

Notice of 44th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 44th Annual General Meeting (AGM) of PETRONAS Dagangan Berhad (the Company) will be held at the Exhibition Hall 1, Ground Floor, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia (Meeting Venue) and will be broadcasted live from the Meeting Venue on Monday, 27 April 2026 at 10.00 a.m. to transact the following Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note A

2. To re-elect the following Directors who retire by rotation in accordance with Article 107 of the Company's Constitution and being eligible, offer themselves for re-election:

- (a) Alvin Michael Hew Thai Kheam
- (b) Datuk Sazali Hamzah

(Resolution 1)

(Resolution 2)

Datuk Anuar Ahmad, who is also due to retire by rotation in accordance with Article 107 of the Company's Constitution, has expressed his intention to retire from office and not to seek re-election. Therefore, he will retire from office upon the conclusion of the Company's 44th AGM.

Please refer to Explanatory Note B

3. To approve the Directors' fees and allowances payable to the Non-Executive Directors of up to RM3,000,000 for the period from 28 April 2026 until the next AGM of the Company.

(Resolution 3)

Please refer to Explanatory Note C

4. To approve the re-appointment of KPMG PLT, as Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.

(Resolution 4)

Please refer to Explanatory Note D

5. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, participate and vote at the forthcoming 44th AGM, the Company shall be requesting the Record of Depositors as at **20 April 2026** from Bursa Malaysia Depository Sdn Bhd. Only a depositor whose name appears on the Record of Depositors as at **20 April 2026** shall be entitled to attend, participate and vote at the AGM and appoint proxy(ies) to attend, participate and vote on his/her stead.

BY ORDER OF THE BOARD

NORHASHEMA SALEH (MAICSA 7021781) (SSM Practising Certificate No. 202308000073)

HAZLEENA HAMZAH (LS0010278) (SSM Practising Certificate No. 201908001643)

Company Secretaries

Kuala Lumpur
27 March 2026

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NOTES:

A. MODE OF AGM

The 44th AGM of the Company will be held in a hybrid mode and member(s), proxy(ies), corporate representative(s) or attorney(s) are given an option, either:-

- (i) to attend physically at the Meeting Venue ("Physical Attendance"); or
- (ii) to attend virtually using the Remote Participation and Electronic Voting ("RPEV") facilities to be provided by the appointed share registrar for this AGM, Boardroom Share Registrars Sdn Bhd ("Boardroom") ("Virtual Attendance").

Please refer to the Administrative Guide for the full guide to Physical Attendance and Virtual Attendance at the 44th AGM of the Company.

B. PROXY AND/OR AUTHORISED REPRESENTATIVE

1. A member who is entitled to attend, participate, speak and vote in this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
2. A member of the Company who is entitled to attend, participate, speak and vote at the meeting may appoint not more than two proxies to participate on his/her behalf provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities accounts.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for the multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
5. Where a member or the authorised nominee appoints two proxies, or where an Exempt Authorised Nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be deposited with Boardroom not less than 48 hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

- (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with:

(a) Boardroom Share Registrars Sdn. Bhd.,
11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya,
Selangor, Malaysia; or

(b) By fax at 603-7890 4670 or e-mail to
bsr.proxy@boardroomlimited.com

- (ii) By electronic means

The proxy form can be electronically lodged with Boardroom via Boardroom Smart Investor Portal (BSIP) website at <https://investor.boardroomlimited.com>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgment of proxy form via BSIP website.

7. Please ensure the proxy form is completed with **ALL** required particulars, signed and dated accordingly.
8. The last date and time for lodging the proxy form is **Saturday, 25 April 2026 at 10.00 a.m.**
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Boardroom at the address stated under item (6)(i)(a) above not less than 48 hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with Boardroom at the address stated under item (6)(i)(a) above. The certificate of appointment of authorised representative should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by at least two authorised officers, of whom one shall be a director or any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

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11. By submitting the duly executed Proxy Form, the member and his/her proxy(ies) consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 44th AGM and any adjournment thereof.

C. VOTING ON A POLL

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Malaysia), all resolutions set out in the Notice of 44th AGM will be put to vote as a poll.

