

Notice of 43rd Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 43rd Annual General Meeting (AGM) of PETRONAS Dagangan Berhad will be held physically at Exhibition Hall 7, Level 3, Kuala Lumpur Convention Centre, 50088 Kuala Lumpur, Malaysia on Thursday, 24 April 2025 at 10.00 a.m. to transact the following business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 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) Azrul Osman Rani
- (b) Nirmala Doraisamy
- (c) Mohd Yuzaidi Mohd Yusoff

(Resolution 1)

(Resolution 2)

(Resolution 3)

Please refer to Explanatory Note B

3. To approve the increase of Non-Executive Chairman's fee from RM288,000 to RM360,000 per annum and the Non-Executive Directors' fees from RM144,000 to RM240,000 per annum with effect from 1 May 2025.

(Resolution 4)

Please refer to Explanatory Note C

4. To approve the fees and allowances payable to the Non-Executive Directors of up to RM3,000,000 for the period from 25 April 2025 until the next annual general meeting of the Company.

(Resolution 5)

Please refer to Explanatory Note D

5. To approve the re-appointment of KPMG PLT, as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration.

(Resolution 6)

Please refer to Explanatory Note E

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

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend and vote at the forthcoming 43rd AGM, the Company shall be requesting the Record of Depositors as at **17 April 2025**. Only a depositor whose name appears on the Record of Depositors as at **17 April 2025** shall be entitled to attend and vote at the meeting and appoint proxy(ies) to attend and vote on his/her stead.

BY ORDER OF THE BOARD

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

MEK YAM @ MARIAM HASSAN (MAICSA 7030578) (SSM Practising Certificate No. 201908000788)

Company Secretaries

Kuala Lumpur
24 March 2025

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NOTES:

A. 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.helpdesk@boardroomlimited.com

- (ii) By electronic means

The proxy form can be electronically lodged with Boardroom via 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 **Tuesday, 22 April 2025 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 or alternatively, the Customer Service Centre 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 or alternatively, the Customer Service Centre 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.

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 43rd AGM and any adjournment thereof.

B. VOTING ON A POLL

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad (Bursa Malaysia), all resolutions set out in the Notice of 43rd AGM will be put to vote as a poll.

C. EXPLANATORY NOTES

Note A - Audited Financial Statements for the Financial Year Ended 31 December 2024

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.

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At the forthcoming 43rd AGM, Azrul Osman Rani, Nirmala Doraisamy and Mohd Yuzaidi Mohd Yusoff are retiring in accordance with Article 107 of the Company's Constitution and standing for re-election. The retiring Directors have signed the Fit & Proper Declaration and given their consent for re-election at the AGM.

For determining the eligibility of the Directors who are standing for re-election at the forthcoming 43rd AGM, the Board of Directors (Board), through its Nomination and Remuneration Committee (NRC), has assessed each retiring Directors based on the performance results of the Board Effectiveness Evaluation (BEE) for year assessment 2024. The NRC and the Board (save the retiring Directors) have considered the results of the assessment conducted on the retiring Directors and collectively agreed that they meet the criteria of character, experience, integrity, competence and time required to effectively discharge their respective roles as Directors, as prescribed by Paragraph 2.20A of the MMLR.

Based on their respective declaration and NRC's assessment, none of the retiring Directors has any conflict of interest or potential conflict, including interest in any business that is competing with the Company or its subsidiaries.

The Board endorsed NRC's recommendation that the retiring Directors, in accordance with Article 107 of the Company's Constitution, are eligible for re-election.

The profiles of the retiring Directors are set out in the Profile of the Board of Directors on pages 174 to 184 (inclusive) of the Integrated Report 2024.

Note C – Increase in Non-Executive Chairman's Fee and Non-Executive Directors' Fees

Practice 7.1 of the Malaysian Code on Corporate Governance 2021, states that the policies and procedures in determining remuneration of directors are to be periodically reviewed. The Company's Directors' Remuneration Framework (DRF) and Directors' Remuneration Packages (DRP) were last reviewed in 2018. Hence, it is timely to assess and ascertain whether the current remuneration structure remains competitive and relevant.

An independent consultant has been engaged to undertake a benchmarking exercise on the Non-Executive Chairman (NEC) and Non-Executive Directors (NEDs)' remuneration against its comparable peers in Malaysia. The NRC assessed the findings of the independent consultant's benchmarking exercise and their recommendations and accordingly recommended the revised DRF and DRP for Board's consideration. The Board has approved recommendation on the following revised NEC and NED fees for Shareholders' approval at this AGM:-

NEC/NED	Board Retainer/Year	
	Fee per annum	Proposed fee per annum
NEC	RM288,000	RM360,000
NED	RM144,000	RM 240,000

The Directors meeting allowances and benefits-in-kind remain unchanged, except that the fuel allowance now includes electric vehicle (EV) charging. This inclusion aims to support the shift towards more sustainable energy solutions.

Note D - 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 NEDs 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 Petroliaam Nasional Berhad (PETRONAS) are paid directly to PETRONAS.

The shareholders at the last AGM held on 29 April 2024 approved the Directors' fees and allowance of up to an amount of RM2,600,000 for the period from 30 April 2024 until 43rd AGM of the Company to be held on 24 April 2025. The actual Directors' fees and other benefits paid to NEDs for the said period was RM2,038,000.

The Directors' fees and allowances for the NEDs for the period from 25 April 2025 until the next AGM of the Company (Mandate Period) are estimated no to exceed RM3,000,000. The amount of RM3,000,000 has taken into consideration the proposed increase in NEC and NED fees under Resolution 4 above. 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 FY2024 is disclosed in the Corporate Governance Report 2024, which is accessible to the public at PDB's corporate website, www.mymesra.com.my.

Note E - Re-appointment of Auditors

The Board Audit Committee (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 2025 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 20 February 2025 recommended the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2025 for approval of the shareholders under Resolution 6.

Other Information

The Company has engaged independent scrutineers to count, audit and validate the votes for each proposal presented to shareholders.