

CORPORATE GOVERNANCE REPORT

STOCK CODE : 1066
COMPANY NAME : RHB Bank Berhad
FINANCIAL YEAR : December 31, 2020

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The emergence of the Coronavirus Disease ("Covid-19") which resulted in an unwished-for pandemic, prompted the Board to undertake a number of changes in how the Board managed its affairs. Board and Board Committees meetings were conducted in a virtual space as opposed to normal face-to-face. In fact, the year 2020 marked RHB's first ever virtual Annual General Meeting ("AGM"), ensuring RHB applied Practice 12.3 of the Malaysian Code on Corporate Governance ("MCCG") in enhancing shareholders' participation by allowing remote shareholders' participation in the general meeting including voting in absentia. RHB was also the first financial institution in Malaysia to conduct its AGM virtually.</p> <p>The Board ensured the Group's employees and operations during this pandemic were well cared for and profit was not prioritized over the safety of our employees, customers and business partners. Our operations were streamlined to follow the Standard Operating Procedures and other relevant guidelines issued by the Health Ministry. We invested in protective gears such as face masks, sanitization stations, temperature reading equipments and working from home facilities for our employees to ensure essential financial services were continued to be provided safely to customers at large.</p> <p>The Board continually seeks to ensure best practices and strong governance process, which are integral to our strategy and decision-making processes, are maintained for the benefit of our shareholders and other stakeholders. The affairs of the Group are not managed by merely following prescribed rules and regulations, but by promoting open and transparent discussions.</p> <p>In FY2020, the Company also adopted a dividend policy where the minimum dividend pay-out ratio is 30% of its net profit, providing a sustained return to our shareholders.</p>

The Board continues to review and scrutinise the performance of the management with regards to implementation of business plans, financial objectives and major capital and operating budgets for the Group. The Board recognises that governance is not static and must adapt to continually changing risks and regulatory requirements. The corporate governance arrangements are therefore regularly reviewed to ensure they remain current and effective.

There is a clearly defined governance model which is approved by the Board which guides the Group's operations. The Board of RHB has instituted several Board Committees to support and supplement the Board in its roles and responsibilities. This delegation of authority is clearly defined within the Terms of References of the respective Board Committees.

The demarcation of responsibilities between the Board Committees and Management are outlined in the Board Charter of RHB Bank Berhad. To date, the Board has established the following key Board Committees:

- Board Audit Committee ("BAC")
- Board Nominating & Remuneration Committee ("BNRC")
- Board Risk Committee ("BRC")
- Board Credit Committee ("BCC")

Continuous Professional Development

In the midst of the Covid-19 pandemic, Board members continued to edify themselves by enhancing their knowledge on the business operations as well as new regulations and laws by attending various online/virtual training programmes to keep abreast with latest development. The list of professional development programmes attended by the Board members is disclosed under **Section B** of this report.

Commitment to Conformance

The Board continues to provide its unwavering commitment to maintain the Group's exceptional standards of corporate governance and ensure its core shared values and behaviours are consistent across the business. Emphasis placed by the Board of Directors on its fiduciary duty as guardian of public deposits, customers' investments and account holders' policies, through sustainable boardroom scrutiny, decision-making and directives, has gained more trust from its stakeholders and in return, built lasting commercial relationship with the Company's business partners.

These efforts were recognised by reputable and independent third parties' assessments which have currently positioned the Company, among others, as follows:

- ✓ **Malaysia-ASEAN Corporate Governance Awards 2019**
 - Excellence Award For Corporate Governance Disclosure (“CG”)
 - **Top 4** in CG Disclosure in Malaysia
 - **Top 9** in CG Disclosure and performance in Malaysia
 - Financial Services Industry Excellence Award
- ✓ **ASEAN Corporate Governance (CG) Award 2019**
 - **Top 20** Public Listed Companies (PLCs) In Southeast Asia
 - **ASEAN Asset Class** – Award Recipient
- ✓ **The Pinnacle Group International’s Global Good Governance Award 2020**
 - Platinum Award (3rd Time in a Row) for Best Governed and Most Transparent Company.
- ✓ **Continuing Constituent of The FTSE4GOOD Bursa Malaysia For Demonstrating Good Environment, Social & Governance (“ESG”) Practices**

Organisational Culture

The Board has continuously cultivated a corporate culture that embraces the right behaviours to achieve the company’s objectives. The Board views strong culture as a key driver in ensuring the Group’s long term sustainability. A strong corporate culture leads to the nurturing of clear identity and corporate/social values which further supplements the Group’s competitive advantage and brand identity. The Board views this DNA as fundamental towards sustainable long-term growth and success for RHB.

Management Committees

To ensure effectiveness in discharging the Board’s and Board Committees’ roles and responsibilities, centralised management committees are being set up to oversee, manage and deliver the outcomes. The following management committees, among others, are established to mainly support the Group Managing Director and the Senior Management in managing various activities and operations throughout the Group:

- Group Management Committee
- Group Tender Committee
- Group Assets & Liabilities Committee
- Group Disciplinary Committee
- Group Business Continuity Committee
- Group Credit Committee
- Group Capital and Risk Committee
- Group Human Capital Committee
- Group Wholesale Business Council
- Group Management Recovery Committee

- Group International Business Council
- Group Digital and Technology Committee
- Group Technology Leadership Committee
- Pandemic Working Group

Board Composition

The Board is committed to improving diversity in its widest sense, including gender, ethnicity, thought, tenure, age, experience, skills, geographical expertise, educational and professional background. Currently there are 10 directors serving on the Board of RHB Bank Berhad. In line with Bursa Malaysia Securities Berhad's Listing Requirements, which calls for 1/3 of the Board to be Independent Directors, the Board has 6 Independent Non-Executive Directors ("INED"), 3 Non-Independent Non-Executive Directors ("NINED") and one Executive Director who is the Group Managing Director/CEO.

As at 15 March 2021, the Board is comprised of 10 members as shown below:

Director(s)	Designation
Tan Sri Ahmad Badri Mohd Zahir*	Non-Independent Non-Executive Director (Chairman)
Tan Sri Ong Leong Huat @ Wong Joo Hwa	Non-Independent Non-Executive Director
Dato' Mohamad Nasir Ab Latif ⁺	Non-Independent Non-Executive Director
Tan Sri Dr Rebecca Fatima Sta Maria	Senior Independent Non-Executive Director
Ong Ai Lin	Independent Non-Executive Director
Lim Cheng Teck	Independent Non-Executive Director
Sharifatu Laila Syed Ali	Independent Non-Executive Director
Donald Joshua Jaganathan [^]	Independent Non-Executive Director
Datuk Iain John Lo [#]	Independent Non-Executive Director
Dato' Khairussaleh Ramli	Group Managing Director/CEO

*Tan Sri Ahmad Badri Mohd Zahir was appointed to the Board as Deputy Chairman on 16 November 2020 and redesignated as Chairman on 24 March 2021.

⁺Dato' Mohamad Nasir Ab Latif was appointed to the Board on 16 March 2020.

[^]Donald Joshua Jaganathan was appointed to the Board on 16 August 2020.

	<p><i>#Datuk Iain John Lo was appointed to the Board on 15 September 2020.</i></p> <p>The full details including name, age, directorship and tenure of the Board members serving on the RHB Bank Berhad Board can be found on pages 94-100 of the RHB Bank Berhad's Integrated Report 2020.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	: Applied
Explanation on application of the practice	<p>Tan Sri Ahmad Badri Mohd Zahir ("Tan Sri Ahmad Badri", "Tan Sri") was appointed as a Non-Independent Non-Executive Director/Deputy Chairman of RHB Bank on 16 November 2020. He was then redesignated as the new Chairman of the RHB Bank Berhad effective 24 March 2021, succeeding Tan Sri Azlan Zainol who has served on the Board for the past 16 years.</p> <p>Tan Sri Ahmad Badri holds a Degree in Land and Property Management, from MARA University of Technology and Master in Business Administration from University of Hull, United Kingdom.</p> <p>Tan Sri Ahmad Badri started his career as a Senior Valuation Executive at C.H. Williams, Talhar & Wong Sdn Bhd prior to his appointment as the Assistant Secretary in the Finance Division of the Ministry of Finance in 1989 where he served for nearly 30 years in various capacities, the last being the Secretary General of Treasury.</p> <p>Tan Sri was also appointed as the Chairman of the Employees Provident Fund ("EPF") on 1 May 2020. He has sat on the EPF Investment Panel since 2014 and is vastly experienced in the fields of strategic investment, loan management, financial market and actuarial science.</p> <p>Tan Sri Ahmad Badri previously served on the Boards of Bank Negara Malaysia, Kumpulan Wang Persaraan (Diperbadankan), Permodalan Nasional Berhad and Tenaga Nasional Berhad, amongst others.</p> <p>Tan Sri's other directorship in public company includes Sime Darby Berhad.</p> <p>The following are some of his key responsibilities as the Chairman of the Board:</p> <ul style="list-style-type: none">• Provide effective leadership in formulating strategic direction for the Company and the Board as well as achieving the objectives of the Company;• Work with the Company Secretaries to schedule Board and Committee meetings and ensure that directors receive accurate, timely and clear information in particular about the Company's performance;

	<ul style="list-style-type: none"> • Work with the Board in establishing appropriate Board Committees' structures and charters; • Ensure the independence of the Board in discharging its duties; • Ensure that the Board and individual directors fully exercise their responsibilities and fully comply with applicable laws, regulations, rules, directives, policies and guidelines; • Consider and address the development needs of individual directors and the Board as a whole; • Lead the Board in establishing the performance criteria and evaluation for the Board and the senior management team's performance; • Promote effective relationships and open communication between the Board and senior management team; and • Represent the Company and the collective views of the Board externally. <p>Detailed responsibilities of the Chairman is available on RHB Bank Berhad's Board Charter, available on the Group's website at www.rhbgroup.com.</p>
Explanation for departure :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The position of Group Managing Director (“GMD”)/Chief Executive Officer (“CEO”) is held by Dato’ Khairussaleh Ramli and the position of Chairman is held by Tan Sri Ahmad Badri Mohd Zahir. The responsibilities of the Chairman and GMD are clearly defined and distinguished per the Board Charter.</p> <p>Dato’ Khairussaleh was first appointed as Managing Director of RHB Bank Berhad and Deputy Group Managing Director of RHB Banking Group on 13 December 2013. He was then promoted to Group Managing Director of RHB Banking Group on 5 May 2015 and continues to hold the position of Managing Director/Chief Executive Officer of RHB Bank Berhad.</p> <p>Dato’ Khairussaleh holds a Bachelor of Science in Business Administration from Washington University, St. Louis and is a graduate of the Advanced Management Programme, Harvard Business School. He is also a Fellow Chartered Banker of Asian Institute of Chartered Bankers. He has about 25 years of experience in the financial services and capital markets industry, where he held senior positions in well-established regional financial institutions. Dato’ is also a Council member of The Association of Banks in Malaysia (ABM) and Asian Institute of Chartered Bankers (AICB).</p> <p>In line with Standard 11.4 of Bank Negara Malaysia’s Policy Document on Corporate Governance, Dato' Khairussaleh is the only Executive Director serving on the Board of RHB Bank Berhad. His full profile is available on page 96 of the Integrated Report 2020 and on the Group’s website at www.rhbgroup.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	: Applied
Explanation on application of the practice	<p>The Board of RHB Bank Berhad is currently supported by an in-house qualified Secretarial department led by Mr Azman Shah Md Yaman, Head, Group Legal, Secretariat and Governance.</p> <p>Mr Azman provides legal, secretarial and governance support to the Board and oversees the entire Legal, Secretariat & Governance operations. He is accountable directly to the Board, through the Chairman, on all matters to do with the formal functioning of the Board. He also leads the secretarial department to develop and maintain RHB's corporate governance policies and principles. He also acts as the Group's General Legal Counsel and the Chief Integrity and Governance Officer ("CIGO") for RHB Banking Group, heading the Group Integrity & Governance function.</p> <p>Mr Azman is a qualified Advocate & Solicitor of the High Court of Malaya with a LLB (Honors) from International Islamic University Malaysia (IIUM), a Licensed Company Secretary (LS 0006901), an affiliate of Malaysian Institute of Chartered Secretaries & Administrators and had underwent the Certified Integrity Officer ("CeIO") programme organised by the Malaysia Anti-Corruption Academy.</p> <p>The following are some of his key responsibilities as the Company Secretary:</p> <ul style="list-style-type: none">• administer all Board and Board Committee meetings including the scheduling, taking of minutes, preparation of Board meeting materials and information supplied to the Board;• ensure information supplied to the Board such as meeting minutes are accurate, timely and adequate for the Board to carry out its function;• ensure proper record keeping of all deliberations and decisions of the Board and Board Committees;• accord the Board with regular updates and advice on changes to statutory and regulatory requirements including those related to governance matters;• facilitate a two-way communication between Senior Management and the Board to ensure Board's decisions are communicated in a timely basis;

	<ul style="list-style-type: none"> • facilitate continuous professional development trainings for Directors including induction programmes for newly appointed Directors (refer to Section B of this CG Report for a list of directors training programmes); • support the Chairman in managing the Annual General Meeting process; • serve as a focal point for stakeholders’ communication and engagement on corporate governance issues; • support the Board Nominating & Remuneration Committee (“BNRC”) by facilitating the Board Effectiveness Evaluation yearly exercise (refer to Practice 5.1); and • undertake own continuous professional development. <p>As the Chief Integrity & Governance Officer, En. Azman’s responsibilities, amongst others are to:</p> <ul style="list-style-type: none"> • manage the risks of corruption, abuse of power and malpractice in the organisation; • implement the core functions of the Group Integrity & Governance division to combat bribery and corruption; • coordinate, supervise, monitor and assess the organisation’s integrity programs; • advise the Head of Organisation in matters involving integrity, corruption and abuse of power; • enhance awareness on corruption, abuse of power and corporate malpractices as well as violation of integrity; and • ensure the best governance is upheld towards strengthening the integrity of officers and staff in the organisation as well as in dealing with integrity issues, in particular those of corruption, abuse of power and malpractice.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>The Secretarial department ensures the Board(s) of RHB entities within the Group are accorded with the necessary information and documentation that are relevant for their deliberation at least 5 working days before any Board or Board Committee meetings. The meeting materials that supplement the Board's deliberations are provided in a timely, clear and accurate manner to facilitate the Board's deliberation as well as its oversight over the management.</p> <p>In facilitating timely dissemination of information to the Directors, each Board member is provided with an iPad and access to the Group's document sharing system called 'BoardPAC'. All documents are uploaded for the Board's information and retention prior to any Board meeting to ensure they are well prepared for Board and Board Committees meetings.</p> <p>The Company Secretaries are guided by the Group Secretariat Manual which provides guidance notes on their operational procedures. The Company Secretaries are a central source of information and advice for the Board and its Committees on issues relating to compliance with laws, rules, regulations and procedures affecting the Company.</p> <p>During the year, the secretariat function implemented its contingency plan in managing meetings by using virtual platforms such as 'Microsoft Teams' and 'Zoom' to conduct online Board and Board Committees meetings to mitigate the absence of in-person meetings during pandemic situations.</p> <p>The key responsibilities of the Company Secretaries have been explained per disclosure under Practice 1.4.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of RHB Bank Berhad has in place a Board Charter that clearly outlines the role and responsibilities for each Board member including the matters reserved for the Board. This document also helps to guide the Board members in ensuring each Director is held accountable for their actions and inactions in serving RHB Banking Group (“the Group”).</p> <p>Each Board member of the Group is required to meet the set criterion within the Charter to ensure the Group’s long term sustainability and value creation for its stakeholders by inculcating the right culture and ethos through the Board and the Group.</p> <p>The Board Charter is periodically reviewed every 3 years or when required. The latest revision was conducted in FY2019. The RHB Bank Berhad’s Board Charter can be viewed and downloaded @ https://www.rhbgroup.com/files/others/about-us/corporate-governance/rhb-bank-berhad/board-charter.pdf</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	: Applied
Explanation on application of the practice	<p>The Board has in place a Code of Ethics and Business Conduct for Directors to promote and inculcate ethical behaviour whilst also fostering a culture imbued with good business ethics and compliance. The Code was crafted to explicate the general standards of conduct for the Board and enhance the standard of corporate governance to achieve the following objectives:</p> <ul style="list-style-type: none">• To exercise their role and responsibilities as prescribed under Section 213 and Section 214 of the Companies Act 2016 at all times;• To establish the appropriate ethical standards for Directors based on acceptable beliefs and values;• To uphold the spirit of corporate responsibility and accountability in line with the governing laws, regulations and guidelines; and• To document and emphasise the integral obligation of each Director in performing his/her duty, to act in a manner that is lawful, honest, ethical and free from any Conflict of Interest or perceived Conflict of Interest. <p>The document also includes principles relating to general standard of conduct, insider trading, maintaining confidentiality, use of corporate assets etc. A copy of this Code of Ethics and Business Conduct for Directors is available on RHB Bank Berhad's website for reference.</p> <p>The Board has also implemented a Group Code of Ethics and Conduct ("Code") for its Employees to ensure a high standard of ethical and professional conduct is upheld in performing their duties and responsibilities. The said Code establishes the standards that govern the way employees deal with each other, our shareholders, customers, suppliers, competitors and communities.</p> <p>As a financial institution which is involved in multiple banking and capital market disciplines, specific codes of conducts are also established by the Company to complement the main codes of ethics for directors and employees, namely Code of Conduct for Licensed</p>

Representatives and Share Trading Officers, Code of Ethics & Guidelines for Business Conduct for Unit Trust Consultant(s) and Principles to Adopt for Users of Social Media Platforms.

The Group has the following Key Internal Control Policies and Procedures in place to supplement the codes of conduct:

- Group Anti-Bribery and Corruption Policy;
- Group Whistleblowing Policy;
- Group Fit & Proper Policy;
- Group Policy on Related Party Transactions;
- Group Fraud Risk Management Policy;
- Orderly & Fair Market Policy;
- Group Anti-Money Laundering & Counter Financing of Terrorism Policy;
- Group Chinese Wall and Insider Trading Policy;
- Group Corporate Sponsorship and Donation Policy; and
- Group Gifts and Hospitality Guideline.

Within these framework, all the directors, employees and its business partners/representatives are expected to exercise good judgment and be accountable for their actions. Compliance with the Code is part of the terms and conditions of employment for every employee. The Code continues to be revised from time-to-time to incorporate current best practices in line with the overall industry standards.

Professional ethical standards and corporate integrity which govern, among others, conflicts of interest, misuse of power, corruption, insider trading, money laundering, client confidentiality, banking secrecy and related party transactions, have been incorporated in the Board Charter, codes of ethics for directors and employees and/or in various internal policies and guidelines.

