

PEDOMAN KERJA DIREKSI

BOARD OF DIRECTORS GUIDLINES

I. PENDAHULUAN

PT Aracord Nusantara Group Tbk ("Perseroan") berkomitmen untuk menerapkan tata kelola perusahaan yang baik dengan menyusun struktur dan proses yang diterapkan organ Perusahaan untuk meningkatkan kualitas pengelolaan Perseroan yang sehat berdasarkan prinsip kehati-hatian dan beretika sehingga dapat meningkatkan daya saing Perseroan serta mendorong pertumbuhan yang berkelanjutan.

Selain RUPS dan Dewan Komisaris, Direksi merupakan bagian dari organ yang berfungsi untuk menjalankan Emiten. Sehingga dibutuhkan suatu pedoman kerja untuk mendukung efektivitas pelaksanaan tugas dan tanggung jawab Direksi atas pengurusan Perseroan, untuk kepentingan Perseroan serta sesuai dengan maksud dan tujuan Perseroan.

II. KEBIJAKAN UMUM

Pelaksanaan tugas dan wewenang Direksi dilakukan dengan itikad baik, hati-hati, dan penuh tanggung jawab. Dengan adanya pedoman ini maka akan mendukung pelaksanaan tata kelola yang baik sehingga meningkatkan kepercayaan pemangku kepentingan terhadap Direksi serta membawa dampak positif bagi keberlangsungan usaha Perseroan.

A. Struktur Keanggotaan

- i. Direksi Perseroan paling kurang terdiri dari dua orang anggota Direksi.
- ii. Satu periode masa jabatan anggota Direksi Perseroan adalah paling lama lima tahun.
- iii. Usulan pengangkatan, pemberhentian, dan/atau penggantian anggota Direksi kepada RUPS harus memperhatikan rekomendasi dari Dewan Komisaris atau Komite yang menjalankan fungsi nominasi.
- iv. Anggota Direksi dapat mengundurkan diri dari jabatannya sebelum masa jabatannya berakhir dan dapat diberhentikan untuk sementara oleh Dewan Komisaris dengan memastikan kepatuhan terhadap ketentuan yang berlaku.

B. Tugas, Tanggung Jawab, dan Wewenang

- i. Direksi bertugas menjalankan dan bertanggung jawab atas pengurusan Perseroan untuk kepentingan Perseroan sesuai dengan maksud dan tujuan Perseroan.
- ii. Direksi wajib menyelenggarakan RUPS Tahunan dan RUPS lainnya sebagaimana diatur dalam ketentuan yang berlaku.

I. INTRODUCTION

PT Aracord Nusantara Group Tbk (the "Company") is committed to implementing good corporate governance by establishing a structure and processes implemented by the Company's organs to improve the quality of sound Company management based on prudent and ethical principles, thereby enhancing the Company's competitiveness and encouraging sustainable growth.

In addition to the GMS and the Board of Commissioners, the Board of Directors is part of the body responsible for running the Company. Therefore, a work guideline is needed to support the effective implementation of the Board of Directors' duties and responsibilities in managing the Company, for the benefit of the Company and in accordance with the Company's purposes and objectives.

II. GENERAL POLICY

The duties and authorities of the Board of Directors shall be carried out in good faith, carefully, and responsibly. These guidelines will support the implementation of good governance, thereby increasing stakeholder trust in the Board of Directors and positively impacting the Company's business continuity.

A. Membership Structure

- i. The Company's Board of Directors shall consist of at least two members.
- ii. The term of office of a member of the Company's Board of Directors shall be a maximum of five years.
- iii. Proposals for the appointment, dismissal, and/or replacement of members of the Board of Directors to the GMS must take into account recommendations from the Board of Commissioners or the Committee that carries out the nomination function.
- iv. Members of the Board of Directors may resign from their positions before the end of their term and may be temporarily suspended by the Board of Commissioners, ensuring compliance with applicable regulations.

B. Duties, Responsibilities, and Authorities

- i. The Board of Directors is responsible for carrying out and is responsible for managing the Company for the benefit of the Company in accordance with the Company's purposes and objectives.
- ii. The Board of Directors is required to hold the Annual GMS and other GMS as stipulated in applicable regulations.

