

**PETRONAS GAS BERHAD**

Registration No.: 198301006447 (101671-H)  
(Incorporated in Malaysia)

**MINUTES OF THE COURT-CONVENED MEETING (CCM) OF PETRONAS GAS BERHAD  
("PGB" OR "THE COMPANY") HELD VIRTUALLY THROUGH LIVE STREAMING FROM THE  
BROADCAST VENUE AT MEETING ROOMS 408 - 409, LEVEL 4, KUALA LUMPUR  
CONVENTION CENTRE, KUALA LUMPUR CITY CENTRE, 50088 KUALA LUMPUR,  
MALAYSIA ON THURSDAY, 12 FEBRUARY 2026 AT 10.00 A.M.**

<b>Present at the Broadcast Venue</b>	: <b>Board of Directors</b> Datuk Adif bin Zulkifli <i>(Chairman/Non-Independent Non-Executive Director)</i>  Mr. Abdul Aziz bin Othman <i>(Managing Director/Chief Executive Officer)</i>  Ms. Farina binti Farikhullah Khan <i>(Senior Independent Non-Executive Director/Chairman, Board Audit Committee)</i>  <b>Company Secretary</b> Ms. Azira Marini binti Ab Rahim  <b>Chief Financial Officer</b> Mr. Shahrul Azham bin Sukaiman
<b>Directors Present (via Video Conferencing)</b>	: <b>Board of Directors</b> Datuk Mark Victor Rozario <i>(Independent Non-Executive Director)</i>  Mr. Sujit Singh Parhar s/o Sukhdev Singh <i>(Independent Non-Executive Director)</i>  Datuk Dr. Yatimah binti Sarjiman <i>(Independent Non-Executive Director)</i>  Mr. Yusa' bin Hassan <i>(Independent Non-Executive Director)</i>  Ms. Lim Li Ping <i>(Non-Independent Non-Executive Director)</i>  Mr. Izwan bin Ismail <i>(Non-Independent Non-Executive Director)</i>  <b>Company Secretary</b> Ms. Mek Yam @ Mariam binti Hassan
<b>Poll Administrator</b>	: Boardroom Share Registrars Sdn. Bhd.
<b>Scrutineers</b>	: Scrutineer Solutions Sdn. Bhd.

**By Invitation (via live streaming)**

As per the attendance list

**Shareholders and Proxies Attendance (participated through Remote Participation and Electronic Voting ("RPEV") Facilities)**

The number of shareholders and their representatives who participated via the RPEV facilities at the commencement of the meeting was 209 and the total number of shareholders and their representatives who had at any point of time participated in the virtual meeting was 1,378.

**1.0 PROCEDURES FOR MEETING/INTRODUCTION TO RPEV**

- 1.1 The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("Boardroom") as Poll Administrator to conduct the polling process and Scrutineer Solutions Sdn. Bhd. ("Scrutineer") as Independent Scrutineer to verify the poll results.
- 1.2 A short video by Boardroom was played to demonstrate to the Shareholders and their proxies, and corporate representatives who were present at the CCM on process for electronic voting.
- 1.3 The voting session commenced from the start of the meeting at 10.00 a.m. until the Chairman announced the closure of the voting session.

**2.0 WELCOME BY THE CHAIRMAN**

The Chairman, YBhg Datuk Adif bin Zulkifli welcomed and thanked the Shareholders and their representatives for attending the Company's CCM and for their time to join the meeting remotely from various locations.

**3.0 NOTICE OF MEETING**

The notice of convening the meeting and the conduct of a virtual CCM via RPEV facilities, together with the instructions in the Administrative Details dated 14 January 2026, was tabled and taken as read. The same was also published through the announcement to Bursa Malaysia Securities Berhad ("Bursa Securities") and the Company's Corporate website respectively as well as advertised in the New Straits Times and Borneo Post.

**4.0 QUORUM, SHAREHOLDERS AND PROXIES DETAILS**

- 4.1 Upon confirmation by the Company Secretary on the presence of the requisite quorum, the Chairman called the meeting to order.

- 4.2 The total number of shareholders and their representatives present at this CCM was 209 which represented a total of 436,376,680 shares.
- 4.3 The Chairman was also appointed by the Shareholders as proxy representing 1,215,932,884 shares, which represented 61.45 % of the total voting rights at this AGM.
- 4.4 The Shareholders and their representatives were also informed that special resolution at this meeting required the passing of not less than 75% of the votes cast by members entitled to vote and do vote in person or by proxy, having one vote for every share held.
- 4.5 The Chairman then introduced his fellow Board Members, Company Secretaries and the Management who were present at the Broadcast Venue and also in attendance via video conferencing.

## **5.0 PRESENTATION**

- 5.1 The Chairman invited Mr. Abdul Aziz, the Managing Director/Chief Executive Officer of the Company to deliver his presentation in relation to the Company's proposed internal reorganisation via Scheme of Arrangement.
- 5.2 The Managing Director/Chief Executive Officer thanked the Shareholders for their attendance and shared his presentation on the Company's proposed internal reorganisation via Scheme of Arrangement as posted on the Company's website at [www.petronas.com/pgb](http://www.petronas.com/pgb) under Investor Relations Events.
- 5.3 After the said presentation, the Chairman thanked Mr. Abdul Aziz and proceeded with the business of the meeting.

## **6.0 AGENDA**

### **SPECIAL RESOLUTION - PROPOSED INTERNAL REORGANISATION**

- 6.1 The Chairman then put forth the following resolution for the Shareholders' consideration:

**"THAT** in compliance with the requirements of *Section 366(2A)(b) of the Act<sup>1</sup>*, Datuk Adif bin Zulkifli who is the Chairman/Non-Independent Non-Executive Director of the Company shall be appointed as the Chairman of the Court-Convened Meeting ("Chairman") and to report the results of the Court Convened Meeting to the Court after the Court-Convened Meeting.

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<sup>1</sup> Companies Act 2016.

**THAT** subject to the sanction of the Court, approvals being obtained from the relevant authorities and subject to the passing of the following resolution, approval be and is hereby given to the Board of Directors of the Company ("Board") to implement the following:

- (a) transfer and vesting of the identified assets, liabilities and business undertakings of the Gas Transportation Business of the Company to PG Transco Sdn. Bhd. (Registration No.: 202401029648 (1575496-P)) ("TransCo"), a wholly-owned subsidiary of the Company, subject to the terms and conditions as set out in the Business Transfer Agreement dated 10 October 2025 entered into between the Company and TransCo;
- (b) transfer and vesting of the identified assets, liabilities and business undertakings of the Utilities Business of the Company to PG Utilities East Sdn. Bhd. (Registration No.: 202401029320 (1575168-V)) ("UT-East"), a wholly-owned subsidiary of PG Energia Sdn. Bhd. (Registration No.: 202401028688 (1574536-U)) ("Energia"), which is also a wholly-owned subsidiary of the Company, subject to the terms and conditions as set out in the Business Transfer Agreement dated 10 October 2025 entered into between the Company, UT East and Energia; and
- (c) transfer and vesting of the identified assets, liabilities and business undertakings of the Gas Processing Businesses of the Company to PG Gas Processing Sdn. Bhd. (Registration No.: 202401030189 (1576038-X)) ("GasPro"), a wholly-owned subsidiary of the Company, subject to the terms and conditions as set out in the Business Transfer Agreement dated 10 October 2025 entered into between the Company and GasPro.

collectively referred to as, the "**Proposed Internal Reorganisation**".

**THAT** the Board be and is hereby authorised to complete and to give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Directors of the Company may consider necessary or expedient with full power to:

- (a) execute any other agreements, deeds, instruments, undertakings, declaration and/or arrangement including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by any other relevant authorities or as may be deemed necessary by the Directors in the best interests of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation.

**THAT** authority be and is hereby given for the affixation of the Common Seal of the Company on the relevant documents or agreements to be entered into or prepared in connection with the Proposed Internal Reorganisation in accordance with the constitution of the Company.

**AND THAT** all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified.”

## **7.0 QUESTION & ANSWER SESSION**

- 7.1 The Chairman informed the Shareholders that the Minority Shareholder Watch Group had notified the Company that it had no questions in relation to the Proposed Internal Reorganisation.
- 7.2 The Chairman further informed the Shareholders that the Company had received pre-submitted questions and that, to facilitate the efficient conduct of the Meeting, priority would be given to questions relating to the agenda item of the Meeting. The Chairman also advised that similar or repeated questions would be grouped and answered collectively through a single, consolidated response. The Company addressed all the pre-submitted questions at the CCM.
- 7.3 Thereafter, the Meeting proceeded to address the live questions received at the CCM, and the Chairman invited the Company Secretary to read out the questions. A total of 25 live questions were received from the Shareholders and their representatives, all of which related to the CCM and were addressed during the Question and Answer (“Q&A”) session.
- 7.4 The Chairman further informed that all questions and responses, including responses to similar questions which had already been answered during the Meeting as well as those inadvertently missed, would be published on the Company’s corporate website at [www.petronas.com/pgb](http://www.petronas.com/pgb) within 5 working days.
- 7.5 The details of all the pre-submitted and live questions together with the respective responses, were published on the Company’s website at [www.petronas.com/pgb](http://www.petronas.com/pgb) under Investor Relations.

## **8.0 REMOTE VOTING**

- 8.1 For the benefit of the Shareholders, the Chairman informed that he had been appointed to act as proxies for a number of Shareholders and should vote in accordance with the mandates given.

8.2 The Chairman reminded Shareholders who have yet to cast their votes to do so before the voting session to be closed in 10 minutes. Subsequently, the Chairman announced the closure of the voting and the Meeting was adjourned at 11.10 a.m. to allow for the poll verification process by the Scrutineers and the Meeting would be reconvened in 20 minutes.

(The poll results were handed over to Scrutineer for validation).

## **9.0 ANNOUNCEMENT OF POLL RESULTS**

The Chairman called the meeting to order at 11.30 a.m. for the declaration of poll results, as verified by Boardroom, as follows:

Resolution	Vote in favour		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
Special Resolution Proposed Internal Reorganisation	1,847,002,719	99.9978	41,442	0.0022	Accepted

Based on the poll results, the Chairman then declared that special resolution tabled at the CCM was carried.

## **10.0 END OF MEETING**

On behalf of the Board of Directors and Management of the Company, the Chairman extended his appreciation to the Shareholders for attending the CCM and for their continued support to the Company.

There being no further business, the meeting was adjourned at 11.35 a.m.

## **CONFIRMED AS CORRECT MINUTES**

-signed-

Datuk Adif bin Zulkifli  
Chairman

[This version is for the purpose of uploading to the Company's corporate website]