The abovementioned Company's Codes and the Key Internal Controls are meant to provide clear and transparent guidance on acceptable behaviour and practice of Directors, Senior Management, Employees and its Business Partners/Representatives.

Policy on Related Party Transactions

The Group has put in place a Policy on Related Party Transaction since 2004 (revised and updated in 2014), which guides the review process and reporting of all related party transactions. Under this policy, all related party transactions are reviewed by Group Legal prior to independent review performed by Group Internal Audit before any submission is made to the Board Audit Committee for deliberation. The purpose of this policy is to ensure all related party transactions are conducted at an arm's length basis.

Details of these transactions are set out under Note 52 to the Financial Statements on pages 126 to 131 in the Financial Report 2020.

	<p>Group Integrity & Governance</p> <p>The division is empowered to strengthen RHB Group’s internal controls with regards to prevention of corruption, abuse of power and other malpractices by fostering the principle of abhorring corruption through 4 core functions namely:</p> <ul style="list-style-type: none"> • Complaints Management • Detection and Verification • Integrity Strengthening; and • Governance <p>The formation of this division is pursuant to top level commitment in-line with the Guideline for the Management of Integrity and Governance Unit, issued by the Malaysian Anti-Corruption Commission. In implementing the four core functions mentioned above, the Group Integrity & Governance will ensure adequacy of the Group’s internal controls and procedures in line with the requirement of the Guidelines on Adequate Procedures issued by the Prime Minister’s Department in December 2018 to combat the act of bribery and corruption by any persons associated with a commercial organisation.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group has in place a Group Whistleblowing Policy, last updated in 2020. The purpose of this policy is to provide a formal mechanism and minimum standards to be adopted and adhered by the Group's personnel (Directors, Senior Management and employees) in dealing with disclosure or reporting of questionable actions or wrong doings committed by any personnel within the Group.</p> <p>The policy provides any internal or external party with various channels and avenues to report suspected fraud, corruption, dishonest practices or other similar circumstances. This policy advocates both internal and external parties to 'Speak up' or report such matters in good faith, with the confidentiality of the person making such reports being protected from any reprisal in the best possible manner. The key objectives of this policy are to:</p> <ul style="list-style-type: none">• guide all personnel within the Group when facing concerns over unlawful conducts, unethical occurrences or questionable practices which may adversely affect, to a material extent, the financial position or reputation of the Group, that has been or in the process of being committed. It also states the process for the personnel to relay any information in relation to the above that is being concealed deliberately by their colleagues, their subordinates, their supervisor, Senior Management or Non-Executive Directors within the Group.• encourage internal or external parties to raise their concerns regarding such malpractice or corporate misdeeds, which they feel the Group should know, without fear of retaliation or discrimination.• enable the management to be informed of any unlawful conducts, unethical occurrences, corruption or questionable practices at an early stage.• help nurture the culture of accountability, integrity and transparency among employees within the Group.

To supplement the Group Whistleblowing Policy and promote integrity and transparency amongst the Group's employees, the Group Anti-Bribery & Corruption Policy, Group Corporate Sponsorship & Donation Policy and the Group Gifts & Hospitality Guideline were established.

These Policies and Guideline also support the existing Group Code of Ethics and Conduct for Employees and are benchmarked against best practices for giving and receiving gifts as well as transparency and openness about gifting as it is also part of the overall anti-bribery and corruption initiative currently pursued by the Group.

The Group's Corporate Integrity Statement also provides information to all stakeholders of RHB Banking Group on the anti-corruption practices and measures undertaken within the Group. The statement is available on RHB Bank Berhad's corporate website.

In line with the spirit of transparency, the Group's website provides sufficient information on awareness for staff and external stakeholders to raise their concern through the Group's whistleblowing channel. The discreet complaints raised are investigated by the designated recipients with the support from management. Under the Group Whistleblowing Policy, the Senior Independent Director is tasked as the main point of contact to receive complaints from the stakeholders including whistleblowing reports. Details of the primary whistleblowing channels, as published on the corporate website, are shown below:

- **Tan Sri Dr Rebecca Fatima Sta Maria**
Senior Independent Non-Executive Director (SINED)
RHB Bank Berhad, Level 10, Tower One, RHB Centre
Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia.
- **RHB 'Speak-up' channel: speakup@rhbgroup.com**

On RHB Bank Berhad's website, there are also other channels and avenues for any whistle blower to elevate reports to the regulatory bodies and local enforcement agencies such as Bank Negara Malaysia, Securities Commission Malaysia and the Malaysian Anti-Corruption Commission ("MACC").

The Chairman of Board Audit Committee is responsible for the following with regards to the Group Whistleblowing Policy:

- oversee and assess the effectiveness of the whistleblowing policy and procedures;
- ensure management reports on the whistleblowing incidents on a timely and accurate basis to the Board; and
- ensure the management develops and maintains a clear structure on reporting, recording and investigating whistleblowing reports.

For the current year under review, **12** complaints pursuant to the Group Whistleblowing Policy were received, investigated and pursued. All

	<p>reports or complaints are filed with the designated recipients as specified in the Group Whistleblowing Policy.</p> <p>The Company does not condone any wrongdoings or fraudulent acts engaged by any of its Directors, employees or by those representing or acting on-behalf of the Group. The Group Whistleblowing Policy is made available on the Group's internal portal for the Group's staff's reference and also on its corporate website for external parties' reference.</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.1

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is comprised of Six Independent Non-Executive Directors (“INED”), three Non-Independent Non-Executive Directors and One Executive Director.</p> <p>In addition to having a Board comprised of majority INEDs, Tan Sri Dr Rebecca Fatima Sta Maria continues in her role as the Senior Independent Director, acting as a sounding Board to the Board Chairman as well as a conduit between the Chairman and the Independent Board members.</p> <p>As at 15 March 2021, below is the list of the Independent Non-Executive Directors on the Board:</p> <ul style="list-style-type: none"> i. Tan Sri Dr Rebecca Fatima Sta Maria ii. Ms Ong Ai Lin iii. Mr Lim Cheng Teck iv. Pn Sharifatu Laila Syed Ali v. Mr Donald Joshua Jaganathan vi. Datuk Iain John Lo <p>The full profiles of RHB Bank Berhad’s Board members are available on the Group’s website @ www.rhbgroup.com.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.2

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should justify and seek annual shareholders' approval. If the board continues to retain the independent director after the twelfth year, the board should seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - Step Up 4.3 adopted	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.3 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Board has adopted a policy where Independent Non-Executive Directors (“INEDs”) may be re-appointed for a new term provided that such service tenure does not exceed a consecutive or cumulative term of 9 years. Computation of the service tenure will commence from the date of his/her appointment in the Group.</p> <p>For the Financial Year 2020, the Board has no Independent Directors who had exceeded the 9-year term limit. Information on the tenure limit of INEDs for the Group can be found in RHB Bank’s Board Charter downloadable from RHB’s corporate website.</p>

Intended Outcome

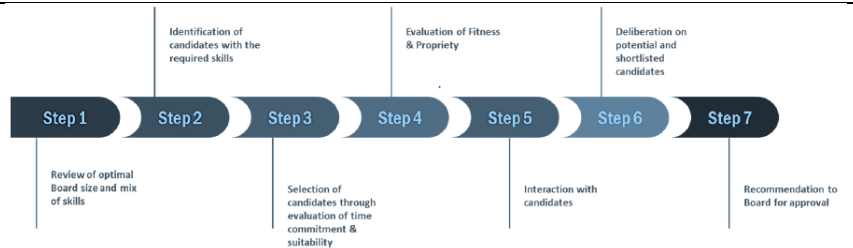
Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.4

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Application	: Applied
Explanation on application of the practice	<p>The Board, supported by the Board Nominating & Remuneration Committee (“BNRC”), conducts regular review of its composition to ensure the Board encapsulates individuals who are able to work together as a cohesive unit, foster a strong governance culture and have strong financial probity.</p> <p>The Board of RHB is heterogeneous and views diversity as a crucial component in forming the Board structure. Criteria such as gender, age, ethnicity and cultural background are considerations that are assessed as the Board strives to establish a perfect balance.</p> <p>In exercising objectivity in the selection process, the BNRC is authorised of having access to a wide selection of candidates. Above and beyond referrals from directors, shareholders and management, the BNRC may utilise the following sources:</p> <ul style="list-style-type: none">• available directors’ registry (i.e. ICDM, FIDE Forum);• industry and professional associations;• open advertisements; and• independent search firms. <p>Board Composition and Succession Planning</p> <p>The Board understands the inherent value of succession planning which ensures business continuity and long-term sustainability to the Company. As such, the Board must be prepared at all times to ensure it can evolve with a healthy combination of fresh perspective, balance and experience whilst ensuring the business remains protected and sustainable for all stakeholders.</p> <p>The BNRC is entrusted with the responsibility of ensuring members that are nominated for Board appointment are identified, assessed and fulfilled all fit and proper criteria before they are proposed to the Board for deliberation.</p> <p>Key factors that are considered by the BNRC in conducting succession planning or appointing new members to the Board are as follows:</p> <ul style="list-style-type: none">• Considering areas of improvements to the composition

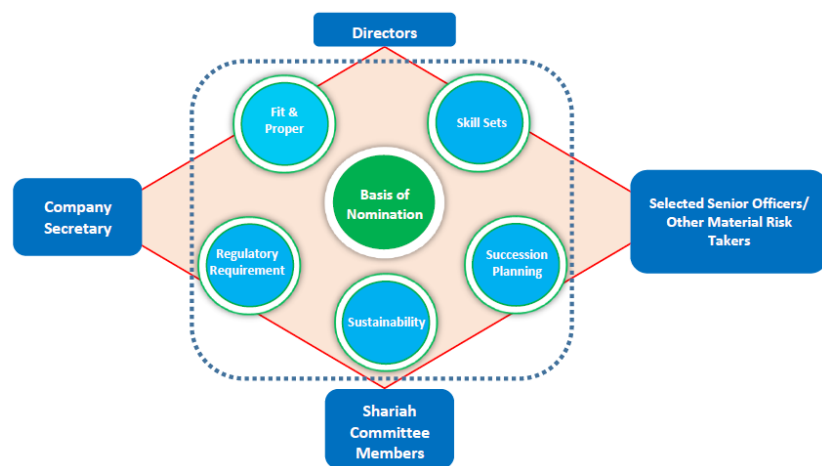
	<p>The BNRC assesses the Board on a yearly basis to identify the performance level of directors as well as to understand areas of improvement within the Board (refer to write-up on Practice 5.1 in this report).</p> <p>The BNRC uses this evaluation result to ensure candidates that are sought out are able to address the gaps identified to improve the Board composition. Consideration is also given to specific skillset/experience to ensure each board member proffers something unique to the Boardroom.</p> <ul style="list-style-type: none"> • Identifying the industry trends <p>The Board is well aware of the changing in business landscape that is now under constant evolution. Directors who are appointed on the Board must be in-touch with the industry and the marketplace ensuring the Board does not lag behind its competitors.</p> <ul style="list-style-type: none"> • Tenure of Board members <p>A key consideration to the BNRC's effort is also the tenure of INEDs. In line with the best practices, the BNRC ensures potential candidates are identified to replace INEDs who encroached the 9-year tenure limit adopted by the Board.</p> <p>Candidates are usually identified and assessed when the INEDs reach the 8-year tenure to ensure orderly succession planning could be conducted. An INED who reaches the 9-year tenure limit will retire at the next AGM of the company or when a new incumbent is available to replace him/her, whichever is earlier.</p> <ul style="list-style-type: none"> • Stakeholder expectation <p>Selection of potential candidates weighs heavily on the BNRC's assessment of their experience and skill-set. As the Board plays a fiduciary role, stakeholders expect only capable individuals governing the Company.</p> <p>Stakeholders such as shareholders and regulators place high value on Board members who are industry savvy and espouse ethical values that are in-line with good governance and good business practices.</p> <p>BNRC is guided by the Group's Nomination Framework and Group Fit & Proper Policy in identifying and assessing candidates to be nominated for appointment of directors as well as for Key Senior Management positions.</p>
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The Nomination Framework ensures that individuals appointed to the Board and relevant senior officer positions (independent directorship/key managerial) within the Group have the appropriate fitness and propriety to discharge their prudential responsibilities on and during the course of their appointment. This framework was developed to:

- Summarise and augment the relevant processes of the BNRC in relation to the abovementioned appointments;
- Provide a clear and transparent process of the nominating procedures for the benefit of the BNRC, Board and Management; and
- Ensure the practices of the BNRC are consistent with and reflect the BNRC’s commitment to best practices in corporate governance.

The BNRC is also guided by the following Nomination Model in nominating a candidate for assessment and selection:



New nominees for directorship are assessed by the BNRC in accordance with RHB Banking Group’s Fit and Proper Policy for key responsible persons. These assessments are carried out against a benchmark of documented competencies which have been prepared for each role, the self-declarations by each individual, the academic/professional qualification record and the specific vetting checks on criminal record, bankruptcy and regulatory disqualification. The Fit and Proper Policy outlines the following criteria in assessing the suitability of the candidate:

- Probity, personal integrity and reputation, where the candidate must have personal qualities such as honesty, integrity, diligence, independence of mind, fairness and ethical behaviour.
- Competence and capability, where the candidate must have the skills, experience, ability and commitment to carry out the role.
- Financial integrity, where the candidate must have financial soundness and be able to manage his/her debts or financial affairs prudently.

The Chairman of the BNRC (or any two members of the BNRC in the absence of the Chairman, as the case may be) conducts an interaction session with the proposed candidates and assesses them based on their skills and experience, independence (as the case may be) and objectivity, track record of success, sound judgement and other relevant perspectives.

The Boards' expectations on the time commitment and contribution from the Directors will also be clearly communicated to the proposed candidates. The BNRC will evaluate the candidates' ability to discharge their duties and responsibilities as well as appropriate time commitment prior to recommending their appointment as Director to the relevant Board(s) within the Group for approval.

New Director Appointment

In 2020, the BNRC deliberated and subsequently recommended the nomination of 4 new Directors for RHB Bank Berhad after considering their competency, expertise, industry knowledge and past employment experience. The Board of RHB Bank Berhad accepted the BNRC's recommendation and approved the appointment of the following Directors:

- 1. Dato' Mohamad Nasir Ab Latif**
(NINED appointed on 16 March 2020)
- 2. Donald Joshua Jaganathan**
(INED appointed on 17 August 2020)
- 3. Datuk Iain John Lo**
(INED appointed on 15 September 2020)
- 4. Tan Sri Ahmad Badri Mohd Zahir**
(NINED/Deputy Chairman appointed on 16 November 2020)

In addition to the BNRC's review, all new directors were vetted and approved by Bank Negara Malaysia prior to their appointment.

Induction programs were conducted for newly appointed directors within 3 months of their appointment. During the induction, senior officers shared their views on the business plan, risk management, business operations and other strategic matters.

Annual Review of the Board

In conducting its annual review of the Board, the BNRC takes into consideration the current Board skill-set, the current Board composition and the prevailing legal and regulatory requirements. These considerations are to ensure formation of a well-balanced Board that allows for good governance and efficient management of the Group which is agile in its interaction with the evolving business environment (refer to disclosure in Practice 5.1).

The BNRC also takes into consideration on the Board and Senior Management's dynamics and balance with regards to the skills, perspective and experiences, diversity in geographic origin and professional experiences (public, private and non-profit sectors) that a potential candidate can offer to the boardroom and the organisation as a whole.

The Board proffers the same considerations in relation to the recruitment of Senior Management personnel. The Board ensures that any potential candidate for a senior management position possesses the necessary skill-set required along with the experience within the industry.

Directors' Retirement, Re-Appointment and Re-Election

Pursuant to Bank Negara Malaysia's ("BNM") Policy Document on Corporate Governance, RHB Bank is required to apply to BNM for the re-appointment of its Directors at least three months prior to the expiry of their terms of appointment, should the Company wish to extend their appointments. Prior to such application, the relevant Directors will be subject to assessment by the BNRC and they are required to give consent on their re-appointment prior to the recommendation being made.

In assessing the candidates, the BNRC takes into consideration their attributes, competencies, contributions in terms of discussion on business/financial performance, strategy matters, business planning, independence of views in respect of decision making, roles played and contributions to the Board and Board Committees and adequacy of training, as well as the Board Effectiveness Evaluation result.

All Non-Executive Directors ("NEDs") are also subjected to the internal review for re-appointment once every two years pursuant to the Guidelines on Tenure of Appointment/Reappointment of NEDs for RHB Banking Group.

The INEDs' independence assessment is done annually and benchmarked against best practices and regulatory provisions. The relevant declaration is tabled to the BNRC for consideration. The assessment of the INEDs for the past financial year indicated that the

	<p>INEDs have performed admirably by exercising good, fair and independent judgement on all matters presented to them.</p> <p>Talent Development</p> <p>Talent development within RHB is a key priority to the Board in ensuring a high-performing workforce which contributes to the Company's and the Group's sustainability and competitiveness. The BNRC provides high-level oversight and direction on human resource ("HR") matters such as recommending remuneration and HR strategies on employee value propositions, retention strategies, performance management and succession planning.</p> <p>The BNRC also approves changes to Group HR policies in line with the HR strategy and direction set by the Board. The BNRC also continuously monitors succession planning updates presented by Group HR to ensure smooth transitions of key personnel into critical positions, and ensured that the development plans for identified successors are put in place based on their readiness to assume the positions.</p> <p>Other major issues deliberated by the BNRC were the salary and grading structure, retention plans and incentive schemes for key Senior Management as well as numerous employee value propositions.</p>
<p>Explanation for departure</p>	<p>:</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
<p>Measure</p>	<p>:</p>
<p>Timeframe</p>	<p>:</p>

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.5

The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.

