

**THE BOARD OF COMMISSIONERS CHARTER
PT UNILEVER INDONESIA Tbk
("The Charter")**

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I. LEGAL BASIS

Establishment, organization, working mechanism, duties and responsibilities, and authorities of the Board of Commissioners of PT Unilever Indonesia Tbk ("The Company") as set forth in this Charter refer to the following legal bases:

1. Law No. 40 Year 2007 regarding Limited Liability Company;
2. Law no 8 Year 1995 regarding Capital Market
3. The Financial Service Authority Regulation No. 33-POJK.04-2014 regarding Board of Director and Board of Commissioners of Public Company
4. Articles of Association

II. DUTIES, RESPONSIBILITY AND AUTHORITY

A. Appointment and Dismissal

The appointment and dismissal of members of the Board of Commissioners shall be conducted by the General Meeting of Shareholders hereinafter referred to as GMS.

B. Purpose and Position in Organization

In accordance with the applicable legal grounds, the Company's Board of Commissioners is an organ that have the ultimate responsibility for the supervision of the duties and management of the Board of Directors and providing advice for the Board of Directors.

C. Organization of the Board of Commissioners

1. Membership Structure

The Company is supervised by a Board of Commissioners whose number is adjusted to the needs of the Company with the provisions of at least three (3) members of the Board of Commissioners and one of them is appointed as the President Commissioner.

Pursuant to the prevailing regulation, at least 30% of the member of the Board of Commissioners is an independent Commissioner.

The composition and qualities of the Board of Commissioners as a whole should be in keeping with the size of the Company, its portfolio, culture and geographical spread and its status as a listed company.

With respect to diversity in the composition of the Board of Commissioners the objective pursued by the Board of Commissioners is to have a variation of age, expertise and social background.

2. Membership Nomination

The process of nomination of members of the Board of Commissioners shall be made by the Board of Commissioners to the GMS after getting the recommendation from the Nomination and Remuneration Committee (KNR).

3. Membership Requirements

Formal requirement :

Prerequisite to be a member of Board of Commissioners before or during his/her terms of office, he/ she must:

1. have a good character, moral and integrity
2. be capable in conducting any legal action
3. in the last 5 (five) years before election and during his/her term in the office:
 - a. have never been declared bankrupt
 - b. have never been part of a Board of Directors and/or Board of Commissioners of a company that has been declared bankrupt

- c. have never been sentenced in criminal action involving state's finance and/or other financial sector; and
- d. have never been part of a Board of Directors and/or Board of Commissioners of a company that:
 - (i) ever refrain from conducting annual general shareholder meeting;
 - (ii) the responsibility report of Board of Directors and/or Board of Commissioners was rejected by the general shareholder meeting or ever refrain from submitting a responsibility report as of Board of Directors and/or Board of Commissioners to the general shareholder meeting; and
 - (iii) ever cause the company that obtain permit, approval or effective statement from the Financial Service Authority failed to comply its annual report and/or annual financial report submission to the Financial Service Authority
- e. have commitment to comply with the prevailing regulations; and
- f. Meet other requirements as determined by the legislations in force, as long as not contrary to the requirements mentioned above

Formal requirement for the Independent Commissioner:

Prerequisite to be an Independent Commissioners before or during his/her terms of office, he/ she must:

1. Not working for the Company or has an authority and responsibility to plan, lead, control or supervise the business of the Company in the last 6 months, unless for the re-appointment as an Independent Commissioner for the next term
2. Not have any shares whether directly or indirectly in the Company
3. Not have any affiliated relationship with the Company, member of the Board of Commissioners, Board of Directors or main shareholder of the Company;
4. Not have any direct or indirect business that relates to the business of the Company

Material requirement :

1. Desired expertise and experience

It is important that the member of the Board of Commissioners is composed in such a way that the following expertise and experience are present in one or more of its members:

- a. Experience and knowledge in public service or consumer goods industry or retail industry or services industry;
- b. Proven track record and diverse experience in the area of finance, or marketing or trade or legal or public policy or capital market or sustainability; and
- c. Experience and knowledge in corporate governance practice for large enterprise

2. Desired personal qualifications

- a. Besides expertise, experience, contacts, vision and adequate availability, personal qualities such as impartiality, integrity, tolerance of other points of view, balance and ability to act critically and independently are equally important.
- b. A Commissioner should observe the principles underlying the corporate governance codes of the Republic of Indonesia.
- d. A Commissioner should avoid material conflicts of interest.
- e. Discussion in the Board of Commissioners and their committees may be conducted in the English language and a Commissioner therefore should be fluent in English.

No Conflict of Interest Requirements

Any conflict of interest or apparent conflict of interest between the Company and its member of the Board of Commissioners is to be avoided. The Board of Commissioners are responsible for ensuring that there are rules to avoid conflicts of interest by the Board of Commissioners members. Where conflicts arise the Board of Commissioners are also responsible for ensuring that in dealing with them all applicable laws, regulations and the Code of Business Principles are complied with.

