

# Notice of the 43<sup>rd</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the 43<sup>rd</sup> Annual General Meeting (AGM) of PETRONAS Gas Berhad (the Company) will be held at the Grand Ballroom, Basement II, Shangri-La Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia (Main Venue) and virtually through live streaming and online participation via the online meeting platform at <https://investor.boardroomlimited.com> (Online Platform) on Wednesday, 29 April 2026 at 10.00 a.m. to transact the following businesses:

## 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 Abdul Aziz Othman who retires by rotation pursuant to Article 107 of the Company's Constitution and being eligible, has offered himself for re-election. **(Resolution 1)**  
*Please refer to Explanatory Note B*  
  
Datuk Mark Victor Rozario who also retires by rotation pursuant to Article 107 of the Company's Constitution, has expressed his intention to retire from office and not to seek for re-election. Hence, he will retire from office at the conclusion of the 43<sup>rd</sup> AGM of the Company.  
*Please refer to Explanatory Note B*
3. To re-elect Datuk Dr. Yatimah Sarjiman who was appointed as Director during the year and retires pursuant to Article 100 of the Company's Constitution and being eligible, has offered herself for re-election. **(Resolution 2)**  
*Please refer to Explanatory Note B*
4. To re-elect Lim Li Ping who was appointed as Director during the year and retires pursuant to Article 100 of the Company's Constitution and being eligible, has offered herself for re-election. **(Resolution 3)**  
*Please refer to Explanatory Note B*
5. To re-elect Yusa' Hassan who was appointed as Director during the year and retires pursuant to Article 100 of the Company's Constitution and being eligible, has offered himself for re-election. **(Resolution 4)**  
*Please refer to Explanatory Note B*
6. To re-elect Izwan Ismail who was appointed as Director during the year and retires pursuant to Article 100 of the Company's Constitution and being eligible, has offered himself for re-election. **(Resolution 5)**  
*Please refer to Explanatory Note B*
7. To approve the Directors' Fees and Allowances payable to the Non-Executive Directors of up to an amount of RM3 million with effect from 30 April 2026 until the next AGM of the Company. **(Resolution 6)**  
*Please refer to Explanatory Note C*
8. 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 7)**  
*Please refer to Explanatory Note D*
9. To transact any other business of which due notice shall have been received.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend and vote at the forthcoming 43<sup>rd</sup> AGM, the Company shall be requesting the Record of Depositors as at 22 April 2026. Only a depositor whose name appears on the Record of Depositors as at 22 April 2026 shall be entitled to attend, participate, speak and vote at the meeting as well as for appointment of proxy(ies) to attend, participate, speak and vote on his/her stead.

## By Order of the Board

**Azira Marini Ab Rahim** (SSM Practising Certificate No. 201908001107) (LS0008959)

**Mek Yam @ Mariam Hassan** (SSM Practising Certificate No. 20190800788) (MAICSA 7030578)

Company Secretaries

Kuala Lumpur  
27 March 2026

# Notice of the 43<sup>rd</sup> Annual General Meeting

## NOTES

### Proxy and/or Authorised Representatives

- The 43<sup>rd</sup> AGM of the Company will be held on a hybrid mode whereby Member(s), proxy(ies), corporate representative(s) or attorney(s) will have an option, either:
  - To attend physically in person at the Main Venue; OR
  - To attend virtually through live streaming and online participation via the online meeting platform at <https://investor.boardroomlimited.com>.
- A member of the Company who is entitled to attend, participate, speak and vote at the meeting 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.
- 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.
- 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.
- 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.
- 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.
- The proxy form(s) and/or documents relating to the appointment of a proxy shall be deposited or submitted in the following manner not less than 48 hours before the time appointed for holding the AGM or adjourned general meeting in accordance with the Company's Constitution:
  - In hard copy form:  
Boardroom Share Registrars Sdn. Bhd. (Boardroom), 11<sup>th</sup> Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya, Selangor Darul EhsanOR
  - By electronic means  
The proxy form can be electronically submitted to Boardroom through Boardroom Smart Investor Portal (BSIP) at <https://investor.boardroomlimited.com> or via email to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com). Kindly refer to the Administrative Guide for the 43<sup>rd</sup> AGM on the procedures for electronic lodgement of proxy form via BSIP.
- Please ensure **ALL** the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is on Monday, 27 April 2026 at 10.00 a.m.
- 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 (7)(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.

- 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 (7)(a) above. The certificate of appointment of authorised representative should be executed in the following manner:
  - 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.
  - 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.
- 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 43<sup>rd</sup> AGM or any adjournment thereof.

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 43<sup>rd</sup> AGM will be put to vote on a poll.

## 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 244(2)(a) and Section 340(1)(a) of the Companies Act, 2016 for discussion only. The audited financial statements do not require shareholders' approval and hence, will not be put forward for voting.

### Note B Resolutions 1, 2, 3, 4 and 5: Re-election of Directors who retire in accordance with Article 107 and Article 100 of the Company's Constitution

#### 1. 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 at least in each three years but shall be eligible for re-election at the AGM. A Director retiring at an AGM shall retain office until the close of the meeting.