Application	:	Applied										
Explanation on application of the practice	:	<p>The Board established and adopted a Boardroom Diversity Policy in 2013. This policy was adopted to align the Board's goals in line with the aspirations of the Securities Commission and the Government of Malaysia to increase the representation of women directors on the Boards of Public Listed Companies to 30%.</p> <p>To date, RHB Bank Berhad has three women directors, namely Tan Sri Dr Rebecca Fatima Sta Maria (the Senior Independent-Non-Executive Director), Ms Ong Ai Lin and Puan Sharifatu Laila Syed Ali, all Independent Non-Executive Directors, serving on the Board.</p> <p>During FY2020, the composition of women directors on the Board of RHB Bank Berhad as a result of the movement of directors were, as follows:</p> <table border="1"> <thead> <tr> <th>Period (FY2020)</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>January – March</td> <td>27%</td> </tr> <tr> <td>April – June</td> <td>33%</td> </tr> <tr> <td>July - September</td> <td>30%</td> </tr> <tr> <td>October - December</td> <td>27%</td> </tr> </tbody> </table> <p>As at 15 March 2021, the composition of women directors in the Board of RHB Bank Berhad is at 30% following retirement of its former Chairman, Tan Sri Azlan Zainol on 28 February 2021.</p>	Period (FY2020)	Percentage	January – March	27%	April – June	33%	July - September	30%	October - December	27%
Period (FY2020)	Percentage											
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Explanation for departure	:											
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>												
Measure	:											
Timeframe	:											

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board views the process of identifying candidates for directorship to be very critical due to its far-reaching implications towards the performance of the Board as a cohesive unit. The Board has, in the past, often relied on the recommendation of existing Board members in identifying potential candidates.</p> <p>To supplement the existing process, the Board also leverages on the industry talent pool, FIDE Forum’s Directors Register and the Group’s Independent Directors’ network to source for new candidates for Board appointments with the support of the BNRC.</p> <p>The Group’s Nomination Framework outlines the available external avenues at the disposal of the BNRC to facilitate with scouting for potential directorial candidates as explained per disclosure under Practice 4.4.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 4.7

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	: Applied
Explanation on application of the practice	<p>The Board Nominating & Remuneration Committee (“BNRC”) is chaired by the Company’s Senior Independent Non-Executive Director (“SINED”), YBhg Tan Sri Dr Rebecca Fatima Sta Maria. Tan Sri Rebecca oversees the committee in carrying out the following activities:</p> <ul style="list-style-type: none">• Put in place succession plans for board and key senior management personnel;• Review and assess the appointment/re-appointments of Directors, Board Committees’ members, Shariah Committee members and key Senior Management officers for recommendation to the Boards;• Advise the Boards on optimal size and mix of skills of Boards/Board Committees/Shariah Committee; and• Provide oversight and direction on human resource (HR) matters and operations, and recommend to the Boards for approval of remuneration and HR strategies. <p>As the Chairperson of the BNRC, Tan Sri Rebecca is responsible for the following:</p> <ul style="list-style-type: none">• Lead the BNRC in its activities;• Lead the annual review of the Board, ensuring that the performance of each individual director is assessed on an objective and holistic manner;• Ensure management provides sufficient support and cooperation in supporting the BNRC’s activities; and• Communicate with the Chairman of the Board on the BNRC’s activities such as the Board Effectiveness Evaluation (“BEE”) and identification of candidates for new directorship and senior management appointment. <p>Tan Sri Rebecca’s responsibilities as a Senior Independent Director are codified in the Board Charter of RHB Bank Berhad, mainly as follows:</p> <ul style="list-style-type: none">• Be available to shareholders if they have concerns relating to matters which contact through normal channels of Chairperson or CEO/MD has failed to resolve, or for which such contact is inappropriate;• Be the conduit between the Independent Directors and the Board Chairman;

	<ul style="list-style-type: none"> • Maintain contact as required with major shareholders to have a balance understanding on their issues and concerns; • Be the focal point for internal and external parties to whistle blow any unethical behaviours or business misconducts by internal parties (including Directors) of the Company and within RHB Banking Group; and • Lead the INEDs in conducting executive sessions with senior management without the presence of executive directors and non-independent non-executive directors. <p>The membership of the BNRC as at 15 March 2021 is as follows:</p> <p>Chairperson Tan Sri Dr Rebecca Fatima Sta Maria (SINED)</p> <p>Members Mr Donald Joshua Jaganathan (INED) Pn Sharifatu Laila Syed Ali (INED) Dato' Mohamad Nasir Ab Latif (NINED)</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 5.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out and its outcome.

For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Effectiveness Evaluation (“BEE”) is undertaken by the Board annually with the support of the Board Nominating & Remuneration Committee (“BNRC”) to assess the performance of individual directors, Independent and Non-Independent Directors and Board Committees.</p> <p>The BEE exercise is designed to detect strengths and weaknesses to improve the Board's overall effectiveness and forms part of the BNRC's evaluation for the re-appointment of Directors. FY2020 marked the third year of the in-house BEE conducted by the Group. The assessment was conducted with support of Group Integrity & Governance and focused on the following areas:</p> <p>Part A: Board Evaluation</p> <ul style="list-style-type: none">• The purpose of Part A is to evaluate the overall behaviours and culture of the Board based on five (5) dimensions, namely leadership, decision-making, communication, group dynamics and mind-set of the Board as a collective unit and also the Board members as individual contributing party.• Some of the questions will be accompanied by a comment box for explanation on the chosen rating. The respondent is required to provide example(s) which can illustrate the relevant practice(s), situation(s) or actual incident(s) encountered in justifying the rating. <p>Part B: Directors Self & Peer-Assessment</p> <ul style="list-style-type: none">• The purpose of Part B is to evaluate individual Board member’s contribution to the Board and aspects on personal qualities and attributes.• The questionnaires will be in the form of assessments by the directors based on self-assessment and peer review, where applicable.

Part C: Company Secretary Evaluation

- The Company Secretary Effectiveness Evaluation (“CSEE”) exercise is designed to detect and evaluate the Board’s satisfaction level with regards to the performance of the Company Secretary.
- The evaluation will be used in addition to the existing performance scorecard to measure and improve the deliverables and services rendered to the Board and Board Committees.

Summary of BEE results for FY2019

Areas of Strength

- Chairman of the Board provides sufficient room to all directors to provide their views.
- Diverse composition allows for differing views to be deliberated and considered.
- Good communication between members of the Board.

Considerations for Improvement

- Board to strike more balance between strategic and operational matters.
- Communication between management and Board.

Improvements from previous BEE FY2018 exercise

- The Board undertook succession planning resulting in fresh new faces appointed to the Board.
- Revision of Board Committees composition.

Summary of average score obtained by RHB Bank Berhad Board for Part A: Evaluation of the Board is, as follows:

Attribute	Rating
Decision Making	3.3 out of 4
Communication	3.6 out of 4
Board Dynamics	3.5 out of 4
Mind-set	3.2 out of 4
Conduct & Culture	
<ul style="list-style-type: none">• Board exercised sufficient oversight over its subsidiaries while respecting their own legal and governance responsibility.• Board challenged Senior Management’s plans, assumptions, approach and outcomes in a constructive, productive and effective manner.• Board includes matters pertaining to ethics and organisational culture of RHB in its discussion and deliberation.	

	<p>Summary of average score obtained by RHB Bank Berhad Board for Part B: Board of Directors' Self & Peer-Assessment was, as follows:</p>																	
	<table border="1"> <thead> <tr> <th data-bbox="550 302 981 338">Attribute</th> <th data-bbox="981 302 1399 338">Rating</th> </tr> </thead> <tbody> <tr> <td data-bbox="550 338 981 374">Agility</td> <td data-bbox="981 338 1399 374">3.5 out of 4</td> </tr> <tr> <td data-bbox="550 374 981 409">Energy</td> <td data-bbox="981 374 1399 409">3.5 out of 4</td> </tr> <tr> <td data-bbox="550 409 981 445">Social Leadership</td> <td data-bbox="981 409 1399 445">3.6 out of 4</td> </tr> <tr> <td data-bbox="550 445 981 481">Contribution & Interaction</td> <td data-bbox="981 445 1399 481">3.6 out of 4</td> </tr> <tr> <td data-bbox="550 481 981 517">Quality of Input</td> <td data-bbox="981 481 1399 517">3.6 out of 4</td> </tr> <tr> <td data-bbox="550 517 981 553">Understanding of Role</td> <td data-bbox="981 517 1399 553">3.8 out of 4</td> </tr> <tr> <td data-bbox="550 553 981 589">Independent Directors</td> <td data-bbox="981 553 1399 589">3.8 out of 4</td> </tr> </tbody> </table>		Attribute	Rating	Agility	3.5 out of 4	Energy	3.5 out of 4	Social Leadership	3.6 out of 4	Contribution & Interaction	3.6 out of 4	Quality of Input	3.6 out of 4	Understanding of Role	3.8 out of 4	Independent Directors	3.8 out of 4
Attribute	Rating																	
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Independent Directors	3.8 out of 4																	
	<p>As a 'Large Company' (as defined by MCG), RHB had, in the past, undertaken the BEE exercises by engaging independent experts from Messrs PricewaterhouseCoopers Consulting Services Sdn Bhd ("PwCCS") to assess on the effectiveness of the Board, Board Committees and individual Directors from 2006 to 2016. Recently, this exercise has been conducted internally by Group Integrity & Governance from FY2017 to FY2019.</p> <p>For the next (FY2020) BEE exercise in 2021, the Board will engage an external party in line with the recommendations of the MCG to facilitate the BEE exercise independently on a periodic basis (i.e. once after every 3 years of internal assessment cycle).</p>																	
<p>Explanation for departure</p>	<p>:</p>																	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																		
<p>Measure</p>	<p>:</p>																	
<p>Timeframe</p>	<p>:</p>																	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 6.1

The board has in place policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The policies and procedures are periodically reviewed and made available on the company's website.

Application	: Applied
Explanation on application of the practice	<p>The Board is mindful of fair remuneration being critical to attract, retain and motivate Directors and senior management with the relevant experience and expertise required to lead the Company and the Group. The Board Nominating & Remuneration Committee ("BNRC") has been entrusted with discharging the remuneration strategies, as outlined in its terms of reference, which can be referred on the Group's corporate website @ www.rhbgroup.com.</p> <p>The Group has also established a common reference in incorporating the Non-Executive Directors' ("NED") Remuneration Framework. It is aimed at applying the general principles for the remuneration of NEDs to ensure that remuneration levels commensurate with the responsibilities, risks and time commitment of Boards/Board Committees.</p> <p>The quantum of remuneration reflects the level of responsibility undertaken by the particular NED concerned within the Company and the Group. It also takes into consideration practices within the industry (benchmarking) and is reviewed at least once every three years. NEDs fees are not linked directly to RHB's financial performance as this may give rise to a perceived conflict of interest. All NEDs will be paid a fixed and variable sum within the compensation scheme and will not be paid any commission or percentage out of the Company's profit.</p> <p>Components of NEDs Remuneration Package:</p> <ul style="list-style-type: none">• Base fee• Role fee (Role as Board Chairman/Board Committee Chairman)• Meeting attendance fees• Allowances <p>The Group has also established a remuneration framework for the Senior Management, consisting of a competitive integrated pay and benefit structure, which rewards corporate and individual performance</p>

	in line with contributions to the organisation, including a penalty in the final rating (overlay consideration) of staff performance for non-compliance with legal and regulatory requirements.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 6.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Board Nominating & Remuneration Committee ("BNRC") has specific remuneration roles in implementing key policies and procedures in relation to the remuneration of the Board and the Senior Management. The duties and responsibilities of the BNRC are spelled out in its Terms of Reference ("TOR") which is available on the Company's website (www.rhbgroup.com).</p> <p>As at 15 March 2021, the BNRC comprises four Non-Executive Directors ("NEDs"), of whom three are Independent Non-Executive Directors ("INEDs") and one is Non-Independent Non-Executive Director ("NINED"), representing the respective entities within the Group. The BNRC is chaired by YBhg Tan Sri Dr Rebecca Fatima Sta Maria, the Senior Independent Non-Executive Director ("SINED") of RHB Bank Berhad.</p> <p>The membership of the BNRC is, as follows:</p> <p>Chairperson Tan Sri Dr Rebecca Fatima Sta Maria (SINED)</p> <p>Members Mr Donald Joshua Jaganathan (INED) Pn Sharifatu Laila Syed Ali (INED) Dato' Mohamad Nasir Ab Latif (NINED)</p> <p>The composition of the BNRC complies with the Bursa Malaysia Listing Requirements, Malaysian Code on Corporate Governance and Bank Negara Malaysia's Policy Document on Corporate Governance, which promulgate for the BNRC to be composed of a majority of Independent Directors.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 7.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied																																																																											
Explanation on application of the practice	:	<p>The details of the remuneration of the Non-Executive Directors received/receivable from the Bank during the financial year ended 2020 are, as follows:</p> <table border="1"> <thead> <tr> <th>Non-Executive Directors</th> <th>Fees^g (RM '000)</th> <th>Benefits in Kind (RM '000)</th> <th>Other emoluments^h (RM '000)</th> <th>Total (RM) (RM '000)</th> </tr> </thead> <tbody> <tr> <td>Tan Sri Ahmad Badri Mohd Zahir (a)</td> <td>22</td> <td>-</td> <td>3</td> <td>25</td> </tr> <tr> <td>Dato' Mohamad Nasir Ab Latif (b)</td> <td>139</td> <td>-</td> <td>28</td> <td>167</td> </tr> <tr> <td>Tan Sri Ong Leong Huat @ Wong Joo Hwa</td> <td>175</td> <td>-</td> <td>68</td> <td>243</td> </tr> <tr> <td>Tan Sri Dr Rebecca Fatima Sta Maria</td> <td>175</td> <td>-</td> <td>72</td> <td>247</td> </tr> <tr> <td>Ong Ai Lin</td> <td>175</td> <td>-</td> <td>93</td> <td>268</td> </tr> <tr> <td>Lim Cheng Teck</td> <td>175</td> <td>-</td> <td>147</td> <td>322</td> </tr> <tr> <td>Sharifatu Laila Syed Ali</td> <td>17</td> <td>-</td> <td>66</td> <td>241</td> </tr> <tr> <td>Donald Joshua Jaganathan (c)</td> <td>65</td> <td>-</td> <td>45</td> <td>110</td> </tr> <tr> <td>Datuk Iain John Lo was (d)</td> <td>52</td> <td>-</td> <td>6</td> <td>58</td> </tr> <tr> <td>Tan Sri Azlan Zainol (e)</td> <td>200</td> <td>24</td> <td>327</td> <td>551</td> </tr> <tr> <td>Datuk Seri Dr Govindan Kunchambo (f)</td> <td>140</td> <td>-</td> <td>48</td> <td>188</td> </tr> <tr> <td>Tan Sri Saw Choo Boon (g)</td> <td>72</td> <td>-</td> <td>46</td> <td>118</td> </tr> <tr> <td>Abdul Aziz Peru Mohamed (g)</td> <td>72</td> <td>-</td> <td>7</td> <td>79</td> </tr> <tr> <td>Total (RM '000)</td> <td>1,637</td> <td>24</td> <td>956</td> <td>2,617</td> </tr> </tbody> </table> <p>a) Tan Sri Ahmad Badri Mohd Zahir was appointed to the Board as a Non-Independent Non-Executive Director / Deputy Chairman on 16 November 2020.</p> <p>b) Dato' Mohamad Nasir Ab Latif (NINED) was appointed to the Board on 16 March 2020.</p> <p>c) Donald Joshua Jaganathan (INED) was appointed to the Board on 17 August 2020</p> <p>d) Datuk Iain John Lo (INED) was appointed to the Board on 15 September 2020.</p> <p>e) Tan Sri Azlan Zainol (NINED) retired from the Board on 28 February 2021.</p> <p>f) Datuk Seri Dr Govindan Kunchambo (INED) retired from the Board on 20 October 2020.</p> <p>g) Tan Sri Saw Choo Boon (NINED) and Abdul Aziz Peru Mohamed (INED) retired from the Board on 29 May 2020.</p>	Non-Executive Directors	Fees ^g (RM '000)	Benefits in Kind (RM '000)	Other emoluments ^h (RM '000)	Total (RM) (RM '000)	Tan Sri Ahmad Badri Mohd Zahir (a)	22	-	3	25	Dato' Mohamad Nasir Ab Latif (b)	139	-	28	167	Tan Sri Ong Leong Huat @ Wong Joo Hwa	175	-	68	243	Tan Sri Dr Rebecca Fatima Sta Maria	175	-	72	247	Ong Ai Lin	175	-	93	268	Lim Cheng Teck	175	-	147	322	Sharifatu Laila Syed Ali	17	-	66	241	Donald Joshua Jaganathan (c)	65	-	45	110	Datuk Iain John Lo was (d)	52	-	6	58	Tan Sri Azlan Zainol (e)	200	24	327	551	Datuk Seri Dr Govindan Kunchambo (f)	140	-	48	188	Tan Sri Saw Choo Boon (g)	72	-	46	118	Abdul Aziz Peru Mohamed (g)	72	-	7	79	Total (RM '000)	1,637	24	956	2,617
Non-Executive Directors	Fees ^g (RM '000)	Benefits in Kind (RM '000)	Other emoluments ^h (RM '000)	Total (RM) (RM '000)																																																																									
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> Based on shareholders' approval
 ^ Includes Board Committee allowances

RHB's Group Managing Director ("GMD"), as an Executive Director, is not paid a Director's fee nor is he entitled to receive any meeting attendance allowance for any of the Board and Board Committee meetings that he attends. As the only Executive Director on the Board of the Company, his remuneration, which includes salary and bonus, comprised of short term or long term incentives, in cash or benefits-in-kind, is derived from the Group.

The remuneration paid to the GMD (inclusive of remuneration derived from Company and Group) is as follows:

Executive Director / Group Managing Director (GMD)					
Executive Director	Salary and other remuneration ¹ (RM'000)	Fees ² (RM'000)	Benefits-in-kind ³ (based on an estimated monetary value) (RM'000)	Bonus (RM'000)	Total (RM'000)
Dato' Khairussaleh Ramli	2,637	-	23	1,487	4,147

¹ Includes Fixed Allowances, EPF on Salary & Allowances.

² GMD is not paid any director fees.

³ includes Club Subscription Fees, Leave Passage and Mobile Phone usage.

In addition to the above, during the financial year ended 31 December 2020, the Group Managing Director who led the achievement of the Group's short and long term business objectives, was awarded a sum of **RM1,747,000 (inclusive of the employer's EPF contribution)** (2019: RM2,240,000) as the Special Recognition Award and Cash Deferred Scheme.

The Company has in place a Remuneration Policy and Framework which guides the Board in according appropriate level of remuneration that commensurate with the directors' contribution and skill-sets.

For detailed breakdown on the Directors' remuneration derived from the Group (comprising remuneration received and/or receivable from the Company and its subsidiaries), kindly refer to **Note 42** of the Financial Statements on pages 118 - 119 of the Financial Report 2020.

During the Annual General Meeting held in 2020, our shareholders approved the directors' latest remuneration structure. Details of the remuneration structure can be found in **Section B** of this report.

