head office at Jl. Ancol VIII No. 1, West Ancol Village, Pademangan Sub District, North Jakarta, Indonesia.

The purpose and objective of the Company are industry, farm and trade.

In order to achieve the purpose and objective, the Company's business activities are:

a. The main business activities:

- Manufacture of animal feed, breeding and cultivation of broilers and its processing, food processing industry, preservation of chicken and beef, including cold storage units.
- Trading of animal feeds, foods, chicken and beef, products of animal origin in the Territory of the Republic of Indonesia, as well as abroad to the extent permitted by the legislation in force.

b. Supporting activities:

- Importing and selling raw materials and pharmaceutical materials.
- Producing and selling sacks or plastic packaging, industrial equipment made of

peternakan, dan alat-alat rumah tangga dari plastik sesuai dengan perizinan yang dimiliki dan tidak bertentangan dengan peraturan di bidang penanaman modal.

- Melakukan perdagangan besar pada umumnya, termasuk ekspor–impor, perdagangan interinsular atau antar pulau atau antar daerah.
- Melakukan kegiatan pengangkutan barang-barang pada umumnya, baik pengangkutan darat, perairan, laut dan udara.
- Menjalankan usaha pergudangan dan pusat distribusi.

Untuk memperjelas tugas pokok dan fungsi dari Dewan Komisaris maka dalam menjalankan fungsinya, diperlukan adanya Pedoman Dewan Komisaris yang ditetapkan oleh Dewan Komisaris Perseroan dan mengikat kepada setiap anggota Dewan Komisaris.

B. Landasan Hukum

- a. Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas.
- b. Peraturan Otoritas Jasa Keuangan No. 33/POJK.04/2014 tanggal 8 Desember 2014 tentang Direksi dan Dewan Komisaris Emiten Atau Perusahaan Publik.
- c. Anggaran Dasar Perseroan.

2. DEFINISI, TUGAS, TANGGUNG JAWAB DAN WEWENANG

A. Definisi Dewan Komisaris

Dewan Komisaris adalah organ Perseroan yang bertugas melakukan pengawasan secara umum dan/atau khusus sesuai dengan Anggaran Dasar serta memberi nasihat kepada Direksi.

B. Tugas Dewan Komisaris

- a. Dewan Komisaris bertugas melakukan pengawasan dan bertanggung jawab atas pengawasan terhadap kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan, dan memberi nasihat kepada Direksi, yang semuanya dilakukan dengan itikad baik, penuh tanggung jawab dan kehati-hatian.
- b. Dalam kondisi tertentu, Dewan Komisaris wajib menyelenggarakan Rapat Umum Pemegang Saham ("RUPS") tahunan dan RUPS lainnya sesuai dengan kewenangannya sebagaimana diatur dalam peraturan perundang-undangan dan Anggaran Dasar.

plastic, farm tools, and household appliances made of plastic in accordance with the license owned and is not contrary to the regulations in the field of investment.

- Conducting a general wholesale, including export-import, inter-insular or inter-island trade or trade between regions.
- Conducting general transportation of goods, either land, water, sea and air transportation.
- Running a business of warehousing and distribution center.

To clarify the main duties and functions of the Board of Commissioners, then in carrying out its functions, it is necessary to have the Guidelines of the Board of Commissioners determined by the Board of Commissioners of the Company and it shall be binding to each member of the Board of Commissioners.

B. Legal Foundation

- a. Law No. 40 of 2007 concerning Limited Liability Companies.
- b. Regulation of the Financial Services Authority No. 33/POJK.04/2014 dated 8 December 2014 concerning the Directors and the Board of Commissioners of the Issuer or Public Company.
- c. The Articles of Association of the Company.

2. DEFINITION, DUTIES, RESPONSIBILITIES AND AUTHORITIES

A. Definition of the Board of Commissioners

The Board of Commissioners is an organ of the Company with duties to conduct general/specific supervision in accordance with the Articles of Association as well as giving advice to the Directors.

