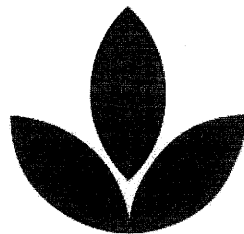


**PEDOMAN  
DIREKSI**

**GUIDELINES OF  
THE DIRECTORS**

**PT BISI International Tbk**



**BISI**

Sidoarjo, 27 November 2015

Sidoarjo, 27 November 2015

## 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 the 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 Direksi maka dalam menjalankan fungsinya, diperlukan adanya Pedoman Direksi yang ditetapkan oleh Dewan Komisaris Perseroan dan mengikat kepada setiap anggota Direksi.

## **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 Direksi**

Direksi adalah organ Perseroan yang berwenang dan bertanggung jawab penuh atas pengurusan Perseroan untuk kepentingan Perseroan, sesuai dengan maksud dan tujuan Perseroan serta mewakili Perseroan baik di dalam dan di luar pengadilan sesuai dengan ketentuan Anggaran Dasar.

### **B. Tugas Direksi**

- a. Direksi bertugas menjalankan dan bertanggung jawab atas pengurusan Perseroan untuk kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan yang ditetapkan dalam Anggaran Dasar, yang semuanya dilakukan dengan itikad baik, penuh tanggung jawab dan kehati-hatian.
- b. Direksi bertugas menyelenggarakan Rapat Umum Pemegang Saham ("RUPS") tahunan dan RUPS lainnya sebagaimana diatur dalam peraturan perundang-undangan dan Anggaran Dasar.
- c. Dalam rangka mendukung efektivitas pelaksanaan tugas dan tanggung jawabnya, Direksi dapat membentuk komite. Direksi wajib melakukan evaluasi terhadap kinerja komite yang membantu pelaksanaan tugas dan tanggung jawabnya tersebut pada setiap akhir tahun buku.

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

## **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 Directors**

The Directors is an organ of the Company, which is fully authorized and responsible for the management of the Company for the benefit of the Company, in accordance with the purpose and objective of the Company and shall represent the Company both inside and outside the court in accordance with the provisions of the Articles of Association.

### **B. Duties of the Directors**

- a. The Directors shall be obliged to run and shall be responsible for the management of the Company for the benefit of the Company in accordance with the purposes and objectives of the Company as determined in the Articles of Association, all of which shall be made in good faith, full of responsibility and carefulness.
- b. The Directors shall be obliged to convene the Annual General Meeting of Shareholders and other General Meeting of Shareholders as stipulated in the legislation and the Articles of Association.
- c. In order to support the effectiveness of the implementation of the duties and responsibilities, the Directors may establish a committee. The Directors shall be required to conduct the evaluation toward the performance of the committee that shall assist the implementation of its duties and responsibilities at every end of the financial year.

### C. Tanggung Jawab Direksi

- a. Setiap anggota Direksi bertanggung jawab secara tanggung renteng atas kerugian Perseroan yang disebabkan oleh kesalahan atau kelalaian anggota Direksi dalam menjalankan tugasnya.
- b. Anggota Direksi 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 Direksi

- a. Direksi berwenang menjalankan pengurusan Perseroan sesuai dengan kebijakan yang dipandang tepat, sesuai dengan maksud dan tujuan yang ditetapkan dalam Anggaran Dasar.
- b. Direksi berwenang mewakili Perseroan di dalam dan di luar pengadilan.
- c. Anggota Direksi tidak berwenang mewakili Perseroan apabila: (1) terdapat perkara di pengadilan antara Perseroan dengan anggota Direksi yang bersangkutan; dan (2) anggota Direksi yang bersangkutan mempunyai kepentingan yang berbenturan dengan kepentingan Perseroan. Apabila terjadi keadaan tersebut, maka yang berhak mewakili Perseroan adalah: (1) anggota Direksi lainnya yang tidak mempunyai benturan kepentingan dengan Perseroan; (2) Dewan Komisaris dalam hal seluruh anggota Direksi mempunyai benturan kepentingan dengan Perseroan; atau (3) pihak lain yang ditunjuk oleh RUPS dalam hal seluruh anggota Direksi atau Dewan Komisaris mempunyai benturan kepentingan dengan Perseroan.

## 3. NILAI-NILAI

- a. Setiap anggota Direksi 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 Direksi dilarang mengambil keuntungan pribadi secara langsung maupun tidak langsung dari kegiatan Perseroan selain penghasilan yang sah.