Explanation for departure :

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 7.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Applied																				
Explanation on application of the practice	:	<p>The Board has in place a remuneration framework which sets the standard and guides the Board on the remuneration level for Senior Management personnel. The framework includes a competitive integrated pay and benefit structure which aligns performance with rewards based on the contribution made towards the organisation.</p> <p>In line with the framework, the Key Senior Management personnel's yearly Balanced Scorecard, Performance Appraisal, Performance Reward and Salary Increment are tabled to the Board, with BNRC's recommendation, for approval to assess their performance ensuring they are fairly remunerated. The Non-Executive Directors of the Company review and scrutinise the remuneration package of each Key Senior Management personnel ensuring they are aligned with the remuneration framework.</p> <p>The five Key Senior Management personnel's remuneration (in RM) including their salary, bonus, benefits-in-kind and other emoluments, in the bands of RM50,000, are shown in the table below:</p> <table border="1"> <thead> <tr> <th>No.</th> <th>Name</th> <th>Designation</th> <th>Range of Remuneration by Band of RM50,000</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Dato' Khairussaleh Ramli</td> <td>Group Managing Director ("GMD"), RHB Banking Group; MD/Chief Executive Officer, RHB Bank Berhad</td> <td>5,850,000 – 5,900,000*</td> </tr> <tr> <td>2</td> <td>Dato' Adissadikin Ali</td> <td>Head, Group Shariah Business & Group International Business RHB Banking Group; MD/Chief Executive Officer, RHB Islamic Bank Berhad</td> <td>4,300,000 – 4,350,000*</td> </tr> <tr> <td>3</td> <td>Tuan Syed Ahmad Taufik Albar</td> <td>Group Chief Financial Officer (CFO), RHB Banking Group</td> <td>3,900,000 – 3,950,000*</td> </tr> <tr> <td>4</td> <td>Mr Robert Huray</td> <td>Head, Group Investment Banking, RHB Banking Group; Chief Executive Officer, RHB Investment Bank Berhad</td> <td>3,700,000 – 3,750,000*</td> </tr> </tbody> </table>	No.	Name	Designation	Range of Remuneration by Band of RM50,000	1	Dato' Khairussaleh Ramli	Group Managing Director ("GMD"), RHB Banking Group; MD/Chief Executive Officer, RHB Bank Berhad	5,850,000 – 5,900,000*	2	Dato' Adissadikin Ali	Head, Group Shariah Business & Group International Business RHB Banking Group; MD/Chief Executive Officer, RHB Islamic Bank Berhad	4,300,000 – 4,350,000*	3	Tuan Syed Ahmad Taufik Albar	Group Chief Financial Officer (CFO), RHB Banking Group	3,900,000 – 3,950,000*	4	Mr Robert Huray	Head, Group Investment Banking, RHB Banking Group; Chief Executive Officer, RHB Investment Bank Berhad	3,700,000 – 3,750,000*
No.	Name	Designation	Range of Remuneration by Band of RM50,000																			
1	Dato' Khairussaleh Ramli	Group Managing Director ("GMD"), RHB Banking Group; MD/Chief Executive Officer, RHB Bank Berhad	5,850,000 – 5,900,000*																			
2	Dato' Adissadikin Ali	Head, Group Shariah Business & Group International Business RHB Banking Group; MD/Chief Executive Officer, RHB Islamic Bank Berhad	4,300,000 – 4,350,000*																			
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4	Mr Robert Huray	Head, Group Investment Banking, RHB Banking Group; Chief Executive Officer, RHB Investment Bank Berhad	3,700,000 – 3,750,000*																			

	5	Mr Kong Shu Yin	Head, Group Insurance, RHB Banking Group; MD/Chief Executive Officer RHB Insurance Berhad	1,600,000 – 1, 650,000*
	<p>Notes: * Inclusive of Special Recognition Award and Cash Retention/Deferred Scheme and the related employer's EPF contribution.</p> <p>Tuan Syed Ahmad Taufik was the Group CFO for FY2020.</p> <p>Detailed disclosure on the remuneration package of the identified Managing Director ("MD")/Chief Executive Officer ("CEO") can be referred to the respective RHB entities' financial statement/report for FY2020.</p>			
Explanation for departure	:			
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>				
Measure	:			
Timeframe	:			

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 7.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 8.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Audit Committee ("BAC") is led by Ms Ong Ai Lin, an Independent Non-Executive Director who is not the Chairman of RHB Bank Berhad. The Chairman of the Board is Tan Sri Ahmad Badri Mohd Zahir. Ms Ong, as the Chair of the BAC provides monthly updates to the Board on the activities undertaken by the committee to ensure best corporate governance and transparency are practiced.</p> <p>The chair of the BAC holds a Bachelor of Arts (Honours) in Economics from the University of Leeds, United Kingdom. Ms Ong is an Associate of The Institute of Chartered Accountants in England & Wales and a Member of the Malaysian Institute of Accountants. Additionally, she is also a Certified Information System Auditor and a Certified Business Continuity Professional.</p> <p>Ms Ong has over 30 years of experience in providing Business Continuity Management, Governance, Risk and Compliance, Information Security, Cyber Security, Technology Risk and Governance, and Data Privacy services in the United Kingdom, Singapore, Indonesia, Thailand, Vietnam, Philippines, Sri Lanka, Cambodia and Malaysia.</p> <p>The full profile of the BAC members is available on pages 98 to 100 of the Integrated Report 2020 and on RHB's corporate website at www.rhbgroup.com. The attendance of BAC meetings is disclosed on page 115 and page 127 of the Integrated Report 2020.</p> <p>Role & Responsibility of the BAC</p> <p>The BAC provides independent oversight of RHB Banking Group's financial reporting and internal control system, ensuring checks and balances for entities within the Group. The BAC also continuously reinforces the independence of the external auditors and provides a line of communication between the Board and the external auditors.</p> <p>The BAC reviews the integrity and reliability of the Company's and the Group's financial statements on a quarterly basis, prior to recommending the same for the Board's approval and issuance to stakeholders. During the reviews, the Group Chief Financial Officer provides assurance to the BAC that:</p>

	<ul style="list-style-type: none"> • Adequate processes and controls are in place for an effective and efficient financial statement close process; • Appropriate accounting policies have been adopted and applied consistently; and • The relevant financial statements give a true and fair view of the state of affairs of the Company and the Group in compliance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the Companies Act 2016. <p>The BAC met with the external auditors without the presence of Management and Executive Directors to enable the external auditors to discuss on matters with the committee members privately twice during the year:</p> <ul style="list-style-type: none"> • 23 January 2020; and • 21 August 2020 <p>The BAC also emphasises the importance of internal audit function by increasing the objectivity and independence of the internal auditors and provides a forum for discussion in absence of the Management.</p> <p>Additionally, the BAC reviews the quality of the audits conducted by internal and external auditors as well as the Group’s financial condition and performance. This enhances the perceptions held by stakeholders (including shareholders, regulators, creditors and employees) of the credibility and objectivity of the financial reports. Detailed disclosures on BAC’s governance structure and primary activities are available in the BAC Report on pages 127 to 131 of the Integrated Report 2020.</p> <p>The BAC also oversees RHB’s integrity and anti-corruption matters by:</p> <ul style="list-style-type: none"> • reviewing the effectiveness of the Group Integrity and Governance (“GIG”) in carrying out its core functions; • overseeing issues of corruption, integrity and whistleblowing within the Group; • assisting the Board of RHB Bank Berhad, being the holding company, to effectively discharge its responsibility on anti-corruption, institutional integrity and good governance for the Group; • receiving updates on on-going investigations relating to corruption and other unethical behaviors within the Group; • recommending to the Board of RHB Bank Berhad the half-yearly reporting to the Malaysian Anti-Corruption Commission prepared by GIG; and • monitoring GIG’s performance through periodic reporting on efforts undertaken to deter, detect and prevent acts of corruption, fraud, malpractices and unethical behaviours within the Group.
Explanation for departure	:

<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 8.2

The Audit Committee has a policy that requires a former key audit partner to observe a cooling-off period of at least two years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	<p>None of the Board Audit Committee ("BAC") members are former key engaging and concurring partners of RHB's external auditors.</p> <p>The practice of appointing a former key audit partner (within the definition of BNM's Policy) as a member of the Board/BAC without observing 2 years cooling-off period is a breach and non-compliance of Standard 10.5 of Bank Negara Malaysia's Policy on Corporate Governance. As such, this practice is observed and embedded within the nomination process for potential candidates of the Board/BAC.</p> <p>This requirement has also been reflected within the Board Charter of RHB Bank Berhad.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 8.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Audit Committee ("BAC") conducts annual assessments on the external auditors. The assessments cast a net over a wide spectrum of matters such as performance, suitability, independence and objectivity in accordance with Bank Negara Malaysia (BNM)'s Guidelines on External Auditors.</p> <p>The BAC undertakes an assessment of the suitability and independence of the external auditors, based on qualifying criteria for the appointment of auditors and terms of audit engagements. Among the criteria set are that the auditors are registered auditors with professional competence, their objectivity/independence are not impaired, their background are free from criminal dishonesty acts and disciplinary actions taken by the Malaysian Institute of Accountants, and also their tenure of appointment as engagement partner not exceeding 5 continuous years with the Company. For the current financial year, the engagement partner and the concurring partner of the external auditors are in consistent with the regulatory requirement. Relevant policy and procedures to assess the suitability, independence and performance of external auditors have been established, mainly in accordance with BNM Guidelines on External Auditors and based on feedback and comments gathered from the management.</p> <p>The non-audit services rendered by the external auditors and the related fees are reviewed by the BAC prior to recommending to the Board for approval.</p> <p>A report on non-audit fees is also presented to the BAC on quarterly basis taking into consideration the fees threshold established under the Group policy to ensure the external auditors' independence and objectivity are not compromised.</p> <p>During the financial year, the external auditors acknowledged via written assurance that they maintained their independence throughout the audit process of the Group's financial statements as well as for all the non-audit engagements undertaken, in accordance with the provisions of the By-Laws on Professional Independence of the Malaysian Institute of Accountants.</p>

	<p>In addition, the performance of the external auditors is assessed via feedback and comments collated through questionnaire/survey with responses from management based on their interaction and dealings with the external auditors throughout the financial reporting year. The questionnaire/survey covers areas such as quality of audit work, coordination, planning and execution of audit work, technical accounting and business knowledge, timeliness, relationship management and staff continuity.</p> <p>Having satisfied itself with their performance and fulfilment of criteria as set out in BNM’s Guidelines, the BAC will recommend the re-appointment of the external auditors to the Board, upon which the shareholders’ approval will be sought at the general meeting. The tenure of the External Auditor is for one year, subject to approval by the shareholders if the retiree offers to continue its service (at the next general meeting) upon the completion of one-year service.</p> <p>Further details on the assessments made on the external auditors’ suitability and independence are set out per BAC activities disclosed under the BAC Report on pages 127 to 131 of the Integrated Report 2020. A detailed pay out to the external auditors for their audit and non-audit works engaged in 2020 is illustrated, as follows:</p> <table border="1" data-bbox="560 1014 1409 1182"> <thead> <tr> <th rowspan="2">No</th> <th rowspan="2">Type of External Auditors’ Fee</th> <th colspan="2">RM(’000)</th> <th colspan="2">Out of Total Fees (%)</th> </tr> <tr> <th>Company</th> <th>Group</th> <th>Company</th> <th>Group</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Audit Fees</td> <td>4,030</td> <td>6,883</td> <td>91.3%</td> <td>81%</td> </tr> <tr> <td>2</td> <td>Non-Audit Fees</td> <td>385</td> <td>1,611</td> <td>8.7%</td> <td>19%</td> </tr> <tr> <td colspan="2">Total Fees</td> <td>4,415</td> <td>8,494</td> <td>100%</td> <td>100%</td> </tr> </tbody> </table> <p>Details of the above information on audit and non-audit fees are set out under Note 41 of the Financial Statements on page 118 in the Financial Report 2020.</p>	No	Type of External Auditors’ Fee	RM(’000)		Out of Total Fees (%)		Company	Group	Company	Group	1	Audit Fees	4,030	6,883	91.3%	81%	2	Non-Audit Fees	385	1,611	8.7%	19%	Total Fees		4,415	8,494	100%	100%
No	Type of External Auditors’ Fee			RM(’000)		Out of Total Fees (%)																							
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<p>Measure</p>	<p>:</p>																												
<p>Timeframe</p>	<p>:</p>																												

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 8.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>As at 15 March 2021, the Board Audit Committee ("BAC") constitutes 3 Independent Non-Executive Directors ("INEDs").</p> <p>Composition of BAC:</p> <p>Chairperson Ms Ong Ai Lin (INED)</p> <p>Members Pn Sharifatu Laila Syed Ali (INED) Mr Donald Joshua Jaganathan (INED)^</p> <p>Note: ^Mr Donald Joshua Jaganathan was appointed to the BAC on 1 October 2020.</p> <p>Retired BAC Member During the year, Datuk Seri Dr Govindan, an INED, was appointed to the BAC on 1 February 2020 and he retired from the BAC on 20 October 2020.</p>

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 8.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>All members of the Board Audit Committee ("BAC") have diverse skill sets, are financially literate and possess the necessary financial background, knowledge and/or experience to review financial and non-financial reporting processes and matters deliberated before the committee.</p> <p>The Chairman of the BAC, Ms Ong Ai Lin, is an Associate of The Institute of Chartered Accountants in England & Wales ("ICAEW") and a member of the Malaysian Institute of Accountants. Ms Ong Ai Lin was also a recipient of the Malaysia Cybersecurity Awards 2018 Lifetime Achievement Award for her lifelong and significant contribution as well as excellent research towards cyber security for critical national infrastructure.</p> <p>All members of the BAC are accorded with the opportunities to attend continuous professional development programmes to keep themselves abreast on the latest developments within the banking and audit realm. The list of training programmes attended by the BAC members are disclosed in Section B of this report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 9.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of a sound system of risk management and internal control to ensure good corporate governance and to safeguard shareholders' investments as well as the Company's and the Group's assets.</p> <p>A Group Risk Management Framework has been established to provide a holistic overview of the risk and control environment of the Group, as well as to set out strategic progression of risk management towards becoming a value creation enterprise. Detailed disclosures on the features, adequacy and effectiveness of this framework are available in the Statement on Risk Management & Internal Control on pages 135 to 144 of the Integrated Report 2020.</p> <p>The Board Risk Committee ("BRC") provides oversight and governance of risks for the Group to ensure that the Group's risk management processes are functional and effective. The BRC also oversees Senior Management's activities in managing risk, ensuring that the risk management process in each of the Group's entities functions in accordance with a risk-return performance management framework. Furthermore, the BRC supports and leads the Senior Management in driving the appropriate Risk Culture and Risk Ownership in the Group. Additional BRC's duties and functions, among others, include the following:</p> <ul style="list-style-type: none">• To provide oversight to ensure that the Group's risk management framework, processes and systems are functioning; commensurate with its nature, scale, complexity of activities and risk appetite.• To deliberate and assess the nature and materiality of risk exposures, potential risks and impact on capital and the Group's sustainability.• To review and approve proposed changes to Delegated Lending (Financing) Authorities/Discretionary Powers/Powers of Attorney, limits for business and operations.• To review and approve changes to policies and frameworks (excluding HR related policies and framework), risk methodologies/models and other significant risk management matters, in line with the approved risk strategy.

	<ul style="list-style-type: none"> To review and approve new/existing products with material variations in product features. 	
Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company’s objectives is mitigated and managed.

Practice 9.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied	
Explanation on application of the practice	:	<p>The components of the Company’s risk management and internal control framework, as well as the framework’s adequacy and effectiveness are scribed in the Statement of Risk Management and Internal Control (“SORMIC”) on pages 135 to 144 of the Integrated Report 2020.</p> <p>The SORMIC also provides the mitigating factors that are put in place by those responsible in managing the risks within RHB Banking Group.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 9.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted														
Explanation on adoption of the practice	:	<p>The Board Risk Committee ("BRC") comprises solely of Independent Directors to oversee the Group's risk management framework and process. The board committee comprises of four Non-Executive Directors ("NEDs") who represent the respective major operating entities within the Group.</p> <p>The BRC met 20 times during the financial year 2020. The composition of the BRC and the attendance of the members at its Committee meetings held in 2020 are as follows:</p> <table border="1"><thead><tr><th>BRC Composition</th><th>Attendance</th></tr></thead><tbody><tr><td>Chairperson</td><td></td></tr><tr><td>Mr Donald Joshua Jaganathan (INED)[^]</td><td>7/7</td></tr><tr><td>Members</td><td></td></tr><tr><td>Ms Ong Ai Lin (INED)</td><td>20/20</td></tr><tr><td>Mr Chin Yoong Kheong (INED)</td><td>20/20</td></tr><tr><td>Mr Lim Cheng Teck (INED)[#]</td><td>15/15</td></tr></tbody></table> <p>Note: [^] Mr Donald Joshua was appointed to the BRC on 1 September 2020 and re-designated as Chairman on 1 October 2020. [#] Mr Lim Cheng Teck was appointed to the BRC on 29 May 2020.</p> <p>Retired BRC Member Tan Sri Saw Choo Boon resigned from the BRC on 29 May 2020 and was replaced by Mr Lim Cheng Teck. He attended 5/5 meetings in 2020 prior to his resignation.</p>	BRC Composition	Attendance	Chairperson		Mr Donald Joshua Jaganathan (INED) [^]	7/7	Members		Ms Ong Ai Lin (INED)	20/20	Mr Chin Yoong Kheong (INED)	20/20	Mr Lim Cheng Teck (INED) [#]	15/15
BRC Composition	Attendance															
Chairperson																
Mr Donald Joshua Jaganathan (INED) [^]	7/7															
Members																
Ms Ong Ai Lin (INED)	20/20															
Mr Chin Yoong Kheong (INED)	20/20															
Mr Lim Cheng Teck (INED) [#]	15/15															