B. Duties of the Board of Commissioners

- a. The Board of Commissioners shall be obliged to conduct supervision and responsible for the supervision toward the policy of the management, the general operation of the management, either concerning the Company or the Company's business, and to give advice to the Directors, all of which shall be conducted in good faith, full of responsibility and carefulness.
- b. Under certain conditions, the Board of Commissioners shall convene the Annual General Meeting of Shareholders and the other General Meeting of Shareholders in accordance with its authority as stipulated in the regulations and the Articles of Association.

- c. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Dewan Komisaris wajib membentuk Komite Audit dan Komite Nominasi dan Remunerasi serta dapat membentuk komite lainnya. Dewan Komisaris wajib menetapkan Piagam Komite Audit dan Pedoman Komite Nominasi dan Remunerasi serta melakukan evaluasi terhadap kinerja komite-komite tersebut pada setiap akhir tahun buku.

C. Tanggung Jawab Dewan Komisaris

- a. Setiap anggota Dewan Komisaris bertanggung jawab secara tanggung renteng atas kerugian Perseroan yang disebabkan oleh kesalahan atau kelalaian anggota Dewan Komisaris dalam menjalankan tugasnya.
- b. Anggota Dewan Komisaris tidak dapat dipertanggungjawabkan atas kerugian Perseroan apabila dapat membuktikan bahwa: (1) kerugian tersebut bukan karena kesalahan atau kelalaiannya; (2) telah melakukan pengurusan dengan itikad baik, penuh tanggung jawab dan kehati-hatian untuk kepentingan dan sesuai dengan maksud dan tujuan Perseroan; (3) tidak mempunyai benturan kepentingan baik langsung maupun tidak langsung atas tindakan pengurusan yang mengakibatkan kerugian dan (4) telah mengambil tindakan untuk mencegah timbul atau berlanjutnya kerugian tersebut.

D. Wewenang Dewan Komisaris

- a. Dewan Komisaris berwenang memberhentikan sementara anggota Direksi dengan menyebutkan alasannya.
- b. Dewan Komisaris dapat melakukan tindakan pengurusan Perseroan dalam keadaan tertentu untuk jangka waktu tertentu.

3. NILAI-NILAI

- a. Setiap anggota Dewan Komisaris wajib mematuhi kode etik yang berlaku di Perseroan, menjalankan tugasnya dengan itikad baik, penuh tanggung jawab dan kehati-hatian dengan selalu memperhatikan peraturan perundang-undangan dan Anggaran Dasar Perseroan.
- b. Setiap anggota Dewan Komisaris dilarang mengambil keuntungan pribadi baik secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.
- c. Setiap anggota Dewan Komisaris dapat merangkap jabatan sebagai: (1) anggota Direksi paling banyak pada 2 (dua) Emiten atau Perusahaan Publik lain; dan (2) anggota Dewan Komisaris paling banyak pada 2 (dua) Emiten atau Perusahaan Publik lain. Dalam hal anggota Dewan

- c. In order to support the effectiveness of the implementation of its duties and responsibilities, the Board of Commissioners must establish the Audit Committee and the Nomination and Remuneration Committee and may establish other committees. The Board of Commissioners must determine the Audit Committee Charter and the Guidelines of Nomination & Remuneration Committee as well as conduct the evaluation toward the performance of such committees at every end of the financial year.

C. Responsibilities of the Board of Commissioners

- a. Every member of the Board of Commissioners shall jointly and severally be liable for any loss of the Company caused by the fault or negligence of the members of the Board of Commissioners in carrying out its duties.
- b. Members of the Board of Commissioners can not be held responsible for losses of the Company if it can prove that: (1) such loss is not due to its fault or negligence; (2) it has conducted management in good faith, full of responsibility and carefulness for the benefit of and in accordance with the purpose and objective of the Company; (3) it does not have a conflict of interest, whether directly or indirectly, relating to the management action causing the losses and (4) it has taken action to prevent the occurrence or continuance of such losses.