D. EXPLANATORY NOTES

Note A - Audited Financial Statements for the Financial Year Ended 31 December 2025

The audited financial statements are laid before the shareholders pursuant to the provision of Section 340(1)(a) of the CA 2016 for discussion only. The Audited Financial Statements do not require shareholders' approval and hence, will not be put forward for voting.

Note B - Re-election of Directors who retire in accordance with Article 107 of the Company's Constitution

Article 107 of the Company's Constitution provides that one-third of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company provided always that all Directors shall retire from office once every three years but shall be eligible for re-election at the AGM. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not.

Datuk Anuar Ahmad (Datuk Anuar), Alvin Michael Hew Thai Kheam (Alvin) and Datuk Sazali Hamzah (Datuk Sazali) are due to retire by rotation in accordance with Article 107 of the Company's Constitution. Alvin and Datuk Sazali have given their consent for re-election at the 44th AGM of the Company. Meanwhile, Datuk Anuar has expressed his intention to retire from office and not to offer himself for re-election at the Company's 44th AGM. Hence, Datuk Anuar will retire from office upon the conclusion of the 44th AGM.

When assessing Alvin and Datuk Sazali for re-election, the Nomination and Remuneration Committee (NRC) evaluates their eligibility based on a comprehensive review of their competencies, commitment, contributions and overall performance. This assessment incorporates findings from the Board Effectiveness Evaluation, the fit and proper declaration, and an evaluation of their ability to act in the best interest of the Company as well as the quarter assessment of conflict of interest by the Board Audit Committee (BAC).

The Board endorsed NRC's recommendation that Alvin and Datuk Sazali, who retire in accordance with Article 107 of the Company's Constitution, are eligible for re-election at the forthcoming 44th AGM of the Company under Resolution 1 and 2.

The profiles of the retiring Directors are set out in the Profile of the Board of Directors on pages 114, 116 and 120 of the Integrated Report 2025.

Note C - Non-Executive Directors' Fees and Allowances

Pursuant to Section 230(1) of the CA 2016, the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The fees and allowances structure of the Non-Executive Director (NED) of the Company are as follows:

- Monthly fixed fees for duties as Director/Chairman;
- Meeting allowance for each Board/Board Committee meeting attended; and
- Fuel/EV charging allowance.

The Directors' fees and meeting allowances for Non-Independent Non-Executive Directors who are also employees of Petrolim Nasional Berhad (PETRONAS) are paid directly to PETRONAS.

The shareholders at the last AGM held on 24 April 2025 approved the Directors' fees and allowance of up to an amount of RM3,000,000 for the period from 25 April 2025 until 44th AGM of the Company to be held on 27 April 2026. The actual Directors' fees and other benefits paid to NEDs for the said period was RM2,502,900.00.

The Directors' fees and allowances for the NEDs for the period from 27 April 2026 until the next AGM of the Company (Mandate Period) are estimated not to exceed RM3,000,000. The calculation is based on the estimated number of scheduled Board and Board Committees' meetings and on the assumption that all the NEDs will remain in office until the next AGM. This resolution is to facilitate payment of the Directors' fees and allowances for the Mandate Period.

The Board will seek shareholders' approval at the next AGM in the event the Directors' fees and allowances proposed are insufficient.

The Company will retain its position to table a single resolution on the approval of the fees of the NEDs. The breakdown of the detailed Directors' remuneration paid for FY2025 is disclosed in the Corporate Governance Report 2025, which is accessible to the public at PDB's corporate website, www.mymesra.com.my.

Note D - Re-appointment of Auditors

The BAC had carried out an assessment on the performance, suitability and independence of external auditors based on the following four key areas:

- (a) Quality of engagement team and services;
- (b) Adequacy of resources;
- (c) Quality of communication and interaction; and
- (d) Independence, objectivity and professional skepticism.

The annual assessment on the Company's External Auditors, KPMG PLT, was conducted in January 2026 whereby the BAC was satisfied with the performance and independence of the external auditors.

Based on the assessment conducted, KPMG PLT has also met the criteria prescribed by Paragraph 15.21 of the MMLR of Bursa Malaysia.

The Board at its meeting held on 24 February 2026 recommended the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2026 for approval of the Shareholders under Resolution 4.

Other Information

In accordance with Paragraph 8.29A(2) of the MMLR of Bursa Malaysia, the Company has engaged independent scrutineers to count, audit and validate the votes for each Resolution presented to the Shareholders.