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 10.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group Internal Audit (“GIA”) function operates under an audit charter mandated by the Board of RHB Bank Berhad that defines the purpose, authority and responsibility of the internal audit function. The GIA reports directly to the Board Audit Committee (“BAC”) on all its activities as promulgated by Paragraph 15.27 of Bursa Securities Listing Requirements.</p> <p>The BAC reviewed and approved the GIA’s annual audit plan and the risk assessment methodology as well as reviewed GIA’s staffing requirements and audit activities. The BAC appraised the performance of the Group Chief Internal Auditor (“CIA”) and approved the performance rewards for the Group CIA in accordance with the distribution matrix approved by the Board. The BAC also reviewed the appraisals of senior staff members of GIA.</p> <p>The BAC reviewed and deliberated on the minutes of the Management Audit Committee meetings, the internal audit reports, investigation reports and inspection/examination reports issued by the regulatory authorities.</p> <p>The internal audit function is assessed by an internal independent Quality Assurance Review (“QAR”) team based on the approved QAR plan for the year and is also assessed by an external qualified independent reviewer once every five years to ensure its effectiveness and identify opportunities for continuous improvement.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 10.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>Group Internal Audit (“GIA”) reports directly to the Board Audit Committee (“BAC”) and is independent from business and functional activities it audits. Its objectives, scope of authority and responsibilities are defined in the Internal Audit Charter which is approved by the Board.</p> <p>Based on the annual audit plan approved by the BAC, GIA reviews the adequacy and effectiveness of the Group’s risk management, internal control and governance processes implemented by the Management. Further details of the GIA’s activities and functions are set out in the BAC Report on pages 127 to 131 of the Integrated Report 2020.</p> <p>Audit reports, containing identified issues, audit recommendations and corrective action plans, are reported to the Senior Management and BAC as well as the Board, where necessary. Follow-up on the status of actions taken by Management as per the auditors’ recommendations are carried out via various Management Audit Committees (“MAC”), established at the entity level within the Group. Control issues raised by the external auditors are also tabled to the respective MACs to ensure that all issues are duly addressed by the Management.</p> <p>There were 143 personnel within GIA as at 31 December 2020. The GIA’s personnel are independent of the business operations and activities they audit as well as free from any relationships or conflicts of interest situations.</p> <p>GIA is currently headed by Mr Alex Tan Aun Aun as the Group Chief Internal Auditor. He has more than 25 years of multifaceted experience in the banking business with more than 10 years’ experience in internal auditing. He holds a Bachelor of Commerce (Finance) degree from the University of Toronto and is a member of The Institute of Internal Auditors Malaysia.</p>

	<p>The internal audit function is carried out in line with its Internal Audit Charter and the requirements of the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing ("ISPPA") and Bank Negara Malaysia's Guidelines on Internal Audit Function of Licensed Institutions.</p> <p>For the financial year ended 31 December 2020, the total internal audit cost incurred amounted to RM 27.1 million (2019: RM26.3 million).</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 11.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is committed to maintaining good, transparent and regular communication with all our stakeholders to cultivate positive relationship between all parties. Stakeholders form an important part of RHB's ecosystem, thus the Board along with the management of RHB, continues to enhance the level of disclosures whilst also complying with the legal and regulatory promulgation that govern the Company. In the course of providing timely information to stakeholders, the Board has identified the following groups as the key stakeholders of the Group:</p> <ul style="list-style-type: none">• Shareholders;• Employees;• Customers;• Suppliers;• Business partners;• Regulators/Policy makers; and• Our local Communities. <p>The following are the methods of communication utilised by the Group to communicate with our stakeholders:</p> <p>General Meeting(s)</p> <p>The Board ensures shareholders are able to exercise their rights in attending and participating the Company's Annual General Meeting ("AGM") as well as other meetings as called by the Company or its shareholders. The Board provides the platform for shareholders to raise their concerns or queries and ensures all matters that are raised warrant a response. To ensure shareholders were accorded sufficient time to prepare for the AGM, the Notice of the AGM held in 2020 was provided 30 days in advance to shareholders.</p> <p>Pursuant to the Companies Act 2016, shareholders of RHB Bank Berhad have the right to, among others, the following:</p> <ul style="list-style-type: none">• vote on resolutions at general meetings;• call for general meeting(s);• propose resolutions in the meeting agenda;

- appoint and remove directors;
- approve the fee and benefits for directors; and
- approve the fee or removal of auditors.

Corporate Website (www.rhbgroup.com)

The Group's corporate website provides relevant information (including information on dividend, capital & debt instruments, credit rating, announcements released to media and Bursa Malaysia website, integrated/annual reports, financial reports, corporate structure, corporate governance report, notice of general meetings and minutes of general meetings on RHB Bank and its main operating subsidiaries which are publicly accessible. Whilst the corporate website mainly acts as a customer touch point and an important platform to promote the Group's branding and image, our intranet, on the other hand, is an essential internal communication channel for staff and a landing platform for knowledge repository within the Group.

Analyst Briefings

The Group Managing Director and the Group Chief Financial Officer are the official spokespersons of the Group. They hold quarterly briefing with industry analysts on the Group's performance after the respective announcement to Bursa is completed. The briefing is conducted to facilitate timely release of information towards the investment community and other stakeholders of RHB Bank Berhad.

Previous analyst briefings can be viewed on the corporate website @ <https://www.rhbgroup.com/malaysia/investor-relations/financial-reports/quarterly-financial-statements/2020>.

Media Briefings/Press Releases

Media briefings are conducted by the official spokesperson(s) of the Company. The briefings are often conducted to update stakeholders on the latest promotion and partnerships undertaken by RHB. Press releases are made via print and virtual media on all significant business activities and developments to ensure the investing community is edified of the Group's various business ventures and performance. Information on media released and press conferences conducted for the year can be found at <https://www.rhbgroup.com/malaysia/investor-relations/corporate-announcements/financial-releases/2020>.

Timely Disclosures via Bursa Announcement LINK

In order to facilitate a structured and effective communication platform, a Group Corporate Communications Operations Manual has been established to guide all staff of RHB with regards to its corporate disclosures towards the Bank's stakeholders.

The Company also has a Group Secretariat Manual that provides guidance on the relevant means of disclosures via submissions to be made through the Bursa LINK as well as to other relevant regulatory bodies in a timely and accurate manner.

Quarterly Reporting

Timely announcements are made in line with the Listing Requirements on RHB's financial performance on a quarterly basis via the Bursa announcement LINK and RHB's Corporate Website. RHB's announcement on quarterly reporting can be found under the Investor Relations tab at <https://www.rhbgroup.com/malaysia/investor-relations/corporate-announcements/financial-releases/2020>.

Declaration of Dividend

RHB Bank's dividends are usually declared twice in a year, namely for the interim dividend and the final dividend. Currently the Bank has a dividend policy with a minimum dividend pay-out ratio of 30% of the net profit.

The Group pays a sustainable dividend to its shareholders over time while maintaining prudent capital levels in view of forthcoming regulatory changes as well as meeting the expectations of investors and other stakeholders. The Group's dividend pay-out also takes into consideration the long-term growth prospect of the businesses.

In line with the above, the Board is proposing a final cash dividend of **7.65 sen** per share for the financial year ended 31 December 2020. Together with the interim cash dividend of **10.0 sen** per share paid on 9 February 2021, the total dividend pay-out for financial year ended 2020 will be **17.65 sen** per share, translating into a pay-out ratio of **34.8%**, as follows:

Table: 5-Year Dividend Payout Trend

Financial Year End	2020	2019	2018	2017	2016
Dividend Per Share (sen)	17.65	31.00	20.50	15.00	12.00
Dividend Pay-out Ratio (%)	34.8	50.1	35.7	30.8	28.6
Total Net Dividend Declared (RM 'million)	1,142.8	1243.1	822.1	601.5	481.2

Compliance with Financial Reporting Standards

The Board ensures that shareholders are provided with a clear, balanced and meaningful assessment of the Company's and the Group's financial performance, position and future prospects through the Annual Audited Financial Statements, quarterly reports and corporate announcements on significant events affecting the Company in accordance with the Bursa Malaysia's Main Market Listing

	<p>Requirements and in compliance with relevant Financial Reporting Standards.</p> <p>Reporting on RHB’s Sustainability Development, Activities and Performance</p> <p>The Board plays an integral role in determining RHB Banking Group’s strategic direction and regards sustainability as a key component of the Group’s business and operations. Sustainability matters have been included as part of a recurring Board agenda with the Group Managing Director and Senior Management directly overseeing the Group’s practices, decision making and performance in relation to Environmental, Economic, Social and Governance matters.</p> <p>Additional information on RHB’s Sustainability related activities can be found in our Sustainability Report 2020.</p> <p>Update on latest products and offerings</p> <p>RHB ensures its stakeholders are kept up-to-date with its latest financial products offering by disclosing the latest products on its corporate website.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 11.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	The Company has published its 2 nd Integrated Report 2020 for its annual corporate reporting succeeding its inaugural Integrated Report 2019 produced in the previous year based on the International Integrated Reporting Council ("IIRC")'s <IR> Framework.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board views the Annual General Meeting (“AGM”) as a significant event that has far reaching implications towards the Group and its stakeholders. As such, clear and timely communication with its shareholders is essential to ensure smooth proceedings.</p> <p>Shareholders are elucidated on the proceedings of the day via the issuance of the Notice of AGM (“the Notice”), accompanied by the issuance of the Integrated Report, Financial Report and Corporate Governance Report, at least 28 days before the said meeting. The Notice ensures information on resolutions being tabled are clear and encapsulates necessary information for shareholders to make a clear decision on their voting.</p> <p>A typical RHB Bank Berhad’s Notice of AGM would include the following key information on resolutions to be approved by the shareholders:</p> <ul style="list-style-type: none">• Information on the venue, date and time of the AGM;• Voting rights and procedures;• Re-election and re-appointment of Directors;• Appointment/re-appointment of auditors;• Material mergers, acquisitions and divestments exercises (only Extraordinary General Meetings); and• Dividend payments. <p>The notice of AGM for the last meeting held in 2020 was provided well in advance by 30 days to shareholders. The announcement as well as the notice were distributed to the shareholders on 29 April 2020 while the AGM was held on 29 May 2020.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	<p>The Annual General Meeting (“AGM”) and Extraordinary General Meeting (“EGM”) are key platforms available to shareholders to enable them to voice and convey their concerns and queries to the Board and senior management.</p> <p>The Company’s last AGM was attended by all Board members including the Chairpersons of the respective Board Committees. The details of the Board attendance are available in the Minutes of the 54th AGM published on the Company’s corporate website in line with paragraph 9.21(2) of Bursa Securities Main Market Listing Requirements.</p> <p>The need for all Board members to be present during the AGM is also codified in the Company’s Board Charter. Besides having all Board members present, the Board also requires the external auditors to be present at the AGM to respond to the shareholders’ enquiries on the conduct of the audit and the preparation and content of the auditors’ reports. Additionally, the Group Managing Director shares with the floor RHB Bank’s responses to questions submitted in advance of the AGM by the Minority Shareholders Watch Group.</p> <p>The last AGM held in 2020 was chaired by Tan Sri Azlan Zainol, the former Chairman of the Board, whilst Boardroom Share Registrars Sdn Bhd was present as Poll Administrator to conduct the polling process and Messrs KPMG PLT was appointed as the independent scrutineer to verify the poll results.</p> <p>The Board attended to all queries posed by the shareholders during the AGM. A record of proceedings of this AGM can be found at:</p> <ul style="list-style-type: none">• https://www.rhbgroup.com/files/investor-relations/overview/54th_AGM_Minutes.pdf• https://www.youtube.com/watch?v=tnO-gLRnMCA
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 12.3

Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate–

- including voting in absentia; and
- remote shareholders' participation at General Meetings.

Application	:	Applied
Explanation on application of the practice	:	<p>The Fifty-Fourth Annual General Meeting (“AGM”) of RHB Bank Berhad was conducted virtually on 29 April 2020, as the entire proceeding was broadcasted live and shareholders were allowed to participate remotely and vote in absentia. The broadcast venue was in RHB Bank Berhad’s corporate headquarters in compliance with the Standard Operational Procedures in-place in view of the enforcement of the Conditional Movement Control Order (CMCO) during the Covid-19 pandemic.</p> <p>The Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Directors' and Auditors' Reports thereon were received and duly tabled at the 54th AGM under Agenda 1.</p> <p>At the 54th AGM, resolutions 1 to 10 were voted on a poll via Remote Participation and Voting (RPV) facilities at the Virtual Meeting Portal in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad’s Main Market Listing Requirements. The detailed poll results were verified by the Independent Scrutineer, Messrs KPMG PLT.</p> <p>A total of 902 Members (comprising shareholders, proxies and corporate representatives) for a total of 3,410,561,412 shares representing approximately 85.05% of the total shareholdings have registered for the Company’s 54th AGM (“the Meeting”) through Remote Participation and Voting (“RPV”) facilities as per the Attendance Record.</p> <p>This represents an increase of 7% shareholders’ participation in the first ever virtual AGM from the previous physical AGM.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

In line with the disclosure requirements per **Bank Negara Malaysia (“BNM”) Policy on Corporate Governance (“Policy”)** issued on 3 August 2016, RHB Bank Berhad (“the Company”) has disclosed its corporate governance (CG) practices in the following disclosure documents:

- Integrated Report (“IR”);
- Financial Report (“FR”);
- Corporate Governance Report (“CG Report”);
- Sustainability Report (“SR”); and
- RHB Banking Group’s corporate website (www.rhbgroup.com).

For easy reference, below is the cross-reference of the Company’s disclosures made pursuant to Appendix 4 of the Bank Negara Malaysia (“BNM”) Policy on Corporate Governance:

Board of Directors

Composition

In relation to CG disclosures per **Appendix 4** of the BNM Policy, disclosure on the composition of RHB Bank Berhad’s Board of Directors includes the following:

Name and designation of each director

The disclosure is made on page 96 to 100 of the Integrated Report 2020 as well as on the RHB Group’s corporate website at www.rhbgroup.com.

Key personal details and background of directors

The disclosure is made on page 96 to 100 of the Integrated Report 2020 as well as on the RHB Group’s corporate website at www.rhbgroup.com.

Chairman and members of each board committee

The disclosure on the main Board Committees is made in the following sections:

Committee	Reference Document	Page/Section
Board Audit Committee	Integrated Report 2020	Page 98 – 100 & 127
	CG Report 2020	Practice 8.4
Board Nominating & Remuneration Committee	Integrated Report 2020	Page 97 - 100
	CG Report 2020	Practice 6.2
Board Risk Committee	Integrated Report 2020	Page 98 - 100
	CG Report 2020	Step-up 9.3

Disclosure on the remaining Board-level Committees shared within RHB Banking Group are made as follows:

Board Credit Committee (“BCC”)

Membership

Dato’ Abd Rahman bin Dato’ Md Khalid (Chairman)

Independent Non-Executive Director

Tan Sri Ong Leong Huat

Non-Independent Non-Executive Director

Mr Lim Cheng Teck

Independent Non-Executive Director

Responsibility

The BCC is responsible to affirm, veto or include additional conditions on all types of credit applications (including understock/futures broking) and all types of underwriting applications for amounts above the defined thresholds of the Group Credit Committee (“GCC”) and the Group Investment & Underwriting Committee (“GIUC”), both which reside at the management level.

Investment Committee (Insurance)

Membership

Shaifubahrim Bin Mohd Saleh (Chairman)

Independent Non-Executive Director

Wong Pek Yee

Independent Non-Executive Director

Dato’ Darawati Hussain

Independent Non-Executive Director

Responsibility

The Investment Committee mainly oversees the investment aspects of RHB Insurance Berhad.

Investment Committee (RHB Asset Management Sdn Bhd and RHB Islamic International Asset Management Berhad)

Membership

Yap Chee Meng (Chairman)

Independent Non-Executive Director

Dato’ Darawati Hussain

Independent Non-Executive Director

Sharifatu Laila Syed Ali

Independent Non-Executive Director

Responsibility

The Investment Committee mainly oversees the investment aspects of RHB Asset Management Sdn. Bhd. and RHB Islamic International Asset Management Berhad.

Shariah Committee (“SC”)

Membership

Dr Ahmad Basri Ibrahim (Chairman)
Mohd Fadhly Md Yusoff
Dr Kamaruzaman Noordin
Wan Abdul Rahim Kamil Wan Mohamed Ali
Shabnam Mohamad Mokhtar

Responsibility

The SC is responsible to provide advice on all Shariah matters to ensure business operations comply with Shariah Principles, where applicable. The Committee consults BNM’s Shariah Advisory Council (“SAC”) on any Shariah matters which have not been resolved or endorsed by the SAC. The SC also has an oversight role on Shariah matters related to the institution’s business operations and activities.

Islamic Risk Management Committee (“IRMC”)

Membership

Dato’ Abd Rahman Dato’ Md Khalid (Chairman)
Independent Non-Executive Director
Dato’ Foong Chee Meng
Independent Non-Executive Director
Ms Ong Ai Lin
Independent Non-Executive Director

Responsibility

The IRMC provides risk oversight and guidance to ensure that the management of risk exposures in RHB Islamic Bank are aligned to the principles of Islamic Banking as guided by the relevant regulatory authority, as well as to ensure that core risk policies are consistent with the Group’s Shariah Governance framework. The IRMC also oversees the execution of risk policies and related decisions by RHB Islamic Bank’s Board, and provides oversight for major risk categories which are unique to Islamic finance. These include displaced commercial risk, withdrawal risk, rate of return risk, fiduciary risk and Shariah non-compliance risk.

Meeting attendance of Directors

The detailed information on the meeting attendance for Board and Board Committees can be referred on pages 114 - 115 of the Integrated Report 2020.

Movement of directorship in RHB Bank Berhad during the past financial year

During FY2020, the Board underwent changes as part of its long-term succession planning. The following directors were appointed / retired from the Board:

- Tan Sri Saw Choo Boon (NINED) and Abdul Aziz Peru Mohamed (INED) **retired** from the Board on 29 May 2020.
- Mr Donald Joshua Jaganathan (INED) was **appointed** to the Board on 17 August 2020.
- Datuk Iain John Lo (INED) was **appointed** to the Board on 15 September 2020.
- Dato' Mohamad Nasir Ab Latif (NINED) was **appointed** to the Board on 16 March 2020.
- Datuk Seri Dr Govindan Kunchambo (INED) **retired** from the Board on 20 October 2020.
- Tan Sri Ahmad Badri Mohd Zahir (NINED) was **appointed** to the Board as a Non-Independent Non-Executive Director / Deputy Chairman on 16 November 2020.

On 28 February 2021, the Company's then Chairman, Tan Sri Azlan Zainol retired from the Board paving the way for new leadership with the elevation of Tan Sri Ahmad Badri to the new role as Chairman.

Board Training and Development

Induction Programme

The Board has established Standard Procedures on Directors' In-House Orientation and Continuous Education Programme for all Directors within the RHB Banking Group. New Directors appointed to the Group are required to attend and complete the induction programme immediately upon their appointment. Besides the induction programme, directors are also encouraged to continue their professional development by attending training and development programmes to equip themselves in their capacity as a Director.

In FY2020, the following directors underwent the induction programme:

- Mr Lim Cheng Teck
- Mr Donald Joshua Jaganathan
- Datuk Iain John Lo
- Dato' Mohamad Nasir Ab Latif
- Tan Sri Ahmad Badri Mohd Zahir
- Datuk Seri Dr Govindan Kunchambo

This is done to ensure Directors are accorded with a better understanding of the nature of business, corporate strategy, risks of the business, financial overview, risk management strategy, legal requirements, duties, responsibilities and rights from the legal viewpoint, moral and ethical obligations as well as good corporate governance in the ever-changing economic climate, on an ongoing basis in assuring them to duly perform their duties and address issues that may arise therefrom.

