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C.FUNGSI DAN PERAN DIREKSI PT. PAN BROTHERS Tbk (BOARD OF DIRECTORS' PT. PAN BROTHERS Tbk FUNCTION AND ROLE)

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C.BOARD OF DIRECTORS' PT. PAN BROTHERS Tbk FUNCTION AND ROLE

-Uraian pelaksanaan tugas dan tanggung jawab Direksi

-The duty and responsibility of the Director

Tugas utama Direksi adalah memimpin dan mengelola Perseroan sesuai dengan tujuan Perseroan dan memanfaatkan, memelihara, dan mengelola aset Perseroan demi kepentingan usaha Perseroan. Selain itu Direksi juga bertanggung jawab terhadap pengembangan perusahaan dan senantiasa berusaha meningkatkan efisiensi dan efektifitas Perseroan. Direksi bertanggung jawab kepada Dewan Komisaris.

The main duties of the Board of Directors are to lead and manage the Company, and to utilise, maintain and manage the assets of the Company, in accordance with the objectives of the Company. The Board of Directors are also responsible for the overall expansion of the Company and continuously strive to improve efficiency and effectiveness. The Board of Directors is accountable to the Board of Commissioners.

Setelah terpilih, Direksi mendapat penjelasan terperinci mengenai tanggung jawab mereka. Direksi diharapkan untuk terus menerus mengembangkan diri dan keahlian mereka demi Perseroan. Sejalan dengan tugas dan kewajibannya Direksi Perseroan dari waktu ke waktu mengikuti berbagai pelatihan dan seminar baik di Indonesia dan luar negeri terkait usaha Perseroan, tata kelola perusahaan dan strategi kepemimpinan..

Upon election, the Directors receive a comprehensive brief on their responsibilities. Directors are expected to continue to develop themselves and their skills in service of the Company. In line with their duties and responsibilities the Board of Directors from time to time include in some kinds of trainings and seminars in Indonesia and abroad on the related matters to Company business, corporate governance and leadership strategy.

Direksi mewakili Perseroan di dalam maupun di luar pengadilan berkaitan dengan semua hal dan permasalahan, yang mengikat pihak Perseroan dengan pihak lain dan sebaliknya, dan untuk melaksanakan tugas baik menyangkut manajemen maupun permasalahan lain selama masih dalam batas-batas Anggaran Dasar Perseroan.

The Board of Directors represent the Company in and out Courts of Justice concerning all matter and affairs, to bind the Company to other parties and other parties to the Company, and to perform all actions, both pertaining to the management as well as other affairs as long as it is within the limits of the Company's Articles of Association.

Komposisi

Direksi terdiri dari setidaknya-tidaknya tiga orang anggota yaitu seorang Direktur Utama dan dua orang Direktur atau lebih.

Composition

The Board of Directors consists of a minimum of three members, comprising one President Director and two Directors or more.

Direksi Perseroan terdiri dari seorang Direktur Utama, seorang Wakil Direktur Utama dan 4 (empat) Direktur.

The Company's Board of Directors consist of a President Director, a Vice President Director and 4 (four) Directors.

-Direktur Administrasi bertanggung jawab atas bidang: administrasi; akuntansi; audit internal; komunikasi; hukum dan manajemen resiko.

-The Administration Director is responsible for: administration issues; accountancy; internal audits; communication; legal and risk management.

-Direktur Keuangan dan Teknologi Informasi

-The Treasury and Information Technology

bertanggung jawab atas bidang: keuangan, sistem informasi dan pengembangan sistem informasi.

-Direktur Sumber Daya Manusia (SDM) bertanggung jawab atas bidang: pengembangan SDM; pengembangan organisasi; pelatihan; pengembangan integritas; dan umum.

-Direktur Operasional bertanggung jawab atas bidang: Pemasaran (penjualan dan pengembangan pemasaran); Pembelian; Produksi; Quality Assurance; Shipping; Persediaan/ Gudang; Pengembangan dan Kepatuhan.

Ketentuan Keanggotaan: Anggota Direksi dinominasi oleh Komite Nominasi yang terdiri dari Komisaris dan Direksi. Anggota Direksi diangkat oleh Pemegang Saham pada Rapat Umum Pemegang Saham Tahunan (RUPST), sejak tanggal ditetapkan pada RUPST sampai ditutupnya RUPST yang ke lima, setelah diangkatnya para Direksi yang bersangkutan. Dalam hal terjadi penggantian anggota Direksi sebelum berakhirnya masa jabatan, anggota Direksi yang baru akan melanjutkan masa jabatan Anggota Direksi yang digantikannya.

Rapat: Direksi mengadakan rapat setidaknya satu kali setiap bulan dan setiap waktu bilamana dipandang perlu. Panggilan rapat harus dikirimkan kepada setiap anggota dengan mencantumkan acara, tanggal, waktu, dan tempat rapat. Rapat harus diadakan di tempat kedudukan Perseroan atau di tempat kegiatan usaha di wilayah Republik Indonesia.

Remunerasi: Direksi berhak mendapatkan honorarium sesuai dengan beban tanggung jawab, pengalaman dan keahlian kerja yang mereka bawa ke Perseroan.

Ketentuan terkait keanggotaan Direksi mengacu pada Peraturan Otoritas Jasa Keuangan Nomer 33/ POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik, dan prosedur nominasi anggota Dewan Komisaris mengacu pada Peraturan Otoritas Jasa Keuangan Nomer 34/POJK.04/2014 tentang Komite Nominasi dan Remunerasi Emiten atau Perusahaan Publik, Undang-Undang Nomer 8 Tahun 2010 tentang Pencegahan dan Pemberantasan Tindak Pidana Pencucian Uang, Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas dan anggaran dasar perseroan.

Director is responsible for: treasury issues, information technology and information technology development.

-The Human Resources and Manpower Director (HRM) is responsible for: personnel development; organization development; training; quality integrity development; and general affairs

-The Operational Director is responsible for: Marketing (sales and marketing development); Purchasing; Production; Quality Assurance; Shipping; Inventory / Warehousing; Development and Compliance.

Board of Directors Requirements *Members of the Board of Directors are nominated by the Nomination Committee consist of Commissioners and Directors. Members of the Board of Directors appointed by shareholders at the Annual General Meeting of Shareholders (AGMS), to take up their mandate on the date resolved at AGMS until the closing of the fifth AGMS following the appointment of the Directors concerned. In event of substitution prior to the end of term of finish, the new member of the Board of Directors will serve for the remaining term of the Directors who is substituted.*

Meeting: *The Board of Directors meet at least once a month and at any time deemed necessary. Notice of a Meeting must be sent to all members of the Board of Directors stating the agenda, date, time, and place of the Meeting. The Meeting of the Board of Directors is convened at the domicile of the Company or at the place where the Company conducts its business activities within territory of the Republic of Indonesia.*

Remuneration: *The Board of Directors is entitled to honorarium commensurate with their responsibilities, experience and knowledge that they bring to the Company.*

The provisions related to Board of Directors' membership is based on OJK Rule Number 33/ POJK.04/2014 concerning Directors and Board of Commissioners of Issuer or Public Company, and the procedures of member nomination of Board of Commissioners is based on OJK Rule Number 34/POJK.04/2014 concerning Nomination and Remuneration Committee of Issuer or Public Company, Law Number 8 Year 2010 concerning Countermeasure and Eradication of Money Laundering, Law Number 40 Year 2007 concerning Limited Liability Company and company's articles of association