



## **PETRONAS DAGANGAN BERHAD (88222-D)**

### **REMUNERATION FRAMEWORK FOR NON-EXECUTIVE DIRECTORS (NED) OF PETRONAS DAGANGAN BERHAD (PDB)**

#### **1. Revision of Directors' Remuneration Framework (DRF)**

A review of DRF for NEDs will be undertaken once in every three years.

#### **2. Retainer Fees<sup>1</sup>**

2.1 NEDs are to be paid a fixed retainer fee.

2.2 The Chairman's retainer fee shall not be more than two times higher than the other NEDs to reflect the additional responsibility assumed by the Chairman.

#### **3. Special Fee**

3.1 A Special Fee shall be paid to the NEDs with special experience and skills which are critical to the Company's business as an addition to the Retainer Fee.

3.2 The Special Fee shall be paid per every meeting attended using the following formula:

Special Fee = Between 1 to 5 times multiple of meeting attendance fee
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3.3 The actual Special Fee amount in relation to Item 3.2 above shall be determined on a case to case basis based on the recommendation of the Nomination and Remuneration Committee and to be approved by the Board of the Company.

3.4 NRC shall recommend to the Board for the NED to be eligible for the Special Fee.

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<sup>1</sup> Defined as "fixed fees paid on a monthly basis to the NEDs that have been engaged by the Company to perform their specific action or duties, responsibilities and roles".

3.5 The Special Fee shall only be paid per the attendance of Board meetings and it does not apply to Board Committee meetings or general meetings. The Special Fee shall also be paid as an addition to the standard Attendance Allowance received by all NEDs.

#### **4. Attendance Allowance Per Meeting (Board and Board Committee Meetings and Board Away Days)**

The NEDs shall be paid attendance allowance per meeting (Board and Board Committee Meetings, general meetings and Board Away Days). Any costs properly incurred by the NEDs in attending the meeting will be reimbursed by the Company.

#### **5. Allowance for Meeting via Tele(Video)-Conferencing**

In the event NEDs are unable to physically attend the meeting, and attends the meeting via tele (video)-conferencing facility, they shall be paid allowance for attending the meeting via tele (video)-conferencing facility, in lieu of the Attendance Allowance in item 4 above.

#### **6. Other Benefits<sup>2</sup>**

##### **6.1 Directors and Officers Liability Insurance ("D&O Insurance")**

The Company will provide D&O Insurance to indemnify NEDs to the extent allowed by the Companies Act 2016 and to the extent it is insurable under the D&O Insurance.

##### **6.2 Travelling on Official Business**

The Company will reimburse the NEDs' actual expenses relating to accommodation, meal and travelling expenses properly incurred whilst on the Company's official business trip.

NEDs shall be entitled for a Business Class air travel whilst on the Company's official business trip.

##### **6.3 Petrol Allowance**

Independent Non-Executive Directors (INEDs) are given a petrol card with a fixed maximum amount per year. The petrol card is however not exchangeable for cash. Any expenditure in excess of the fixed maximum amount shall be borne by the respective INEDs.

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<sup>2</sup> Defined as "benefits which are not convertible into money, although they have monetary value which may include but not be limited to D&O Insurance, petrol allowance and travelling reimbursement".