Directors' Continuous Development

The Board emphasises the importance of continuing education and training for its Directors to ensure they keep up with the latest developments in the areas related to their duties. A budget for Directors' training is provided each year by RHB Bank. The Board, as part of the Board Effectiveness Evaluation ("BEE") exercise, assesses the training needs of each Director annually. The training and development of Directors are detailed in the Group's Standard Procedures on Directors' In-house Orientation and Continuing Education Programme for the RHB Banking Group.

The Non-Executive Directors ("NED") of the Company and the Group are encouraged to attend local and/or overseas training programmes organised by credible training organisations including the Board High Performance Programme. This latter programme is intended to equip the Directors with the necessary knowledge and tools to effectively discharge their duties and responsibilities as well as provide the Directors with global business perspectives and skills that engender organisational excellence.

The Company Secretaries facilitate the organisation of internal training programmes and Directors' attendance of external training programmes, and keep a complete record of the training conducted and attended by the Directors. The training needs of the Directors are assessed on a yearly basis by the BNRC to ensure the directors are accorded the appropriate training required.

During 2020, the Directors of RHB Bank Berhad attended the following training

Name	Programme title	Scope
Group Managing Director		
Dato' Khairussaleh Ramli	In-House Training Programme on Integrated Thinking & Value Creation Awareness <i>(10 February 2020)</i>	<ul style="list-style-type: none"> Awareness on Integrated Thinking & Value Creation Gap Analysis + Bridge the Gap Workshop Implementation Roadmap & Conclusion
	Enlightenment on the Shariah Resolutions Issued by Shariah Advisory Council of BNM 2020 <i>(11 August 2020)</i>	<ul style="list-style-type: none"> High level insights from Shariah perspective in relations to Shariah resolutions issued by SAC BNM 2020 on e-money as payment instrument, the execution of Tawarruq via Straight-Through Processing and the structure of Rahn product based on Tawarruq.
	AML/CFT Training for Board of Directors and Senior Management <i>(09 September 2020)</i>	<ul style="list-style-type: none"> The global versus Asian regulatory landscape - what are Asian banks focused on in terms of evolution, systems and core compliance risks The influence of Fintech / digitization of financial services on compliance and regulatory agenda, the growth of Fintech and Regtech. AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries. Drivers and trends in AML/CFT, including challenges with KYC/eKYC, Trade Based Money Laundering, and Artificial Intelligence, Machine Learning FATF guidance in respect of COVID-19
	Recovery & Resolution Plan by PwC <i>(1 December 2020)</i>	<ul style="list-style-type: none"> Share key concepts of Recovery and Resolution Planning. Global and regional developments of RRP. Current developments of RRP in Malaysia. Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft

		<p>Guidelines on Resolution Planning for Deposit-Taking Members.</p> <ul style="list-style-type: none"> • Interlink between Recovery Planning components with risk appetite and risk management framework.
Non-Executive Non-Independent Directors		
Dato' Mohamad Nasir Ab Latif	<p>COVID-19: Recovery and resilience - Governance and Risk – An Uncertain World A webinar series by PWC Malaysia <i>(30 April 2020)</i></p>	<ul style="list-style-type: none"> • What organisations should consider doing to mitigate concerns regarding the impact of COVID-19?
	<p>COVID-19 Impact on Financial Reporting – PWC Malaysia <i>(5 May 2020)</i></p>	<ul style="list-style-type: none"> • What are the key areas management should be focusing on, in assessing how their first quarter reporting has been impacted?
	<p>The New Normal, Impact of COVID-19 on Oil and Gas and Future of Renewable Energy - Ernst and Young <i>(8 June 2020)</i></p>	<ul style="list-style-type: none"> • Impact of the COVID-19 Pandemic on the Oil & Gas Industry.
	<p>FIDE Core Program Module A <i>(29 June 2020 – 02 July 2020)</i> <i>(06 July 2020 – 09 July 2020)</i></p>	<ul style="list-style-type: none"> • A clear understanding of the role of the board and the fiduciary responsibilities of individual directors to all stakeholders. • Boards' understanding of principles of sound governance, and to translate this into practice; lessons from within best-in-class organisations, and how they inculcate values throughout the organisation and promote organisational values and effectiveness. • Directors with tools and strategies that can be applied to build a dynamic and sustainable management team. • The principal responsibility of the board for promoting a strong risk control culture and sound ethical standards throughout the organisation. • A heightened awareness of the changing dimensions of risk. • Plausible and extreme stress scenarios and how boards can ensure the organisation's ability to withstand shocks. • The link between risk and capital management, exploring what capital adequacy really means. • Board oversight role in risk management and the adoption of key risks and organisational structures for managing risk.
	<p>Briefing on 'Commodity Murabahah via Tawarruq' <i>(20 July 2020)</i></p>	<ul style="list-style-type: none"> • Commodity Murabahah via Tawarruq Arrangement • Requirements to ensure Shariah compliance • Shariah Concept: Dual Agency • List of Approved Commodity Trading Partners • Commodity Trading Process • Product List: Commodity Murabahah-based Products • RHB Incidents Related to Tawarruq
<p>Enlightenment on the Shariah Resolutions Issued by Shariah Advisory Council of BNM 2020 <i>(11 August 2020)</i></p>	<ul style="list-style-type: none"> • High level insights from Shariah perspective in relations to Shariah resolutions issued by SAC BNM 2020 on e-money as payment instrument, the execution of Tawarruq via Straight-Through Processing and the structure of Rahn product based on Tawarruq. 	

<p>Climate Action: The Board's Leadership in Greening the Financial Sector – FIDE Forum <i>(2 November 2020)</i></p>	<ul style="list-style-type: none"> • Overview of climate science, practical implications of climate change risk for financial institutions (FIs) and why it should be incorporated into FIs' strategy, risk management and reporting • What a "net zero" climate approach means to FIs • How different FIs globally have managed this issue and measured their success • Lessons learnt from different FIs' experience on what worked and what did not work • Key metrics for FIs to consider adopting, including whose responsibility should it be in an FI to drive, implement and track this area • The role of the Boards of FIs to drive this strategy/agenda and the key conversations that Boards should have with their CEOs in this regard.
<p>AML/CFT Training for Board of Directors and Senior Management <i>(09 September 2020)</i></p>	<ul style="list-style-type: none"> • The global versus Asian regulatory landscape - what are Asian banks focused on in terms of evolution, systems and core compliance risks • The influence of Fintech / digitization of financial services on compliance and regulatory agenda, the growth of Fintech and Regtech. • AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries. • Drivers and trends in AML/CFT, including challenges with KYC/eKYC, Trade Based Money Laundering, and Artificial Intelligence, Machine Learning • FATF guidance in respect of COVID-19.
<p>Finance for Board of Directors Programme (IF4BOD) - ISRA <i>(4 & 5 November 2020)</i></p>	<ul style="list-style-type: none"> • Enhance Director's appreciation on the dynamics of Shariah principles in shaping different offerings of Islamic banking business • Equip Directors with practical understanding on the value propositions of Islamic finance and its specificities vis-à-vis conventional banking with the aim of enhancing business potential • Provide Directors with diverse perspectives from within and beyond the Islamic banking community on contemporary issues in the industry.
<p>Anti-Money Laundering/Counter Financing of Terrorism – Banking Sector - Iclif Executive Education Center <i>(9 November 2020)</i></p>	<ul style="list-style-type: none"> • Legal Requirements as per the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 (AMLA Act) • Provisions of BNM Guideline on “Anti-Money Laundering and Counter Financing of Terrorism - Banking and Deposit-Taking Institutions (Sector 1)”.
<p>Malaysia Budget 2021 Review by Deloitte <i>(20 November 2020)</i></p>	<ul style="list-style-type: none"> • Personal Tax • Corporate Tax Charges • Tax Incentives • Administrative Matters • Transfer pricing • Industry Tax Issues
<p>Anti-Corruption Awareness <i>(23 November 2020)</i></p>	<ul style="list-style-type: none"> • Update on Laws governing bribery & corruption.
<p>Recovery & Resolution Plan by PwC <i>(1 December 2020)</i></p>	<ul style="list-style-type: none"> • Share key concepts of Recovery and Resolution Planning. • Global and regional developments of RRP. • Current developments of RRP in Malaysia.

		<ul style="list-style-type: none"> • Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft Guidelines on Resolution Planning for Deposit-Taking Members. • Interlinkages between Recovery Planning components with risk appetite and risk management framework.
	E-learning: Anti-Bribery & Corruption for BOD <i>(30 December 2020)</i>	<ul style="list-style-type: none"> • This e-learning module covers, among others, RHB Group's 'ABC Policy', 'Corporate Liability under Section 17A' and 'the primary offences' under the Malaysian Anti-Corruption Commission Act 2009.
Tan Sri Ong Leong Huat @ Wong Joo Hwa	In-House Training Programme on Integrated Thinking & Value Creation Awareness <i>(10 February 2020)</i>	<ul style="list-style-type: none"> • Awareness on Integrated Thinking & Value Creation • Gap Analysis + Bridge the Gap Workshop • Implementation Roadmap & Conclusion
	Strategizing Equity Portfolio for 2020 <i>(15 February 2020)</i>	<ul style="list-style-type: none"> • Revisiting portfolios for the year 2020.
	FIDE FORUM Invitation: Dialogue on Digital Banking: Why Does It Matter with Harjeet Baura <i>(18 March 2020)</i>	<ul style="list-style-type: none"> • Hong Kong Financial Services Consulting Leader, PwC Hong Kong • Virtual banks changing the industry dynamics • Key considerations in deciding whether to participate in the digital banking licensing scheme • Incumbent financial institutions speed up digitalisation to stay ahead of the curve
	Orderly and Fair Market <i>(10 June 2020)</i>	<ul style="list-style-type: none"> • Conduct of market activities in-line with regulatory requirement and good governance
	Anti-Money Laundering (Part 1) <i>(11 June 2020)</i>	<ul style="list-style-type: none"> • AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries
	Invest Malaysia 2020 <i>(07 July 2020)</i>	<ul style="list-style-type: none"> • Promoting the Malaysia capital market as the leading ESG-driven investment
	Enlightenment on the Shariah Resolutions Issued by Shariah Advisory Council of BNM 2020 <i>(11 August 2020)</i>	<ul style="list-style-type: none"> • High level insights from Shariah perspective in relations to Shariah resolutions issued by SAC BNM 2020 on e-money as payment instrument, the execution of Tawarruq via Straight-Through Processing and the structure of Rahn product based on Tawarruq.
	AML/CFT Training for Board of Directors and Senior Management <i>(9 September 2020)</i>	<ul style="list-style-type: none"> • Global versus Asian regulatory landscape - what are Asian banks focused on in terms of evolution, systems and core compliance risks • Influence of Fintech / digitization of financial services on compliance and regulatory agenda, the growth of Fintech and Regtech. • AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries. • Drivers and trends in AML/CFT, including challenges with KYC/eKYC, Trade Based Money Laundering, and Artificial Intelligence, Machine Learning • FATF guidance in respect of COVID-19
	Finance for Board of Directors Programme (IF4BOD) <i>(4 & 5 November 2020)</i>	<ul style="list-style-type: none"> • Enhance Director's appreciation on the dynamics of Shariah principles in shaping different offerings of Islamic banking business • Equip Directors with practical understanding on the value propositions of Islamic finance and its

		<p>specificities vis-à-vis conventional banking with the aim of enhancing business potential</p> <ul style="list-style-type: none"> • Provide Directors with diverse perspectives from within and beyond the Islamic banking community on contemporary issues in the industry
Independent Non-Executive Directors		
Tan Sri Dr Rebecca Fatima Sta Maria	<p>NCAPEC Annual Executive Roundtable: Strategies and Objectives for APEC Malaysia 2020, San Diego, USA - Speaker <i>(10 January 2020)</i></p>	<ul style="list-style-type: none"> • The National Center for APEC's (NCAPEC) brings together senior government and industry representatives from APEC economies for discussions on top trade and economic issues affecting the region.
	<p>Asia Business Trade Association Talk "Trade 2020: Dealing with Trade Disruption" – Speaker <i>(20 January 2020)</i></p>	<ul style="list-style-type: none"> • How to deal with trade disruption in 2020.
	<p>Luncheon speech to the MRP (Malaysia Regional Programme), Kuala Lumpur, Malaysia. – Speaker <i>(23 January 2020)</i></p>	<ul style="list-style-type: none"> • How Malaysia is hosting APEC meetings aimed at reducing tariffs and trade barriers until November 2020.
	<p>World Development Report on 'Trading for Development in the Age of Global Value Chains', World Bank KL - Panelist <i>(30 January 2020)</i></p>	<ul style="list-style-type: none"> • Age of Global Value Chains examined whether there is still a path to development through GVCs and trade
	<p>US-ASEAN Business Council "APEC in Malaysia" (Virtual) - speaker <i>(18 March 2020)</i></p>	<ul style="list-style-type: none"> • Impact of APEC in Malaysia
	<p>Future of Trade and Globalisation in Asia and in the Age of CoVid-19, Lee Kuan Yew School of Public Policy, National University of Singapore - Panellist <i>(6 May 2020)</i></p>	<ul style="list-style-type: none"> • Future of Trade and Globalisation in Asia and the impact of COVID-19.
	<p>"Building Security in an Unsecure World," Asia School of Business with ICLIF <i>(8 May 2020)</i></p>	<ul style="list-style-type: none"> • Disruption caused by COVID-19
	<p>"Statutory Rescue: Whether Introducing a COVID-19 Act can Save the Economy?" Asian International Arbitration Centre <i>(8 May 2020)</i></p>	<ul style="list-style-type: none"> • How legislative action could spur growth in the midst of COVID-19 pandemic.
	<p>CIL e-conference on COVID-19 - Speaker <i>(13 May 2020)</i></p>	<ul style="list-style-type: none"> • Global impact of COVID-19
<p>AdvaMed: Webinar Session: COVID-19 & Business Ethics for APEC SMEs Initiative, Medical Technology Associations - Speaker <i>(21 May 2020)</i></p>	<ul style="list-style-type: none"> • Maintaining strong business ethics in the midst of a challenging pandemic. 	
<p>Webinar on Capturing Economic Upturn Post-CoVid</p>	<ul style="list-style-type: none"> • Recovery post COVID-19 	

19, EU-ASEAN Business Council - Panellist <i>(1 June 2020)</i>	
Singapore Management University Industry Leaders Dialogue: "Leadership in a time of crisis" <i>(9 June 2020)</i>	<ul style="list-style-type: none"> • Navigating through difficult times by having strong leadership.
E-Learning: Information Security Awareness <i>(17 June 2020)</i>	<ul style="list-style-type: none"> • Enhance Board members' awareness on cyber and information security so as to enable effective discharge of their oversight role as well as to comply with the requirements set out by the regulators.
World Economic Forum: Operationalizing Economic Stimulus Packages in ASEAN <i>(17 June 2020)</i>	<ul style="list-style-type: none"> • Economists and trade experts discussed in-depth the impact of the fiscal and monetary policies adopted to fight the economic fall-out of the COVID-19 pandemic
First MSGA Women Network Webinar: Breaking the Glass Ceiling - Challenges of A Female Leader <i>(20 Jun 2020)</i>	<ul style="list-style-type: none"> • Discussed challenges faced by female leaders
Responding to COVID-19's Impact on Women's Empowerment. National Centre for APEC, USA - Panellist <i>(25 June 2020)</i>	<ul style="list-style-type: none"> • impact of the pandemic on women, recognizing the limitations of what is known at this time
SMU Industry Leaders Virtual Dialogues <i>(26 June 2020)</i>	<ul style="list-style-type: none"> • Sharing of views by industry leaders
Influential Impact Webinar- Supply Chain Management, SMU, Singapore <i>(7 July 2020)</i>	<ul style="list-style-type: none"> • Supply chain management
WEF - Regional Action Group for Asia-Pacific on Strengthening ASEAN's Digital Economy for an Inclusive and Sustainable Recovery <i>(17 July 2020)</i>	<ul style="list-style-type: none"> • Strengthening of ASEAN Digital Economy • Sustainable economic recovery
Fireside Chat: AmCham Singapore - Speaker <i>(28 July 2020)</i>	<ul style="list-style-type: none"> • Discussion of economics and COVID-19 Pandemic
The End of Certainty: Australia and the rise of Xi's China, Prof John Blaxland, Australia National University <i>(28 July 2020)</i>	<ul style="list-style-type: none"> • Emerging economies • Economic development of China
A Special Presentation of 'Banking on Governance, Insuring Sustainability' <i>(4 August 2020)</i>	<ul style="list-style-type: none"> • Unveil research findings on corporate governance, remuneration and risk management practices of 50 of the largest banks as well as 50 of the largest insurance companies from 15 different countries in the Asia Pacific region. It will also highlight how these companies are responding to new and emerging challenges relating to corporate culture, technical disruption, cybersecurity, environmental, social and governance issues, and responsible lending and investing.

