



PT. Pan Brothers Tbk

Jl. Siliwangi No 178 Kel Alamjaya

Kec. Jatiuwung Tangerang

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B.FUNGSI DAN PERAN DEWAN KOMISARIS PT. PAN BROTHERS Tbk (*Board of Commissioners' PT. PAN BROTHERS Tbk Function and Role*);

-Uraian pelaksanaan tugas dan tanggung jawab Komisaris

-The duty and responsibility of the Commissioner

Dewan Komisaris memantau dan mengawasi kebijakan Direksi dalam menjalankan Perseroan. Dewan Komisaris menerima laporan berkala dari Direksi dan komite lain yang terkait, memberikan nasihat terhadap masalah yang relevan seperti diatur dalam Anggaran Dasar Perseroan.

The Board of Commissioners oversees and supervises the Board of Directors in managing the Company. The Board of Commissioners receives regular reports from the Board of Directors and other relevant committees, and advises on relevant matters as set out in the Articles of Association of the Company.

Peran Komisaris dalam mendukung terciptanya GCG sangat penting. Komisaris memberikan inisiatif dan arahan kebijakan strategis, melakukan pengawasan dan memonitor jalannya Perseroan, serta memberikan nasihat bisnis.

The Commissioner has a vital role in supporting the formation of GCG. The Commissioner gives initiatives and strategic policy directives, supervising and monitoring Company activities and providing business advice.

Inisiatif dan arahan strategis dilakukan sebagai awal proses penetapan Rencana Kerja. Arahan strategis mencakup rencana peningkatan penjualan dan perbaikan posisi keuangan Perseroan melalui peningkatan kinerja, dengan cara optimalisasi dan peningkatan kapasitas produksi dan pemasaran.

Initiatives and strategies are implemented to mark the beginning of the acknowledgement process of the Company's Work Plan. The strategic direction includes a sales enhancement plan and improvement of the Company's financial position through improvement of performance, by optimizing and increasing production capacity, and marketing.

Proses pengawasan dan monitoring dilakukan melalui evaluasi laporan operasional, mendiskusikan dengan komite audit, dan dilanjutkan dengan membahas secara komprehensif bersama Direksi Perseroan. Komisaris juga melakukan pengawasan dengan memberi penugasan khusus kepada komite audit terkait dengan masalah yang memerlukan perhatian.

Supervisory duties and monitoring are carried out through operational report evaluation, discussion with audit committee and by comprehensive discussion with the Company Director. The Commissioner supervises by giving special assignments to the related audit committee based on specific issues that require particular attention.

Sejalan dengan tugas dan kewajibannya Komisaris Perseroan dari waktu ke waktu mengikuti berbagai pelatihan dan seminar baik di Indonesia dan luar negeri.

In line with their duties and responsibilities the Board of Commissioners from time to time include in some kinds of trainings and seminars in Indonesia and abroad.

Komposisi / Composition:

Dewan komisaris terdiri dari setidaknya-tidaknya tiga orang anggota yaitu seorang Komisaris Utama dan dua orang Komisaris atau lebih.

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

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

Members of the Board of Commissioners are nominated by the Nomination Committee consist of Commissioners and Directors. Members of the Board of Commissioners 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 Commissioners concerned. In event of substitution prior to the end of term of finish, the new member of the Board of Commissioners will serve for the remaining term of the Commissioner who is substituted.

Rapat: Rapat Dewan Komisaris dapat diadakan setiap waktu sesuai dengan ketentuan yang diatur di dalam Anggaran Dasar Perseroan. Di dalam prakteknya Dewan Komisaris dapat mengadakan Rapat Dewan Komisaris secara berkala. Panggilan rapat harus dikirimkan kepada setiap anggota dengan mencantumkan acara, tanggal, waktu, dan tempat rapat Dewan Komisaris. Rapat Dewan Komisaris



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dilakukan di tempat kedudukan Perseroan atau di tempat kegiatan usaha di wilayah Republik Indonesia.

Meeting: *Meetings of the Board of Commissioners may be held at any time in accordance with Articles of Association. In practical the Board of Commissioners may hold Board of Commissioners Meeting periodically. Notice of a Meeting must be sent to all members of the Board of Commissioners stating the agenda, date, time, and place of the Meeting. The Meeting of the Board of Commissioners 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.*

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

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

Ketentuan terkait Dewan Komisaris 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. *(The provisions related to Board of Commissioners' 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).*