D. Authorities of the Board of Commissioners

- a. The Board of Commissioners shall be authorized to temporarily dismiss members of the Directors by stating the reasons thereof.
- b. The Board of Commissioners may conduct management action of the Company in certain circumstances for a certain period of time.

3. VALUES

- a. Every member of the Board of Commissioners shall comply with the code of ethic applicable in the Company, shall carry out its duties in good faith, full of responsibility and carefulness, with due observance at all times to the laws and regulations and the Articles of Association of the Company.
- b. Every member of the Board of Commissioners shall be prohibited from taking personal advantage, either directly or indirectly from the activities of the Company other than its legitimate income.
- c. Every member of the Board of Commissioners may concurrently hold position as: (1) member of the Directors at no more than 2 (two) Issuers or other Public Companies; and (2) member of the Board of Commissioners at no more than 2 (two) Issuers or other

Komisaris tidak merangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris yang bersangkutan dapat merangkap jabatan sebagai anggota Dewan Komisaris paling banyak pada 4 (empat) Emiten atau Perusahaan Publik lain.

- d. Anggota Dewan Komisaris dapat merangkap sebagai anggota komite paling banyak pada 5 (lima) komite di Emiten atau Perusahaan Publik dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau anggota Dewan Komisaris, tentunya sepanjang tidak bertentangan dengan peraturan perundang-undangan lainnya.

4. WAKTU KERJA

Dewan Komisaris wajib menyediakan waktu yang cukup untuk melakukan pengawasan dan bertanggung jawab atas pengawasan terhadap kebijakan pengurusan, jalannya pengurusan pada umumnya, baik mengenai Perseroan maupun usaha Perseroan, dan memberi nasihat kepada Direksi, sesuai dengan hari kerja Perseroan.

5. RAPAT DEWAN KOMISARIS

- a. Dewan Komisaris wajib mengadakan Rapat Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 2 (dua) bulan.
- b. Dewan Komisaris wajib mengadakan Rapat Gabungan Direksi Dan Dewan Komisaris secara berkala paling kurang 1 (satu) kali dalam 4 (empat) bulan.
- c. Rapat Dewan Komisaris dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Dewan Komisaris.
- d. Dewan Komisaris wajib menjadwalkan Rapat Dewan Komisaris untuk tahun berikutnya sebelum berakhirnya tahun buku.
- e. Bahan Rapat Dewan Komisaris wajib disampaikan kepada peserta paling lambat 5 (lima) hari sebelum Rapat Dewan Komisaris diselenggarakan.
- f. Pengambilan keputusan Rapat Dewan Komisaris dilakukan berdasarkan musyawarah mufakat dan dalam hal musyawarah mufakat tidak tercapai, pengambilan keputusan dilakukan berdasarkan suara terbanyak.
- g. Hasil Rapat Dewan Komisaris dan/atau Rapat Gabungan Direksi Dan Dewan Komisaris wajib dituangkan dalam risalah rapat, ditandatangani oleh anggota Dewan Komisaris dan/atau anggota Direksi yang hadir dan disampaikan kepada seluruh anggota Dewan Komisaris dan/atau anggota Direksi.

Public Companies. In the event that a member of the Board of Commissioners does not concurrently hold position as a member of the Directors, the relevant member of the Board of Commissioners may concurrently hold position as member of the Board of Commissioners at no more than 4 (four) Issuers or other Public Companies.

- d. A member of the Board of Commissioners may concurrently hold position as member of committee at no more than 5 (five) committees of the Issuer or Public Company where the relevant member also serves as member of the Directors or the Board of Commissioners, to the extent that it does not contravene any other laws and regulations.

4. WORKING HOURS

The Board of Commissioners must provide sufficient time to conduct supervision and shall be responsible for the supervision of the management policy, the operation of the management in general, either concerning the Company or the Company's business, and shall give advice to the Directors, in accordance with the Company's working day.