Abdul Aziz Othman and Datuk Mark Victor Rozario are due to retire in accordance with Article 107 of the Company's Constitution. Abdul Aziz Othman has given his consent for re-election at the 43<sup>rd</sup> AGM of the Company while Datuk Mark Victor Rozario has expressed his intention to retire from office and not to offer himself for re-election at the Company's 43<sup>rd</sup> AGM. In view thereof, Datuk Mark Victor Rozario will retire from office at the conclusion of the 43<sup>rd</sup> AGM.

# Notice of the 43<sup>rd</sup> Annual General Meeting

In assessing Abdul Aziz Othman for re-election, the Nomination and Remuneration Committee (NRC) evaluates his eligibility based on a comprehensive review of his competencies, commitment, contributions and overall performance. This assessment takes into account the findings of the Board Effectiveness Evaluation, the Fit and Proper Declaration, his ability to act in the best interests of the Company, as well as the assessment of any conflict of interest by the Board Audit Committee (BAC) where the BAC agreed on the proposed mitigations for any potential conflict of interest (COI) that may arise in light of the disclosures made by him in relation to his current role and directorships within PETRONAS Group.

Having considered the above, the Board endorsed the NRC's recommendation to seek shareholders' approval for the re-election of Abdul Aziz Othman, who retires in accordance with Article 107 of the Company's Constitution at the forthcoming 43<sup>rd</sup> AGM under Ordinary Resolution 1.

## 2. Re-election of Directors who retire in accordance with Article 100 of the Company's Constitution:

Article 100 of the Company's Constitution stipulates that the Board shall have the power to appoint additional Directors either to fill a casual vacancy or as an addition to the existing Board, and that any Director so appointed shall hold office until the conclusion of the next AGM and shall be eligible for re-election.

During the year under review, the following Directors were appointed to the Board and thus will be retiring under Article 100 of the Company's Constitution:

- (a) Datuk Dr. Yatimah Sarjiman
- (b) Lim Li Ping
- (c) Yusa' Hassan
- (d) Izwan Ismail

The abovenamed Directors have indicated their willingness to be re-elected at the 43<sup>rd</sup> AGM of the Company. They have also completed their respective Fit and Proper Declarations and have met the requisite criteria in terms of character and integrity, experience and competence, and time and commitment.

Additionally, the BAC has reviewed and assessed the COI disclosures for candidates for re-election and agreed that there is no COI or potential COI based on the disclosures made by Datuk Dr. Yatimah Sarjiman and Yusa' Hassan. As for Lim Li Ping and Izwan Ismail, the BAC agreed on the proposed mitigations for any potential COI that may arise in light of the disclosures made by them in relation to their current role and directorships within PETRONAS Group.

Premised on the above, the Board endorsed the NRC's recommendation to seek shareholders' approval for the re-election of the above Directors retiring at the Company's 43<sup>rd</sup> AGM under Ordinary Resolutions 2, 3, 4 and 5.

The details and profiles of the Directors who are standing for re-election at the 43<sup>rd</sup> AGM are provided in the Board of Directors' Profile on pages 80 to 88 of the Company's Integrated Report 2025.

### Note C Resolution 6: 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 Directors (NEDs) of the Company are as follows:

- (a) Monthly fixed fees for duties as Director/Chairman;
- (b) Meeting allowance for each Board/Board Committee attended; and
- (c) Fuel allowance.

The Directors' fees and meeting allowances for NEDs who are also employees of Petroliaam Nasional Berhad (PETRONAS) are paid directly to PETRONAS. The shareholders at the last AGM held on 23 April 2025 approved the Directors' fees and allowances of up to an amount of RM3 million for the period from 24 April 2025 until the next AGM of the Company. The actual Directors' fees and other benefits paid to the NEDs for the said period was RM2.2 million.

The Directors' fees and allowances for the NEDs for the period from 30 April 2026 until the next AGM of the Company (Mandate Period) are estimated not to exceed RM3 million. The calculation is based on the estimated number of scheduled Board and Board Committees' meetings and the assumption that additional NEDs may be appointed during the Mandate Period. 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.

Details of the fees paid to the NEDs for the financial year ended 31 December 2025 are published in the Corporate Governance Report 2025 which is available on the Company's corporate website at [www.petronas.com/pgb](http://www.petronas.com/pgb).

### Note D Resolution 7: Re-appointment of Auditors

The BAC had carried out an assessment on the performance, suitability and independence of the external auditors based on the following four key areas, and will continue to do so on an annual basis:

- (a) quality of the audit engagement team and services;
- (b) adequacy of resources;
- (c) quality of communication and interaction; and
- (d) independence, objectivity and professional scepticism.

The BAC also took into account the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at the private meetings, which demonstrated their independence, objectivity and professionalism.

The BAC was satisfied with the suitability of KPMG PLT based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the PGB Group. 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 approved the BAC's recommendation in seeking shareholders' approval on the reappointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2026.

### Abstention from Voting

Pursuant to Resolutions 1, 2, 3, 4 and 5, the retiring Directors had abstained from deliberation and decision on their respective re-election at the Board meeting.

Any NED of the Company who is a shareholder of the Company will abstain from voting on Resolution 6 concerning remunerations of the NEDs at the 43<sup>rd</sup> AGM.

### Other Information

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