Multiple Positions Requirements

Member of the Board of Commissioners may hold maximum 5 multiple positions (including his/her current position) as the member of the Board of Commissioners and/or member of the Board of Directors in any other public companies provided the holding of multiple position **must not** create a conflict of interest and in accordance with the prevailing regulations.

Continues Learning Requirements

The Corporate Secretary keeps the Board of Commissioner briefed on legal and regulatory developments relevant to the responsibilities of the Board of Commissioner.

Members of the Board of Commissioner shall on their own take on the necessary training and further education measures required for their duties. The President Director agrees and regularly reviews a personalised approach to training and development with each Commissioner to be implemented with the support of the Corporate Secretary.

4. Term of Service

- a. Members of the Board of Commissioners are appointed for a period commencing from the date set by the GMS appointing them and ending at the adjournment of the third (3rd) Annual GMS. However, without prejudice to the right of the GMS to dismiss members of the Board of Commissioners at any time before their terms end in accordance with the Articles of Association of the Company.

Independent Commissioner that already hold position for 2 terms may be reappointed on the condition he/she provided the independent statement.

- b. The office of a member of the Board of Commissioners shall terminate in the events:
 1. his term of office expires
 2. no longer qualifies as a member of the Board of Commissioners;
 3. demise; and/or
 4. dismissal by the GMS in accordance with the Articles of Association.
- c. The member of the Board of Commissioners shall immediately submit his/her resignation in the event he/she is convicted in the financial criminal case.

5. Induction Program of the Board of Commissioners' Members

Each new member of the Board of Commissioners appointed for the first time must be given an introduction program and the responsibility for the introduction program lies on the Corporate Secretary.

The induction process is designed to:

- a. build an understanding of the nature of the Company, its businesses and the markets and regulatory environments in Republic of Indonesia;
- b. build links to the Company's people; and
- c. build an understanding of the Company's main relationships

D. Duties and Responsibilities

1. In general, the duties and responsibilities of the Board of Commissioners is in accordance to the Articles of Association and the legislation in force. The Board of Commissioners are responsible to supervise the duties and responsibility of the Board of Directors and to provide advice to the Board of Directors.
2. In conducting its supervision duties, the Board of Commissioners shall be in good faith, responsible and in prudential manner.
3. The Board of Commissioners is responsible to monitor the Company's risk management and the implementation of Good Corporate Governance
4. The Board of Commissioners shall make recommendation to the GMS based on the recommendation from the Nomination and Remuneration Committee in relation to the nomination and remuneration of the Board of Directors and the Board of Commissioners.
5. The Board of Commissioners shall make recommendation to the Board of Directors for any improvement based on the findings of the Audit Committee.
6. In order to perform its duties effectively, the Board of Commissioners may establish specific committees.
7. The Board of Commissioners is responsible to evaluate the performance of the committees' member that establish specifically by the Board of Commissioners.

E. Authorities

1. The Board of Commissioners exercise all the authorities as provided in the Article of Association. Including to approve certain actions as provided in the Article of Association as follows:
 - a. any loan taken by the Company from any parties for 2 years or more, if the amount of such loan in 1 transaction is more than 50% of the Company's paid up capital and its last reserve as stipulated in the Company's balance statement as approved by the GMS, as stated in writing by the public accountant who conduct the audit of the Company's record;
 - b. any loan guarantee or security to anyone, other legal entity, if the guaranteed amount for each transaction is more than more than 50% of the Company's paid up capital and its last reserve as stipulated in the Company's balance statement as approved by the GMS, as stated in writing by the public accountant who conduct the audit of the Company's record;
 - c. to transfer or put under security the Company's assets for each transaction with a value equal of more than 40% up to 50% of the book net asset' value as stipulated in the Company's balance statement as approved by the GMS, as stated in writing by the public accountant who conduct the audit of the Company's record.
2. The Board of Commissioners in performing its duties has the authority to access all documents, visit the Company's premises and talk to the Company's employees.
3. The Board of Commissioners has an authority to review information prepared by the Board of Directors in relation to the material transaction and/or affiliated transaction to be performed by the Company.

III. BUSINESS PRINCIPLE

The Code of Business Principles

The Code of Business Principles represents the standard of conduct which the Board of Directors, Board of Commissioners and all the Company employees are expected to meet in their business endeavours. It forms the benchmark against which the outside world is invited to judge the Company activities. The Code must be adhered to strictly. A copy of the Code is set out in Appendix 1.

IV. WORKING HOUR/AVALAIBILITY

Each Board of Commissioners member shall have sufficient time available for the proper performance of his or her duties. Commissioners should be sufficiently free of other commitments to be able to devote the time needed to prepare for meetings and participate in induction, training, appraisal and other Board of Commissioners associated activities.

V. MEETING

A. Meetings and Location

The Board of Commissioners meet on such dates each year as they determine and also at such other times upon the requisition of a Commissioner, as provided in the Articles of Association. Before the beginning of every Financial Year, the Board of Commissioners shall set the time schedules for the meeting.

