



**PETRONAS**

**PETRONAS DAGANGAN BERHAD**

**REGISTRATION NO.: 198201008499 (88222-D)**

**DIRECTORS' REMUNERATION FRAMEWORK FOR NON-  
EXECUTIVE DIRECTORS**

**(REVISED: 20 FEBRUARY 2025)**

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## **DIRECTORS' REMUNERATION FRAMEWORK ("DRF") FOR NON-EXECUTIVE DIRECTORS ("NED")**

### **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. In the determination of whether an NED qualifies for a Special Fee, the Board shall consider:
  - the special experience or skills which are critical to their businesses taking into consideration the size and complexity of such businesses.
  - the currency rate of the home country/residing country of the NED.
- 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 allowance***
- 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.

<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".

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- 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, General Meetings, Board Away Days and Attendance as Invitee)**

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

##### ***Note: Attendance as Invitee***

In the event the NEDs attends any meeting of Board Committee that he/she is not a member as Invitee, as may be invited by the Board and/or Board Committee and/or Management, the NEDs shall be paid certain allowance as may be determined by the Board.

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

##### **5.1 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.

##### **5.2 Travelling on Official Business**

The Company will reimburse the NEDs' actual reasonable expenses relating to accommodation, laundry, 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.

##### **5.3 Fuel<sup>3</sup> /Electric Vehicle ("EV") Charging<sup>4</sup> Allowance**

INEDs and external NED (non-PETRONAS employees) are entitled to fuel/EV charging allowance with a maximum of RM6,000.00 per year (any excess to the maximum amount shall be paid by the respective NEDs).

<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".

<sup>3</sup> There are 4 types of fuel: i) PETRONAS Primax 95, ii) PETRONAS Primax 97, iii) PETRONAS Dynamic Diesel Euro 5 and iv) NGV (Reference: <https://www.mymesra.com.my/for-consumer/fuels>)

<sup>4</sup> EV charging is one (1) of the services provided by Gentari under one (1) of its integrated clean energy solutions, i.e. green mobility solutions. (Reference: i) <https://mypetronas.com/energy-transition-strategy/green-mobility>; ii) <https://www.gentari.com/businesses/green-mobility>)

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- The fuel/EV charging allowance shall only be valid/applicable at PETRONAS or its Group's service stations or charging stations.
- For EV charging, this entitlement will take effect immediately upon the EV charging service being made available.
- The fuel/clean energy solutions allowance shall not be converted into cash or any other form of compensation or other benefit.

This DRF was approved by the Board on 20 February 2025.