<p>Enlightenment on the Shariah Resolutions Issued by Shariah Advisory Council of BNM 2020 <i>(11 August 2020)</i></p>	<ul style="list-style-type: none"> The financial product range has now expanded into an extensive spectrum. Thus, the dynamism of Shariah has been an important driving force in contributing to the accelerated pace of innovation in Islamic finance. In commensurate to that, this session would like to share some high level insights from Shariah perspective in relations to Shariah resolutions issued by SAC BNM 2020 on e-money as payment instrument, the execution of Tawarruq via Straight-Through Processing and the structure of Rahn product based on Tawarruq.
<p>The Economic Outlook for Trade, The Economist - Panellist <i>(12 August 2020)</i></p>	<ul style="list-style-type: none"> Economic Outlook for Trade
<p>Globalisation Revisited: Trade, investment and value chains in Asia Pacific, KPMG - Panellist <i>(19 August 2020)</i></p>	<ul style="list-style-type: none"> Changes in trade and investments New updates on trade policy
<p>Webinar - Menerajui Perpaduan Melalui Rukun Negara, Ministry of National Unity <i>(26 August 2020)</i></p>	<ul style="list-style-type: none"> Discussion on National Unity
<p>11th ASEAN Connectivity Symposium, ASEAN Secretariat, Indonesia, <i>(27 August 2020)</i></p>	<ul style="list-style-type: none"> ASEAN symposium
<p>Virtual Australia's online APEC interview series on Supporting Women's Access to Global Markets, The Australian APEC Study Centre at RMIT University <i>(1 September 2020)</i></p>	<ul style="list-style-type: none"> Increasing women participation in global markets
<p>BNM-FIDE FORUM Annual Dialogue with Governor of Bank Negara Malaysia <i>(03 September 2020)</i></p>	<ul style="list-style-type: none"> Substantive matters that concern the boards of financial institutions (FIs) Impact of COVID-19 and other emerging trends on FIs and financial stability
<p>Virtual fireside chat: "Regional trade policy in an era of deglobalization" organized by BNP Paribas <i>(16 September 2020)</i></p>	<ul style="list-style-type: none"> Discussion on trade policies
<p>CPTPP Roundtable Discussion by the Australian High Commission, Australian High Commission, Malaysia - Participant <i>(18 September 2020)</i></p>	<ul style="list-style-type: none"> Roundtable Comprehensive and Progressive Trans-Pacific Partnership (CPTPP)
<p>NZ Workshop: APEC Behind the Scenes: Engaging in a Host Year, APEC New Zealand Team - Speaker <i>(24 September 2020)</i></p>	<ul style="list-style-type: none"> APEC engagement session
<p>US-ASEAN 2020 Senior Executives Business Mission virtual meeting, US-ASEAN Business Council - Speaker <i>(5 October 2020)</i></p>	<ul style="list-style-type: none"> Discussion on US – ASEAN business development

<p>Webinar series: APEC Action Plan on Investment Facilitation and the lessons learned from its implementation, German Development Institute - Speaker <i>(5 October 2020)</i></p>	<ul style="list-style-type: none"> • APEC Action plan discussion
<p>APEC NZ speaker series, APEC New Zealand Team - Speaker <i>(8 October 2020)</i></p>	<ul style="list-style-type: none"> • APEC
<p>2020 APEC Business Ethics for SMEs Virtual Forum, Advanced Medical Technology Association (AdvaMed) - Speaker <i>(13 October 2020)</i></p>	<ul style="list-style-type: none"> • Business ethics for SMEs
<p>The 35th Pacific Economic Community Seminar, Chinese Taipei Pacific Economic Cooperation Committee (CTPECC) - Speaker <i>(27 October 2020)</i></p>	<ul style="list-style-type: none"> • Impact of CTPECC
<p>EuroCham Thought Leadership Seminar on Regional FTAs, European Chamber of Commerce (Singapore) - Speaker <i>(29 October 2020)</i></p>	<ul style="list-style-type: none"> • Leadership in regional landscapes
<p>"Climate Action: The Board's Leadership in Greening the Financial Sector" <i>(2 November 2020)</i></p>	<ul style="list-style-type: none"> • Overview of climate science, practical implications of climate change risk for financial institutions (FIs) and why it should be incorporated into FIs' strategy, risk management and reporting • What a "net zero" climate approach means to FIs • How different FIs globally have managed this issue and measured their success • Lessons learnt from different FIs' experience on what worked and what did not work • Key metrics for FIs to consider adopting, including whose responsibility should it be in an FI to drive, implement and track this area • The role of the Boards of FIs to drive this strategy/agenda and the key conversations that Boards should have with their CEOs in this regard
<p>Travel Reimagined: an APEC and Airbnb Tourism Forum, speaker <i>(6 November 2020)</i></p>	<ul style="list-style-type: none"> • APEC and tourism industry
<p>Recovery & Resolution Plan by PwC <i>(1 December 2020)</i></p>	<ul style="list-style-type: none"> • Share key concepts of Recovery and Resolution Planning. • Global and regional developments of RRP. • Current developments of RRP in Malaysia. • Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft Guidelines on Resolution Planning for Deposit-Taking Members. • Interlinkages between Recovery Planning components with risk appetite and risk management framework.
<p>13th ASEAN-Australia-New Zealand (AANZ) Dialogue</p>	<ul style="list-style-type: none"> • AANZ dialogue on business developments and environment.

	<i>(7 December 2020)</i>	
	APEC Workshop on Harnessing Fintech skills of Women-led MSMEs for Promoting Inclusive Growth Against COVID-19 - Speaker <i>(8 December 2020)</i>	<ul style="list-style-type: none"> Promoting inclusive growth
	ISEAS year-end Seminar - Speaker <i>(14 December 2020)</i>	<ul style="list-style-type: none"> Awareness on safety
	E-learning: Anti-Bribery & Corruption for BOD	<ul style="list-style-type: none"> This e-learning module covers, among others, RHB Group's 'ABC Policy', 'Corporate Liability under Section 17A' and 'the primary offences' under the Malaysian Anti-Corruption Commission Act 2009.
Ms Ong Ai Lin	In-House Training Programme on Integrated Thinking & Value Creation Awareness <i>(10 February 2020)</i>	<ul style="list-style-type: none"> Awareness on Integrated Thinking & Value Creation Gap Analysis + Bridge the Gap Workshop Implementation Roadmap & Conclusion
	Covid-19 and Current Economic Reality: Implications for Financial Stability – FIDE Forum <i>(14 April 2020)</i>	<ul style="list-style-type: none"> The state of the world economy and plausible impact on the financial services industry in the mid-to-long term, especially in Asia The impact of recent events on the risk framework of banks and insurance companies Actions that central banks and financial institutions can consider given the situation Actions that the Board of Directors can consider in terms of strategy and business model appetite and risk
	Risks: A Fresh Look from the Board's Perspective – FIDE Forum <i>(08 July 2020)</i>	<ul style="list-style-type: none"> The critical discussions about risk and compliance that Board Members of banks and insurance companies should be having in view of the continued uncertainties and their long-term impact on the financial ecosystem The Board and the Board-level Risk Committee lead the organisation during these unprecedented times? What must they do differently with regard to emerging risk and compliance in this scenario The factors should the Chairman of the Board and the Risk Committee consider when leading risk-and compliance-related discussions and decision-making The key questions that Board Members should be asking their CEOs, CROs and CCOs now
	Briefing on 'Commodity Murabahah via Tawarruq' <i>(20 July 2020)</i>	<ul style="list-style-type: none"> Commodity Murabahah via Tawarruq Arrangement Requirements to ensure Shariah compliance Shariah Concept: Dual Agency List of Approved Commodity Trading Partners Commodity Trading Process Product List: Commodity Murabahah-based Products RHB Incidents Related to Tawarruq
	Enlightenment on the Shariah Resolutions Issued by Shariah Advisory Council of BNM 2020 <i>(11 August 2020)</i>	<ul style="list-style-type: none"> The financial product range has now expanded into an extensive spectrum. Thus, the dynamism of Shariah has been an important driving force in contributing to the accelerated pace of innovation in Islamic finance. In commensurate to that, this session would like to share some high level insights from Shariah perspective in relations to Shariah resolutions issued by SAC

		BNM 2020 on e-money as payment instrument, the execution of Tawarruq via Straight-Through Processing and the structure of Rahn product based on Tawarruq.
E-Learning: Information Security Awareness <i>(17 June 2020)</i> <i>RHB Banking Group</i>		<ul style="list-style-type: none"> The objective of the programme is to enhance Board members' awareness on cyber and information security so as to enable effective discharge of their oversight role as well as to comply with the requirements set out by the regulators (i.e. Bank Negara Malaysia (BNM) through Risk Management in Technology (RMiT) Policy and Securities Commission (SC) through Guidelines on Management of Cyber Risk) on security awareness education for the organisation's board members.
BNM-FIDE FORUM Annual Dialogue with Governor of Bank Negara Malaysia – FIDE Forum <i>(03 September 2020)</i>		<ul style="list-style-type: none"> To discuss substantive matters that concern the boards of financial institutions (FIs) Impact of Covid-19 and other emerging trends on FIs and financial stability
AML/CFT Training for Board of Directors and Senior Management <i>(09 September 2020)</i>		<ul style="list-style-type: none"> The global versus Asian regulatory landscape - what are Asian banks focused on in terms of evolution, systems and core compliance risks The influence of Fintech / digitization of financial services on compliance and regulatory agenda, the growth of Fintech and Regtech. AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries. Drivers and trends in AML/CFT, including challenges with KYC/eKYC, Trade Based Money Laundering, and Artificial Intelligence, Machine Learning FATF guidance in respect of COVID-19
How to be an Effective NED in a Disruptive World - ICDM <i>(27 October 2020)</i>		<ul style="list-style-type: none"> Discuss the best practices that can be implemented within the role of a non-executive director Provide practical tips on how to be a world-class non-executive director Select appropriate tools to better understand corporate governance and how to apply these within an effective non-executive role.
"Climate Action: The Board's Leadership in Greening the Financial Sector" – FIDE Forum <i>(2 November 2020)</i>		<ul style="list-style-type: none"> Overview of climate science, practical implications of climate change risk for financial institutions (FIs) and why it should be incorporated into FIs' strategy, risk management and reporting What a "net zero" climate approach means to FIs How different FIs globally have managed this issue and measured their success Lessons learnt from different FIs' experience on what worked and what did not work Key metrics for FIs to consider adopting, including whose responsibility should it be in an FI to drive, implement and track this area The role of the Boards of FIs to drive this strategy/agenda and the key conversations that Boards should have with their CEOs in this regard
"Green Fintech: Ping An's journey to becoming a top ESG-performing Financial Institution – FIDE Forum		<ul style="list-style-type: none"> How to leverage technology platform to evaluate, monitor and improve FIs' own ESG performance holistically

	<i>(11 November 2020)</i>	<ul style="list-style-type: none"> • Real-time monitoring of ESG incidents for better risk management considerations • The use of natural language processing (NLP) and unsupervised machine learning to compare climate risk disclosure against specified metrics, across markets or industries • NLP's use case in detecting "greenwashing", by evaluating disclosure against actual performance • Explore the notion of climate value-at-risk and its impact on asset pricing models • The local contextualization of market-specific idiosyncrasies on top of the standard ESG factors for a fuller view
	Malaysia Budget 2021 Review by Deloitte <i>(20 November 2020)</i>	<ul style="list-style-type: none"> • Personal Tax • Corporate Tax Charges • Tax Incentives • Administrative Matters • Transfer pricing • Industry Tax Issues
	Recovery & Resolution Plan by PWC <i>(1 December 2020)</i>	<ul style="list-style-type: none"> • Share key concepts of Recovery and Resolution Planning. • Global and regional developments of RRP. • Current developments of RRP in Malaysia. • Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft Guidelines on Resolution Planning for Deposit-Taking Members. • Interlinkages between Recovery Planning components with risk appetite and risk management framework.
	Fraud Risk Management workshop - PWC <i>(03 December 2020)</i>	<ul style="list-style-type: none"> • Assist Directors to understand and effectively govern fraud risk in their respective Companies Risk assessments, culture, and controls • Enhance the level of awareness and readiness amongst Directors in dealing with fraud and cybersecurity risk • Enabling Boards of Directors to implement/ensure the adequacy and effectiveness of the fraud control programme/ policies in place
Mr Lim Cheng Teck	AML/CFT Training for Board of Directors and Senior Management <i>(09 September 2020)</i>	<ul style="list-style-type: none"> • The global versus Asian regulatory landscape - what are Asian banks focused on in terms of evolution, systems and core compliance risks • The influence of Fintech / digitization of financial services on compliance and regulatory agenda, the growth of Fintech and Regtech. • AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries. • Drivers and trends in AML/CFT, including challenges with KYC/eKYC, Trade Based Money Laundering, and Artificial Intelligence, Machine Learning • FATF guidance in respect of COVID-19
	E-Learning: Information Security Awareness	<ul style="list-style-type: none"> • The objective of the programme is to enhance Board members' awareness on cyber and information security so as to enable effective discharge of their oversight role as well as to comply with the requirements set out by the regulators (i.e. Bank Negara Malaysia (BNM))

		through Risk Management in Technology (RMIT) Policy and Securities Commission (SC) through Guidelines on Management of Cyber Risk) on security awareness education for the organisation's board members.
	Malaysia Budget 2021 Review by Deloitte <i>(20 November 2020)</i>	<ul style="list-style-type: none"> • Personal Tax • Corporate Tax Charges • Tax Incentives • Administrative Matters • Transfer pricing • Industry Tax Issues
	Recovery & Resolution Plan by PwC <i>(1 December 2020)</i>	<ul style="list-style-type: none"> • Share key concepts of Recovery and Resolution Planning. • Global and regional developments of RRP. • Current developments of RRP in Malaysia. • Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft Guidelines on Resolution Planning for Deposit-Taking Members. • Interlinkages between Recovery Planning components with risk appetite and risk management framework.
Pn Sharifatu Laila Syed Ali	In-House Training Programme on Integrated Thinking & Value Creation Awareness <i>(10 February 2020)</i>	<ul style="list-style-type: none"> • Awareness on Integrated Thinking & Value Creation • Gap Analysis + Bridge the Gap Workshop • Implementation Roadmap & Conclusion
	Outthink The Competition: Excelling in a Post Covid-19 World – FIDE Forum <i>(05 May 2020)</i>	<ul style="list-style-type: none"> • The Outthinker Process® to generate powerful ideas that can drive bottom-line results across all levels of the business • "Fourth Option": the option beyond the obvious choices, one others will not see or respond to • The Outthinker playbook: five strategic narratives directors want to master • A simple approach to avoid killing off "crazy" ideas and instead turn them into winning moves • Value of internal ideas to drive organic growth • Build a culture of Outthinking that celebrates fresh strategic and innovative ideas and thinking • Empower and inspire your employees so that they are ready to take action to develop, test and scale innovative growth ideas
	Risks: A Fresh Look from the Board's Perspective – FIDE Forum <i>(08 July 2020)</i>	<ul style="list-style-type: none"> • The critical discussions about risk and compliance that Board Members of banks and insurance companies should be having in view of the continued uncertainties and their long-term impact on the financial ecosystem • The Board and the Board-level Risk Committee lead the organisation during these unprecedented times? What must they do differently with regard to emerging risk and compliance in this scenario? • The factors should the Chairman of the Board and the Risk Committee consider when leading risk-and compliance-related discussions and decision-making • The key questions that Board Members should be asking their CEOs, CROs and CCOs now?
	Enlightenment on the Shariah Resolutions Issued by Shariah	<ul style="list-style-type: none"> • The financial product range has now expanded into an extensive spectrum. Thus, the dynamism

<p>Advisory Council of BNM 2020 <i>(11 August 2020)</i></p>	<p>of Shariah has been an important driving force in contributing to the accelerated pace of innovation in Islamic finance. In commensurate to that, this session would like to share some high level insights from Shariah perspective in relations to Shariah resolutions issued by SAC BNM 2020 on e-money as payment instrument, the execution of Tawarruq via Straight-Through Processing and the structure of Rahn product based on Tawarruq.</p>	
<p>BNM-FIDE FORUM Annual Dialogue with Governor of Bank Negara Malaysia <i>(03 September 2020)</i></p>	<ul style="list-style-type: none"> • To discuss substantive matters that concern the boards of financial institutions (FIs) • Impact of COVID-19 and other emerging trends on FIs and financial stability 	
<p>AML/CFT Training for Board of Directors and Senior Management <i>(09 September 2020)</i></p>	<ul style="list-style-type: none"> • The global versus Asian regulatory landscape - what are Asian banks focused on in terms of evolution, systems and core compliance risks • The influence of Fintech / digitization of financial services on compliance and regulatory agenda, the growth of Fintech and Regtech. • AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries. • Drivers and trends in AML/CFT, including challenges with KYC/eKYC, Trade Based Money Laundering, and Artificial Intelligence, Machine Learning • FATF guidance in respect of COVID-19 	
<p>FIDE FORUM Webinar Invitation: "Climate Action: The Board's Leadership in Greening the Financial Sector" <i>(2 November 2020)</i> <i>FIDE FORUM</i></p>	<ul style="list-style-type: none"> • Overview of climate science, practical implications of climate change risk for financial institutions (FIs) and why it should be incorporated into FIs' strategy, risk management and reporting • What a "net zero" climate approach means to FIs • How different FIs globally have managed this issue and measured their success • Lessons learnt from different FIs' experience on what worked and what did not work • Key metrics for FIs to consider adopting, including whose responsibility should it be in an FI to drive, implement and track this area • The role of the Boards of FIs to drive this strategy/agenda and the key conversations that Boards should have with their CEOs in this regard 	
<p>FIDE FORUM Webinar: "Green Fintech: Ping An's journey to becoming a top ESG-performing Financial Institution" <i>(11 November 2020)</i></p>	<ul style="list-style-type: none"> • How to leverage technology platform to evaluate, monitor and improve FIs' own ESG performance holistically • Real-time monitoring of ESG incidents for better risk management considerations • The use of natural language processing (NLP) and unsupervised machine learning to compare climate risk disclosure against specified metrics, across markets or industries • NLP's use case in detecting "greenwashing", by evaluating disclosure against actual performance • Explore the notion of climate value-at-risk and its impact on asset pricing models • The local contextualization of market-specific idiosyncrasies on top of the standard ESG factors for a fuller view 	
<p>Malaysia Budget 2021 Review by Deloitte</p>	<ul style="list-style-type: none"> • Personal Tax • Corporate Tax Charges 	

	<i>(20 November 2020)</i>	<ul style="list-style-type: none"> • Tax Incentives • Administrative Matters • Transfer pricing • Industry Tax Issues 	
	Recovery & Resolution Plan by PwC <i>(1 December 2020)</i>	<ul style="list-style-type: none"> • Share key concepts of Recovery and Resolution Planning. • Global and regional developments of RRP. • Current developments of RRP in Malaysia. • Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft Guidelines on Resolution Planning for Deposit-Taking Members. • Interlinkages between Recovery Planning components with risk appetite and risk management framework. 	
Datuk Iain John Lo	Finance for Board of Directors Programme (IF4BOD) - ISRA <i>(4 & 5 November 2020)</i>	<ul style="list-style-type: none"> • Enhance Director's appreciation on the dynamics of Shariah principles in shaping different offerings of Islamic banking business • Equip Directors with practical understanding on the value propositions of Islamic finance and its specificities vis-à-vis conventional banking with the aim of enhancing business potential • Provide Directors with diverse perspectives from within and beyond the Islamic banking community on contemporary issues in the industry. 	
	Malaysia Budget 2021 Review by Deloitte <i>(20 November 2020)</i>	<ul style="list-style-type: none"> • Personal Tax • Corporate Tax Charges • Tax Incentives • Administrative Matters • Transfer pricing • Industry Tax Issues 	
	The Mandatory Accreditation Program (MAP) <i>(30 November – 2 December 2020)</i>	<ul style="list-style-type: none"> • Introduction to Corporate Governance and Key Corporate Governance Rules • Corporate Governance Framework of a Listed Company, Board Composition and Board Committees • Board Composition and Director Duties • Board's Role and Setting Corporate Culture and Safeguarding Stakeholders' Interests • Demystifying Listing Obligations 	
	Recovery & Resolution Plan by PwC <i>(1 December 2020)</i>	<ul style="list-style-type: none"> • Share key concepts of Recovery and Resolution Planning. • Global and regional developments of RRP. • Current developments of RRP in Malaysia. • Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft Guidelines on Resolution Planning for Deposit-Taking Members. • Interlinkages between Recovery Planning components with risk appetite and risk management framework. 	
Donald Joshua Jaganathan	AML/CFT Training for Board of Directors and Senior Management <i>(09 September 2020)</i>	<ul style="list-style-type: none"> • The global versus Asian regulatory landscape - what are Asian banks focused on in terms of evolution, systems and core compliance risks 	