- iii. Direksi wajib melaksanakan tugas, wewenang, dan tanggung jawab dengan itikad baik dan dengan prinsip kehati-hatian.
 - iv. Direksi berwenang mewakili Perseroan sesuai dengan ketentuan yang berlaku.
 - v. Direksi menerapkan tata kelola yang baik pada Perseroan dan menerapkan manajemen risiko serta sistem pengendalian intern yang tepat dan efektif.
 - vi. Untuk membantu dan mendukung pelaksanaan tugas dan tanggung jawab Direksi, Direksi dapat membentuk Komite Direksi yang disesuaikan dengan kebutuhan Perseroan.
 - vii. Direksi dapat memberi kuasa tertulis kepada satu orang karyawan Perseroan atau lebih dan atas nama Perseroan melakukan perbuatan hukum tertentu sebagaimana yang diuraikan dalam surat kuasa.
 - viii. Direksi berwenang menjalankan pengurusan sesuai dengan kebijakan yang dipandang tepat serta sesuai dengan maksud dan tujuan Perseroan.
 - ix. Direktur Utama bertanggung jawab memimpin Perseroan serta mengelola aspek strategi dan bisnis Perseroan untuk mencapai visi dan misi Perseroan. Direktur Utama juga bertanggung jawab mengelola aspek keuangan dan akuntansi, hukum dan kepatuhan, sumber daya manusia serta sarana dan prasarana Perseroan.
 - x. Direktur bertanggung jawab mengelola proses operasional, produksi dan proyek serta kualitas produksi Perseroan.
- C. Pelaksanaan Rapat
- i. Direksi wajib mengadakan rapat Direksi secara berkala paling kurang satu kali dalam setiap bulan.
 - ii. Rapat Direksi dapat dilangsungkan apabila dihadiri mayoritas dari seluruh anggota Direksi.
 - iii. Pengambilan Keputusan rapat Direksi dilakukan berdasarkan musyawarah mufakat.
 - iv. Dalam hal tidak tercapai keputusan musyawarah mufakat, pengambilan Keputusan dilakukan berdasarkan suara terbanyak.
 - v. Direksi wajib mengadakan rapat Direksi Bersama Dewan Komisaris secara berkala paling kurang satu kali dalam empat bulan.
- D. Pembatasan
- i. Anggota Direksi dilarang memanfaatkan Perseroan untuk kepentingan pribadi, keluarga, dan/atau pihak lain yang dapat merugikan atau mengurangi keuntungan Perseroan.
 - ii. Anggota Direksi dilarang mengambil dan/atau menerima keuntungan pribadi dari Perseroan selain remunerasi dan fasilitas lain yang telah ditetapkan.
- iii. Directors are obliged to carry out their duties, authority and responsibilities in good faith and with the principle of prudence.
 - iv. The Board of Directors has the authority to represent the Company in accordance with applicable regulations.
 - v. The Board of Directors implements good governance in the Company and implements appropriate and effective risk management and internal control systems.
 - vi. To assist and support the implementation of the Board of Directors' duties and responsibilities, the Board of Directors may establish a Board of Directors
 - vii. The Board of Directors may grant written authorization to one or more Company employees, and on behalf of the Company, to perform certain legal acts as described in the power of attorney.
 - viii. The Board of Directors is authorized to carry out management in accordance with policies deemed appropriate and in accordance with the Company's purposes and objectives.
 - ix. The President Director is responsible for leading the Company and managing the Company's strategic and business aspects to achieve the Company's vision and mission. The President Director is also responsible for managing the Company's finance and accounting, legal and compliance, human resources, and facilities and infrastructure.
 - x. The Director is responsible for managing the Company's operational processes, production and projects, as well as the quality of its production.
- C. Implementation of the Meeting
- i. The Board of Directors is required to hold regular Board of Directors meetings at least once a month.
 - ii. Board of Directors meetings may be held if attended by a majority of all Board of Directors members.
 - iii. Decisions at Board of Directors meetings are made by consensus.
 - iv. If consensus cannot be reached, decisions are made by majority vote.
 - v. The Board of Directors is required to hold regular Board of Directors and Board of Commissioners meetings at least once every four months.
- D. General Limits
- i. Members of the Board of Directors are prohibited from exploiting the Company for personal, family, and/or other party interests that could harm or reduce the Company's profits.
 - ii. Members of the Board of Directors are prohibited from taking and/or receiving personal benefits from the Company other than remuneration and other stipulated facilities.

- iii. Anggota Direksi dilarang memberikan kuasa umum kepada pihak lain yang mengakibatkan pengalihan tugas dan fungsi Direksi.
 - iv. Anggota Direksi harus menghindari segala bentuk benturan kepentingan dalam pelaksanaan tugas pengelolaan Perseroan dan harus mengungkapkan benturan kepentingan dalam Keputusan yang memenuhi kondisi adanya benturan kepentingan.
 - v. Anggota Direksi dilarang merangkap jabatan sebagai:
 - a. Anggota Direksi pada lebih dari satu Emiten lain;
 - b. Anggota Dewan Komisaris pada lebih dari tiga Emiten lain; dan/atau
 - c. Anggota Komite pada lebih dari lima Emiten lain dimana yang bersangkutan juga menjabat sebagai anggota Direksi atau Dewan Komisaris.
 - vi. Dalam hal terdapat peraturan perundang-undangan lainnya yang mengatur ketentuan mengenai rangkap jabatan yang berbeda, berlaku ketentuan yang mengatur lebih ketat.
- iii. Members of the Board of Directors are prohibited from granting general power of attorney to other parties that could result in the transfer of the Board of Directors' duties and functions.
 - iv. Members of the Board of Directors must avoid all forms of conflict of interest in carrying out their duties in managing the Company and must disclose any conflict of interest in a Decision that meets the requirements for a conflict of interest.
 - v. Members of the Board of Directors are prohibited from holding concurrent positions as:
 - a. Members of the Board of Directors at more than one other Companies;
 - b. Members of the Board of Commissioners at more than three other Companies; and/or
 - c. Members of Committees at more than five other Companies where the person concerned also serves as a member of the Board of Directors or the Board of Commissioners.
 - vi. In the event that other laws and regulations govern different provisions regarding concurrent positions, the more stringent provisions shall apply.

III. PENUTUP

Direksi bertugas menjalankan dan bertanggung jawab atas urusan Perseroan dengan itikad baik, hati-hati, dan penuh tanggung jawab. Kebijakan ini diharapkan akan mendukung pelaksanaan tugas urusan Perseroan oleh Direksi secara efektif dan efisien yang membawa dampak positif bagi keberlangsungan usaha Perseroan.

III. CONCLUSION

The Board of Directors is responsible for managing the Company in good faith, with due care, and with full responsibility. This policy is expected to support the Board of Directors' effective and efficient implementation of their management duties, positively impacting the Company's business continuity.