### C. Responsibilities of the Directors

- a. Every members of the Directors shall be jointly and severally liable for any loss of the Company caused by the fault or negligence of the Directors in performing their duties.
- b. Members of the Directors can not be held responsible for the loss of the Company if it can prove that: (1) such loss was not due to its fault or negligence; (2) it has performed the management in good faith, full of responsibility and carefulness for the benefit of and in accordance with the purposes and objectives of the Company; (3) it does not have any conflict of interest, whether directly or indirectly with regard to the management action causing losses and (4) it has taken action to prevent the occurrence or the continuation of such losses.

### D. Authorities of the Directors

- a. The Directors shall be authorized to carry out the management of the Company in accordance with the policy as deemed appropriate, in accordance with the purposes and objectives set out in the Articles of Association.
- b. The Directors shall be authorized to represent the Company inside and outside the court.
- c. Members of the Directors shall not be authorized to represent the Company if: (1) there is a dispute in the court between the Company and the relevant member of the Directors; and (2) the relevant member of the Directors has interests that conflict with the interests of the Company. In the event this situation occurs, then the person entitled to represent the Company is: (1) another member of the Directors who has no conflict of interest with the Company; (2) The Board of Commissioners in the event that all members of the Board of the Directors have conflict of interest with the Company; or (3) another person appointed by the General Meeting of Shareholders in the event that all members of the Directors or Board of Commissioners have conflict of interest with the Company.

## 3. VALUES

- a. Each member of the Directors shall comply with the code of ethic applicable in the Company, shall carry out their duties in good faith, full of responsibility and carefulness, with due observance at all times to the prevailing laws and regulations and the Articles of Association.
- b. Each member of the Directors shall be prohibited from taking personal advantage, either directly or indirectly from the activities of the Company other than its legitimate income.

- c. Setiap anggota Direksi dapat merangkap jabatan sebagai: (1) anggota Direksi paling banyak pada 1 (satu) Emiten atau Perusahaan Publik lain; (2) anggota Dewan Komisaris paling banyak pada 3 (tiga) Emiten atau Perusahaan Publik lain; dan/ atau (3) 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.

#### 4. WAKTU KERJA

Direksi wajib menyediakan waktu yang cukup untuk menjalankan dan bertanggung jawab atas pengurusan Perseroan sesuai dengan hari kerja Perseroan.

#### 5. RAPAT DIREKSI

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

- c. Each member of the Directors may hold concurrent positions as: (1) member of the Directors at no more than 1 (one) Issuer or Public Company; (2) member of the Board of Commissioners at no more than three (3) Issuers or Public Companies; and/or (3) member of the committee at no more than 5 (five) committees of Issuers or Public Companies where he/she is also serving as member of the Directors or the Board of Commissioners.

#### 4. WORKING HOURS

The Directors must provide sufficient time to run and is responsible for the management of the Company in accordance with the Company's working day.

#### 5. MEETINGS OF THE DIRECTORS

- a. The Directors shall hold periodic Meeting of the Directors at least 1 (one) time in every month.
- b. The Directors must convene a Joint Meeting of the Directors and Board of Commissioners periodically at least 1 (one) time in 4 (four) months.
- c. Meeting of the Directors may be held if attended by a majority of all members of the Directors.
- d. The Directors must schedule a meeting of the Directors for the following year before the end of the financial year.
- e. Materials of the Meeting of the Directors must be provided to the participants no later than five (5) days before the meeting of the Directors is held.
- f. Resolutions of the Meeting of the Directors shall be adopted based on amicable discussion to achieve consensus and in the event that the consensus is not reached, the resolutions shall be adopted based on the majority vote.
- g. The result of the Meeting of the Directors 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 Directors and/or members of the Board of Commissioners present at the meeting and shall be distributed to all members of the Directors and/or members of the Board of Commissioners.
- h. In the event that there is a member of the Directors and/or members of the Board of Commissioners who does not sign the Result of the Meeting of the Directors 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**


Direksi melaporkan dan mempertanggung jawabkan pelaksanaan tugasnya kepada RUPS.

**7. PENUTUP**

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

Sidoarjo, 27 November 2015

Ditetapkan oleh



T. Thomas Effendy  
Komisaris / Commissioner

**6. REPORTING AND ACCOUNTABILITY**


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

**7. CLOSING**


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

Sidoarjo, 27 November 2015

Resolved by



Jialipto Jiaravanon  
Komisaris Utama / President Commissioner



Burhan Hidayat  
Komisaris Independen / Independent Commissioner