5. MEETINGS OF THE BOARD OF COMMISSIONERS

- a. The Board of Commissioners must hold a periodic Meeting of the Board of Commissioners at least 1 (one) time in 2 (two) months.
- b. The Board of Commissioners shall hold a Joint Meeting of the Directors and Board of Commissioners periodically at least 1 (one) time in 4 (four) months.
- c. Meetings of the Board of Commissioners may be held if attended by a majority of all members of the Board of Commissioners.
- d. The Board of Commissioners shall schedule a meeting of the Board of Commissioners for the following year before the end of the financial year.
- e. Materials of the Meeting of the Board of Commissioners shall be provided to the participants no later than five (5) days before the meeting of the Board of Commissioners is held.
- f. The resolutions of the Meeting of the Board of Commissioners shall be adopted based on amicable discussion to achieve consensus and in the event that the consensus is not achieved, the resolutions shall be adopted based on a majority vote.
- g. The result of the Meeting of the Board of Commissioners and/or the Joint Meeting of the Directors and the Board of Commissioners shall be set out in the minutes of the meeting, signed by members of the Board of Commissioners and / or members of the Directors present at the meeting and shall be distributed to all members of the Board of Commissioners and / or members of the Directors.

h. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil Rapat Dewan Komisaris dan/atau Rapat Gabungan Direksi Dan Dewan Komisaris, maka yang bersangkutan wajib menyebutkan alasannya secara tertulis dalam surat tersendiri yang dilekatkan pada risalah rapat.

6. PELAPORAN DAN PERTANGGUNGJAWABAN

Dewan Komisaris melaporkan dan mempertanggung jawabkan pelaksanaan tugasnya kepada RUPS.

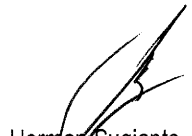
7. PENUTUP

- a. Pedoman Dewan Komisaris ini berlaku efektif sejak disetujui oleh Dewan Komisaris.
- b. Pedoman Dewan Komisaris ini dievaluasi secara berkala untuk disesuaikan dengan perkembangan peraturan yang berlaku.

Jakarta, 27 November 2015

Ditetapkan oleh


Jialipto Jiaravanon
Wakil Presiden Komisaris / Vice President Commissioner


Herman Sugianto
Komisaris Independen / Independent Commissioner

h. In the event that a member of the Directors and/or members of the Board of Commissioners does not sign the result of the Meeting of the Board of Commissioners and/or the Joint Meeting of the Directors and Board of Commissioners, the concerned member shall specify the reasons in writing in a separate letter attached to the minutes of meetings.

6. REPORTING AND ACCOUNTABILITY


The Board of Commissioners shall report and be responsible for the performance of its duties to the General Meeting of Shareholders.

7. CLOSING

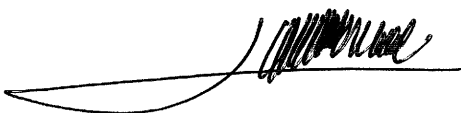
- a. These Guidelines of Board of Commissioners shall be effective as of the approval from the Board of Commissioners.
- b. These Guidelines of the Board of Commissioners shall be evaluated periodically to adjust to the development of prevailing regulations.

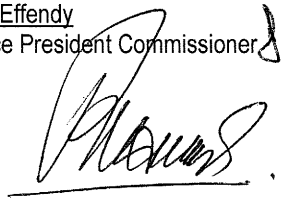
Jakarta, 27 November 2015

Resolved by


Hadi Gunawan Tjoe
Presiden Komisaris / President Commissioner


Jialipto Jiaravanon
Wakil Presiden Komisaris / Vice President Commissioner


T. Thomas Effendy
Wakil Presiden Komisaris / Vice President Commissioner


Suparman S.
Komisaris Independen / Independent Commissioner