There should be a minimum of 6 meetings throughout the calendar year and at least 1 in every 4 months (3 meetings) the meeting of the Board of Commissioners will be joined by the Board of Directors.

The Board of Commissioners shall discuss, at least once a year, outside the presence of the Board of Directors, regarding its own function and its own individual members, the member composition and also competence of the Board of Commissioners as a collegial.

Meetings of the Board of Commissioners may be held Jakarta or in Company's main business activities as the Board of Commissioners think fit. Attendance by means of video-conference and telephone link is permitted.

The Board of Commissioners may adopt written resolutions to approve matters at other times including the annual dividend policy and the proposal for the declaration of dividend.

All meetings are minuted as meetings of the Board of Commissioners

B. Agendas

The agenda for Board meetings is set by the President Commissioner.

The materials of the meeting shall be provided at least 5 business days before the scheduled meetings.

C. Decision Making By the Board of Commissioners

Resolutions by each Board are passed by a majority of votes. Each member of each Board shall have one vote. In accordance to the Company's Article of Association, a meeting shall be valid and entitled to make binding decisions if more than half (1/2) of the members of the Board of Commissioners are present or represented in the Meeting. However, for meetings with agenda related to the evaluation of the Board of Directors and/or its member, a quorum of at least 2/3 of the members of the Board of Commissioners are present or represented is required to make a decision.

D. Electronic Board Signatures

Written resolutions of the Board of Commissioners, may be adopted by the electronic signatures of the Commissioner and can also be adopted by the Commissioner in writing (including faxes) and a written resolution can consist of a combination of written and electronic signatures of the Commissioner.

VI. REPORT AND RESPONSIBILITY

A. Reporting

A report, on a regular basis in accordance with applicable regulation to the GMS or other regulatory authority is included within the annual report on supervisory activities during such period.

B. Responsibility: A. Performance Evaluation

1. The Board of Commissioners shall conduct self- assessment on the performance of the Board of Commissioners as a collegial based on the criteria as recommended by the Nomination and Remuneration Committee, among other the effectiveness on the supervisory implementation and the support of the good corporate governance implementation in the Company;
2. Evaluation of the performance of the members of the Board of Commissioners shall be carried out every year by the Board of Commissioners based on the criteria as recommended by the Nomination and Remuneration Committee.

VII. VALIDITY AND EVALUATION

1. This Charter of the Board of Commissioners shall be effective as from 1 March 2016
2. This Charter of the Board of Commissioners will periodically be evaluated for improvement;
3. Original document of this Charter will be contained in the Company website.

Ratified in Jakarta
On 1 March 2016

APPENDIX 1 The Code of Business Principles

Standard of Conduct

Unilever conduct our operations with honesty, integrity and openness, and with respect for the human rights and interests of our employees.

Unilever shall similarly respect the legitimate interests of those with whom Unilever have relationships.

Obeying the Law

Unilever companies and employees are required to comply with the laws and regulations of the countries in which Unilever operate.

Employees

Unilever is committed to diversity in a working environment where there is mutual trust and respect and where everyone feels responsible for the performance and reputation of our company.

Unilever will recruit, employ and promote employees on the sole basis of the qualifications and abilities needed for the work to be performed.

Unilever are committed to safe and healthy working conditions for all employees. Unilever will not use any form of forced, compulsory or child labour.

Unilever are committed to working with employees to develop and enhance each individual's skills and capabilities.

Unilever respect the dignity of the individual and the right of employees to freedom of association.

Unilever will maintain good communications with employees through company based information and consultation procedures.

Consumers

Unilever is committed to providing branded products and services which consistently offer value in terms of price and quality, and which are safe for their intended use. Products and services will be accurately and properly labelled, advertised and communicated.

Shareholders

Unilever will conduct its operations in accordance with internationally accepted principles of good corporate governance. Unilever will provide timely, regular and reliable information on our activities, structure, financial situation and performance to all shareholders.

Business Partners

Unilever is committed to establishing mutually beneficial relations with our suppliers, customers and business partners.

In our business dealings Unilever expect our partners to adhere to business principles consistent with our own.

Community Involvement

Unilever strives to be a trusted corporate citizen and, as an integral part of society, to fulfil our responsibilities to the societies and communities in which Unilever operate.

Public Activities

Unilever companies are encouraged to promote and defend their legitimate business interests.

Unilever will co-operate with governments and other organisations, both directly and through bodies such as trade associations, in the development of proposed legislation and other regulations, which may affect legitimate business interests.

Unilever neither supports political parties nor contributes to the funds of groups whose activities are calculated to promote party interests.

The Environment

Unilever is committed to making continuous improvements in the management of our environmental impact and to the longer-term goal of developing a sustainable business.

Unilever will work in partnership with others to promote environmental care, increase understanding of environmental issues and disseminate good practice.

Innovation

In our scientific innovation to meet consumer needs Unilever will respect the concerns of our consumers and of society. Unilever will work on the basis of sound science, applying rigorous standards of product safety.

Competition

Unilever believes in vigorous yet fair competition and supports the development of appropriate competition laws. Unilever companies and employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations.