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NOMINATION AND REMUNERATION COMMITTEE'S TERMS OF REFERENCE

The Nomination and Remuneration Committee is to assist the Board in exercising its authority in relation to the matters set out in the Terms of Reference.

The Nomination and Remuneration (NomRem) Committee was formed by the Board pursuant to its meeting on 14 November 2011.

Membership

The members of the NomRem Committee shall be appointed by the Board from amongst their number and shall consist of not less than three members. In line with the Malaysian Code of Corporate Governance 2012 (MCCG 2012), all NomRem Committee members including the Chairman shall be Non-Executive Directors. The majority of the NomRem Committee members including the Chairman shall be Independent Directors.

The members of the NomRem Committee shall elect a Chairman from amongst their number who shall be an Independent Director.

The actual number of members shall be determined from time to time by resolution of the Board.

The terms of office and performance of the NomRem Committee and each of its members shall be reviewed by the Board periodically to whether the NomRem Committee and/or its members have carried out its duties in accordance with its Terms of Reference.

Resignation of Members

Any NomRem Committee member may resign effective upon the date of the member giving oral or written notice to the Chairman of the Board, the Company Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board will elect a successor to take office when the resignation becomes effective.

The appointment of a NomRem Committee member shall automatically be terminated if the member ceases to be a director for any reason whatsoever or as determined by the Board.

Meeting

To form a quorum, two of the members of the NomRem Committee must be present, one of whom must be Independent Director.

The Chairman of the NomRem Committee will be designated by the Board based upon recommendation by the Members. In the absence of the Chairman, the remaining members present shall elect one of their members from the Independent Directors as Chairman of the meeting. Other Directors, key executives and employees may attend any particular meeting only at the NomRem Committee's invitation.

The Company Secretary or in his/her absence, his/her deputy shall be the Secretary of the NomRem Committee. The Head of Human Resource Management Division act as Joint Secretaries. Minutes of the meetings shall be duly entered in the books provided therefor.

Meeting shall be held at least twice a year or at such other times as the Chairman of the NomRem Committee deems necessary. In addition to the schedule of regular meetings established by the Committee, the Chairman of the NomRem Committee may call a special meeting at any time.

Meetings of the NomRem Committee shall be arranged by the Secretary at the request of the Chairman or any other member of the NomRem Committee. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be issued to each NomRem Committee member and to other attendees (as appropriate) in advance of each scheduled meeting date together with an agenda and supporting papers.

The NomRem Committee shall regulate its own detailed procedure, in particular:-

- i) the calling of meetings;
- ii) the notice to be given for meetings;
- iii) the voting and proceedings of meetings;
- iv) the keeping of minutes; and
- v) the custody; production and inspection of minutes.

Authority

The NomRem Committee is authorized by the Board to investigate any activity within its Terms of Reference. It is authorized to seek any information it requires from any employees, company officers and external parties.

The NomRem Committee is authorized to engaged external consultants and other advisers, or otherwise obtain such independent legal or other professional services it requires.

The NomRem Committee will have or be provided with sufficient resources undertaking its duties, including access to the company secretariat.

Duties And Functions

The following shall be the common recurring duties and responsibilities of the NomRem Committee in carrying out its purpose. These duties and responsibilities are set forth as a guide to the NomRem Committee with the understanding that the NomRem Committee may amend or supplement them as appropriate under the circumstances to the extent permitted by applicable laws:

- a) To assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director;
- b) To review regularly the selection criteria for Board membership, the Board structure, size and composition and make recommendations to the Board with regard to any adjustments which are deemed necessary;
- c) To develop membership qualifications for the Board and all Board Committees, including defining specific criteria for director independence and committee membership;
- d) To look into suggestions for candidates for membership on the Board, recommend prospective Directors, with a view, to provide an appropriate balance of knowledge, experience and capability on the Board, including shareholder's nominations to the Board and assess the suitability of potential candidates against the set criteria;

- e) To review annually the Board's mix of skills, education and experience and other qualities including core competencies which Directors should bring to the Board, taking into account the current and future needs of the Company;
- f) To review and recommend to the Board appropriate corporate governance policies and procedures of the Company;
- g) To monitor compliance with corporate governance standard;
- h) To annually convene a meeting with the Chairman of any committee appointed by the Board of purpose of reviewing their roles and responsibilities and facilitating appropriate coordination;
- i) To implement a formal appraisal process for the evaluation of the effectiveness of the Board as a whole, the committees and the individual contribution of each Board Member; and
- j) To carry out other actions and do such other things as may be referred to it from time to time by the Board.

The NomRem Committee shall also, amongst others, establish and recommend the remuneration structure and policy for directors and review changes to the policy, as necessary.

Reporting Procedures

Draft minutes of each meeting shall be distributed to all members of the NomRem Committee. The minutes of the NomRem Committee Meeting shall be confirmed at the next meeting of the NomRem Committee and shall be available on request from the Company Secretary to all non-executive Directors. The confirmed minutes of the meeting will be tabled to the Board for notation succeeding the NomRem Committee Meeting.

Any decision shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.