

**PEDOMAN
DEWAN
KOMISARIS**

**GUIDELINES OF
THE BOARD OF
COMMISSIONERS**

PT BISI International Tbk



Sidoarjo, 27 November 2015

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1. PENDAHULUAN

A. Latar Belakang

PT BISI International Tbk ("Perseroan") didirikan di Indonesia dengan nama PT Bright Indonesia Seed Industry, berdasarkan akta pendirian yang dimuat dalam Akta No. 35 tanggal 22 Juni 1983, sebagaimana diubah dengan Akta No. 20 tanggal 23 Agustus 1984, keduanya dibuat dihadapan Drs. Gde Ngurah Rai, S.H., Notaris di Jakarta. Akta pendirian tersebut telah disahkan oleh Menteri Kehakiman Republik Indonesia dengan Surat Keputusan No. C2-5415.HT.01.01.TH.84 tanggal 27 September 1984 dan telah didaftarkan pada Kantor Pengadilan Negeri Jakarta Utara dengan No. 13/Leg/1985 tanggal 15 Januari 1985, serta telah diumumkan dalam Berita Negara No. 94 tanggal 23 November 1990, Tambahan No. 4731.

Anggaran Dasar Perseroan tersebut telah diubah, terakhir dengan Akta Notaris Marcivia Rahmani, S.H., M.Kn. No. 25 tanggal 29 Mei 2015. Akta tersebut telah diterima dan dicatat oleh Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia dalam Surat No. AHU-AH.01.03-0946367 tanggal 19 Juni 2015.

Perseroan memiliki kantor pusat di Jl. Surabaya-Mojokerto Km. 19, Desa Bringinbendo, Kecamatan Taman, Kabupaten Sidoarjo, Jawa Timur.

Maksud dan tujuan Perseroan adalah perdagangan, industri, pertanian, pengangkutan, keagenan dan jasa.

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

- a. Menjalankan usaha dalam bidang perdagangan pada umumnya, termasuk ekspor, impor, grosir, levelansir dan distributor/agen dan atau pengecer dari segala macam barang yang dapat diperdagangkan baik atas perhitungan sendiri maupun pihak lain dengan cara amanat dan komisi.
- b. Menjalankan usaha dalam bidang industri pada umumnya, diantaranya industri pakan ternak dan peternakan.
- c. Menjalankan usaha dalam bidang pertanian, termasuk didalamnya usaha pembibitan atau pembenihan tanaman pangan dan tanaman lainnya pada umumnya, perkebunan dan peternakan.
- d. Menjalankan usaha dalam bidang pengangkutan di darat pada umumnya, ekspedisi dan pergudangan untuk menunjang usaha perdagangan tersebut.
- e. Menjadi agen dari perusahaan lain baik dalam maupun luar negeri.
- f. Menjalankan usaha dalam bidang jasa, kecuali jasa dibidang hukum dan pajak.

1. INTRODUCTION

A. Background

PT BISI International Tbk (the "Company") was established in Indonesia with the name of PT Indonesian Bright Seed Industry, by virtue of deed of establishment as contained in Deed No. 35 dated 22 June 1983, as amended by Deed No. 20 dated 23 August 1984, both drawn up before Drs. Gde Ngurah Rai, SH, Notary in Jakarta. The deed of establishment has been approved by the Minister of Justice of the Republic of Indonesia based on Decree No. C2-5415.HT.01.01.TH.84 dated 27 September 1984, registered in District Court Registrar of North Jakarta under No. 13/Leg/1985 dated 15 January 1985, and announced in the State Gazette No. 94 dated 23 November 1990, Supplement No. 4731.

Articles of Association has been lastly amended by Deed of Notary Marcivia Rahmani, S.H., M.Kn. No. 25 dated 29 May 2015. This deed has been received and recorded by the Ministry of Law and Human Rights of the Republic of Indonesia based on Letter No. AHU-AH.01.03-0946367 dated 19 June 2015.

The Company has its head quarter at Jl. Surabaya-Mojokerto Km. 19, Bringinbendo Village, Taman District, Sidoarjo Regency, East Java.

The purposes and objectives of the Company are trade, industry, agriculture, transportation, agency and services.

In order to achieve the purposes and objectives, the Company's business activities are:

- a. Carrying out general trading business, including export, import, wholesale, supplier and distributor/agent or retailer of all kinds of tradeable goods, either based on its own calculation or other party calculation by way of mandate and commission.
- b. Engaged in general industry business, among others animal feed industry and husbandry.
- c. Engaged in agricultural business, including seed industry for food crops and otherwise in general, plantations and farms.
- d. Carrying out general land transportation business, expedition and warehousing supporting the trading business.
- e. Acting as an agent of other companies either local or overseas companies.
- f. Engaged in services business, except legal and tax services.

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.
- 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

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. 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

kinerja komite-komite tersebut pada setiap akhir tahun buku.

Nomination & Remuneration Committee as well as conduct the evaluation toward the performance of such committees at every end of the financial year.

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.

C. Duties 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. 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 Komisaris tidak merangkap jabatan sebagai anggota Direksi, anggota Dewan Komisaris yang bersangkutan dapat merangkap jabatan sebagai anggota Dewan

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 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

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.
- h. Dalam hal terdapat anggota Direksi dan/atau anggota Dewan Komisaris yang tidak menandatangani hasil Rapat

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. In the event that a member of the Directors and/or members of the Board of Commissioners does not sign

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.

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. PELAPORAN DAN PERTANGGUNGJAWABAN

Dewan Komisaris melaporkan dan mempertanggung jawabkan pelaksanaan tugasnya kepada RUPS.

7. PENUTUP

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

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

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

Sidoarjo, 27 November 2015

Sidoarjo, 27 November 2015

Ditetapkan oleh

Resolved by

Jialipto Jiaravanon
Komisaris Utama / President Commissioner

T. Thomas Effendy
Komisaris / Commissioner

Burhan Hidayat
Komisaris Independen / Independent Commissioner