	<ul style="list-style-type: none"> • The influence of Fintech / digitization of financial services on compliance and regulatory agenda, the growth of Fintech and Regtech. • AML/ financial crime areas, AML/CFT latest global practices, issues and challenges with focus on ASEAN countries. • Drivers and trends in AML/CFT, including challenges with KYC/eKYC, Trade Based Money Laundering, and Artificial Intelligence, Machine Learning • FATF guidance in respect of COVID-19.
The Mandatory Accreditation Program (MAP) - Iclif Executive Education Center <i>(19 -21 October 2020)</i>	<ul style="list-style-type: none"> • Introduction to Corporate Governance and Key Corporate Governance Rules • Corporate Governance Framework of a Listed Company, Board Composition and Board Committees • Board Composition and Director Duties • Board's Role and Setting Corporate Culture and Safeguarding Stakeholders' Interests • Demystifying Listing Obligations
Climate Action: The Board's Leadership in Greening the Financial Sector – FIDE Forum <i>(2 November 2020)</i>	<ul style="list-style-type: none"> • Overview of climate science, practical implications of climate change risk for financial institutions (FIs) and why it should be incorporated into FIs' strategy, risk management and reporting • What a "net zero" climate approach means to FIs • How different FIs globally have managed this issue and measured their success • Lessons learnt from different FIs' experience on what worked and what did not work • Key metrics for FIs to consider adopting, including whose responsibility should it be in an FI to drive, implement and track this area • The role of the Boards of FIs to drive this strategy/agenda and the key conversations that Boards should have with their CEOs in this regard
Malaysia Budget 2021 Review by Deloitte <i>(20 November 2020)</i>	<ul style="list-style-type: none"> • Personal Tax • Corporate Tax Charges • Tax Incentives • Administrative Matters • Transfer pricing • Industry Tax Issues
Recovery & Resolution Plan by PwC <i>(1 December 2020)</i>	<ul style="list-style-type: none"> • Share key concepts of Recovery and Resolution Planning. • Global and regional developments of RRP. • Current developments of RRP in Malaysia. • Overview of BNM Exposure Draft on Recovery Planning issued in Jan 2020 and PIDM's Draft Guidelines on Resolution Planning for Deposit-Taking Members. • Interlinkages between Recovery Planning components with risk appetite and risk management framework.
E-learning: Anti-Bribery & Corruption for BOD <i>(31 December 2020)</i>	<ul style="list-style-type: none"> • This e-learning module covers, among others, RHB Group's 'ABC Policy', 'Corporate Liability under Section 17A' and 'the primary offences' under the Malaysian Anti-Corruption Commission Act 2009.

Function and conduct

The roles and responsibilities of each Board Committee and its respective Chairperson have been disclosed in their respective Terms of References (“ToR”), Board Charter of RHB Bank Berhad as well as the Integrated Report 2020 and this CG Report.

Internal control framework

Overview

The Company also discloses the main features of its internal control framework, any reviews and assessments conducted on the framework during the financial year and also all the current key policies and procedures of the framework within the Statement of Risk Management and Internal Control on page 135 to 141 in its Integrated Report 2020 and under Practice 9.1 and Practice 9.2 of the CG Report 2020.

Key Internal Control Policies and Procedures

The Group is committed to ensuring responsible behaviour by the Company and its employees both in the workplace and marketplace. The Company takes full responsibility for the effect of its practices and internal policies/procedures/guidelines while continues to strengthen and embed robust corporate governance and risk management practices throughout its business operations.

All the internal control documents need to follow appropriate delineation process and approval matrix. These documents are kept in the centralized repository for employees’ reference and controlled by a dedicated functional unit namely Operations and Methods for maintaining quality assurance purpose. While these internal control documents/measures are implemented to mitigate conflicts of interest, abuses of position, regulatory breaches and consumer facades, such efforts also promote investors’ confidence, boost good brand image and stimulate sustainable growth.

Some of the Company’s key governance policies, procedures and guidelines are outlined as follows:

No	Title	Description
1	Group Code of Ethics & Business Conduct for Directors	RHB Banking Group (“Group”) places importance of top down compliance culture within the organization, hence this document is available and disclosed in the Company’s website. Directors’ adherence to ethical values highlighted in this document demonstrates their commitment as responsible leadership to creation of an ethical culture which will strengthen the confidence level of the employees and the public at large.
2	Group Code of Ethics & Conduct for Employee	This document aids identification of the areas and situations where public trust and confidence might be compromised or a law might be violated. The purpose of this Code is to articulate the high standards of conduct and behaviour that should be adopted as good ethical business practices.
3	Group Gifts & Hospitality Guideline	This document sets the standards of conduct of giving and accepting gifts and hospitality, including business entertainment. It is designed to help the Group and its employees understand respective parties’ obligations in upholding corporate integrity.
4	Group Whistleblowing Policy	This policy document provides a proper mechanism and minimum standards to be adhered by employees of the Group in dealing with disclosure on questionable actions or wrong doings in the Group. It is intended to guide all employees facing concerns over unlawful conducts, unethical occurrences or questionable practices which may adversely affect to a material extent the financial position or reputation of the Group.

		Furthermore, it helps nurture the culture of accountability, integrity and transparency among employees within the Group.
5	Group Compliance Management Framework & Policy	The documents lay out the governing principles and roles of board, management and staff in managing compliance risk in the Group.
6	Group Anti-Money Laundering (AML) & Counter Financing of Terrorism (CFT) Policy	The policy is formulated towards building a stronger and robust AML/CFT compliance within the Group. It informs and mandates all employees on their respective roles and responsibilities, focusing on the continuing efforts in combating money laundering and countering terrorist financing activities.
7	Group Chinese Wall and Insider Trading Policy	The document establishes governance procedures to control the flow of confidential or material non-public and price sensitive information within the Group to avoid the risk of possible breach of the insider trading provisions under the Capital Market Services Act and to protect client confidentiality.
8	Orderly and Fair Market Policy	The policy aims to facilitate the Group to comply with the applicable laws, guidelines and rules in relation to maintaining an orderly and fair market. It underlines relevant principles and guidance towards safeguarding the integrity of the market.
9	Group IT Security Policy & Standards	The policy and standards enable a structured approach of governing confidentiality, integrity and availability of information as the Company's important business assets. The holistic IT Security is achieved by implementing a suitable sets of controls to ensure that the specific security objectives (e.g. permitted disclosure, personal data protection) of the Group are met.
10	Group Asset & Liability Management Policy	The policy document sets out a consistent approach in the management of the balance sheet mismatch with the goal for long-term growth and managing the risk exposures due to Interest Rate Risk/Rate of Return Risk (IRR/ROR) and structural foreign exchange risk in accordance with the risk appetite statements of the Group and the respective entity within the Group.
11	Group Guidelines on Personal Data Protection Act 2010 (PDPA)	The document provides guidance on how to comply with PDPA's and Bank Negara Malaysia's requirements to safeguard individual's personal data from being misused. Protection of personal data basically is to secure any personal data used and processed in commercial transactions which may include any information such as name, address, account details and identity card number of the Group's customers.
12	Group Policy on Related Party Transactions (RPTs)	The policy deals with the reporting and review process for RPTs under Bursa Malaysia's Listing Requirements, Companies Act 2016 and Capital Markets and Services Act 2007, which should be conducted on an arm's length basis. The guiding principles are to avoid conflicts of interest and promote transparency and accountability in its related party transactions.
13	Group Risk Management Framework	The document sets out the strategic direction for the management of risks in the Group. It is also an aspiration statement with regards to the long-term objective for the development of risk management capabilities and infrastructure.
14	Group Shariah Risk Management Guidelines	The document primarily intends to assist staff in undertaking business and support activities in line with Shariah principles for the respective Islamic Banking products and to ensure that the management of Shariah non-compliance risk principles in the Group is clearly and systematically identified, measured, monitored, controlled and reported.
15	Group Credit Policy	The policy document encapsulates broad policy statements governing lending/financing activities, ranging from the credit governance and functional responsibilities, to credit functions in the credit chain process. It enunciates the essence of the credit fundamentals to address the credit management, in particular from credit creation to credit recovery.

16	Group Treasury & Global Markets General Guidelines	The document sets out best and prudent business practices and good corporate governance and against a background of clear Treasury business strategies and business plans currently applicable and in existence within RHB Banking Group.
17	Group Corporate Communications Operations Manual	The document provides guidance and structure in disseminating corporate information to, and in dealing with, media representatives, employees and the public. While it intends to ensure compliance with legal and regulatory requirements on disclosure, it also raises awareness about, and focus management and employees on, disclosure requirements and practices.
18	Group Reputational Risk Management Policy	The policy sets out the approach which the Group will adopt in managing reputational risks of the Group.
19	Group Manual of Authority	The document defines clear responsibilities and approving matrix of authorized officers in the Group to approve its purchase or payment of capital and operating expenditure.
20	Group Policy on Product Development and Approval	The policy applies to all product development initiatives within the Group and highlights fundamental principles to staff in approaching product development and approval across the Group, while ensuring sound risk management practices in managing and controlling product risk.
21	Group Brand Marketing Operations Manual	The document sets to provide guidance and structure in disseminating corporate information to, and in dealing with, media representatives, employees and the public. The manual also aims to ensure compliance with legal and regulatory requirements for the Group's activities in relation to advertisement and promotions.
22	Social Media Operations Manual	This document describes the operations, roles & responsibilities and business rules in respect of the Social Media. The purpose of this manual is to meet internal and external requirements while delivering effective digital communication strategies for the Group.
23	Group Fraud Risk Management Policy	The policy document defines the core governing principles for fraud management within the Group which include leadership and ethical culture, fraud awareness, detection, reporting and escalation, as well as fraud response with appropriate corrective actions. The purpose of this policy is to promote consistent organisational behaviour through the development, implementation and regular review of fraud prevention, detection and response strategies.
24	Group Fit & Proper Policy	The Policy document on Fit and Proper for key responsible persons serve as policy statements for assessing a person's capacity to act as a fit and proper person. It sets out the requirements to assess and determine the fitness and propriety of key responsible persons in RHB Banking Group.
25	Group Corporate Sponsorship and Donations Policy	The Policy sets the minimum standards that must be applied and adhered to in the granting of Corporate Sponsorship and Donation, and the process and procedures that needs to be complied with by RHB Banking Group entities.
26	Group Reputational Risk Management Policy	A good reputation strengthens market position, reduces the cost of doing business and increases shareholder value. It insulates or reinforces corporate credibility, permits higher prices and helps to attract top talents. The Policy sets out the approach which RHB Banking Group will adopt in managing reputational risks of the Group.

Remuneration

Qualitative Disclosures

For detailed information on the directors' remuneration, please refer to **Practice 7.1** under **Section A** of this **CG Report**.

The Company has established a remuneration framework for key Senior Management, consisting a competitive integrated pay and benefit structure, which rewards corporate and individual performance in line with their performance and contributions to the organisation:

1. Detailed remuneration package for key Senior Management is disclosed before the Board of the Company pursuant to BNM's Policy Document on Corporate Governance 2016.
2. There is also incorporation of penalty in the final rating of their pay-for-performance scheme for any material non-compliance with legal and regulatory requirements.

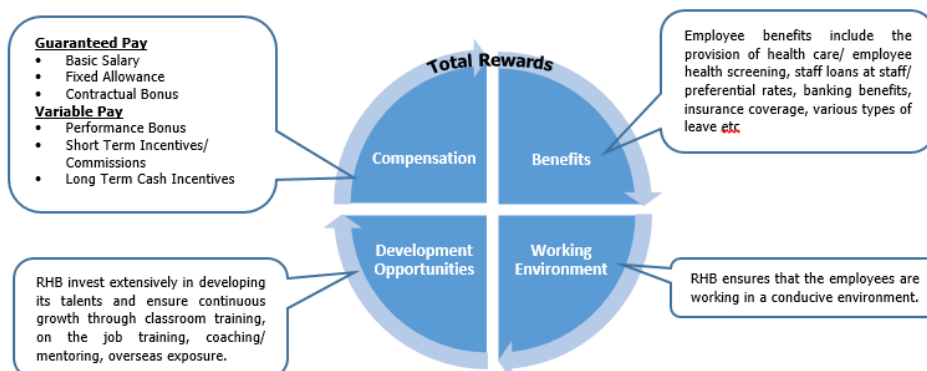
'Key Senior Management' as defined per terms of reference of the Board Nominating and Remuneration Committee are the Group Managing Director ("Group MD"), Chief Executive Officer ("CEO")/Managing Director who is the Direct Report to the Group MD and any persons as decided by the Committee.

RHB Total Rewards

RHB's Total Rewards Philosophy consists of four (4) key principles as follows:-

1. To support and promote a high performance culture to deliver the Group's vision.
2. To provide a balanced approach between fixed and variable compensation that reflects individual's seniority and level of accountability.
3. To promote a strong performance and reward linkage while incorporating risk and compliance management (to fulfil risk control objective) as part of the key performance indicators for remuneration decisions.
4. To be competitive with market practice; tailored to specific market (i.e. Financial Services Industry) the entity is operating in and aligned to internal philosophy.

The Total Rewards Policy was reviewed by the Board Nominating and Remuneration Committee (BNRC) and approved by the Board. The policy acts as a guide when designing and implementing remuneration programs and is applicable to all RHB employees in Malaysia and overseas. The policy is guided by RHB's Total Rewards model that covers all aspects of work that employee's value, both tangible and intangible. The components of the model are illustrated below:-



Our philosophy of fair remuneration is critical to attract, retain and motivate employees and is within the ambient of RHB's risk appetite. It provides the roadmap to govern our reward strategy and is aligned with the business strategies, corporate values and long-term interests of the organization. RHB's remuneration shall be in alignment with Bank Negara Malaysia's Policy on Corporate Governance.

The issues and current governance status of the senior management's remuneration scheme are further deliberated under **Practice 7.2 of Section A** in this **CG Report** and also in the Corporate Governance Overview Statement of the Integrated Report 2020.

Quantitative Disclosures

Currently the Company discloses the breakdown of its Non-Executive Directors' and Top 5 senior officers, including its Chief Executive Officer's (cum Executive Director) remuneration package, received and/or receivable from RHB Bank Berhad and the Group, in the Company's Integrated Report, Corporate Governance ("CG") Report and Financial Report on named basis. Some of the key issues with regards to the quantitative remuneration disclosures are being shared under **Practice 7.1 and Practice 7.2 of Section A** of this CG Report as well.

Additionally, the remuneration structure for RHB Bank Berhad's Non-Executive Directors ("NEDs") in the Company for 2020 per BNM Policy disclosure requirement is laid out as follows:

No.	Non-Executive Directors' Remuneration Scheme	Unrestricted/Non-Deferred	Total (RM'000)	Restricted/Deferred	Total (RM'000)
A. Fixed-Type Remuneration					
i	Cash-based	1. Fixed Fees 2. Directors' Fees ¹ 3. Committee Allowances ² 4. Chairmen's premium ³ for various entities & committees 5. Other emoluments	2,574	Nil	-
ii	Shares & share-linked instruments	Nil		Nil	-
iii	Others	Benefits-in-kind ⁵	24	Farewell Pot ⁴	6
B. Variable-Type Remuneration					
i	Cash-based	Meeting Attendance Allowance ⁶	370	Nil	-
ii	Shares & share-linked instruments	Nil		Nil	-
iii	Others	Directors' & Officers' Liability Insurance ⁷	714	Nil	-

Notes:

The overall remuneration package of the NEDs of the Company comprises the following components:

1) Directors' Fees

NEDs are entitled to annual Directors' fees, which are subject to shareholders' approval at the Annual General Meeting ("AGM") of the Company and is part of a periodical review to ensure the Group remains competitive against its peers and with the heightened responsibilities and accountabilities under the Companies Act 2016, the Financial Services Act 2013, the Capital Markets & Services Act 2007 and the Malaysian Code on Corporate Governance. Total Director Fees paid/payable to the NEDs for FY2020 was RM 1,637,000

2) Board Committee Allowances

NEDs who sit on Board Committees are entitled to receive Board Committee allowances which shall be paid on a quarterly basis during each financial year.

3) Chairmen's Premium

The Chairmen of various Boards and Board Committees are entitled to receive a premium above the normal respective Board and Board Committee allowances, which shall be paid on a quarterly basis during each financial year.

4) Farewell Pot

All NEDs will be awarded with 'Farewell Pot' scheme upon his/her exit from the Group, in recognition of their services and commitments to the Group. Under the 'Farewell Pot' scheme, any NED who leaves the Group would be entitled to RM3,000 as a one-off payment or as decided by the BNRC.

5) Benefits-in-kind

Benefits are accorded to the Chairmen of the Group's main Board's, consisting amongst others the provision of a company car, driver and petrol allowance.

6) Meeting attendance allowance

NEDs are also entitled to meeting attendance allowances when they attend the Board/Board Committee meetings which are payable in a monthly basis.

7) Directors' & Officers' ("D&O") Liability Insurance

The insurance covers the Group's Directors in respect of any liabilities arising from acts committed in their capacity as D&O of RHB Banking Group. However, the insurance policy does not indemnify a Director or principal officer if he or she is proven to have acted negligently, fraudulently or dishonestly, or in breach of his or her duty of trust. The Directors are required to contribute jointly towards a portion of the insurance premiums of the said policy.

The existing structure for Directors' fees and Board Committees' allowances as approved by the shareholders in the Annual General Meeting held in 2020, are set out below:

No.	Description	Non-Executive Chairman (RM)	Non-Executive Directors / Members (RM)
1	Annual Directors' Fees	200,000.00	175,000.00
	Annual Board Committees' Allowances		
2	Board Audit Committee	40,000.00	30,000.00
3	Board Nominating & Remuneration Committee	40,000.00	30,000.00
4	Board Risk Committee	40,000.00	30,000.00
5	Board Credit Committee	50,000.00	40,000.00

For detailed aggregate remuneration of each RHB Bank Berhad's director, please refer to **Practice 7.1** under **Section A** of this **CG Report**.

The remuneration for Senior Management including the Managing Directors and Group Management Committee members and the Other Material Risk Takers are being reviewed on annual basis and deliberated at the BNRC and Board for approval.

The FY2020 compensation package for those identified as Senior Management Officers and Other Material Risk Takers of RHB Bank Berhad is summarised, as follows:

Category	Remuneration Type	Senior Management (17 officers)		Other Material Risk Takers (11 officers)	
		Unrestricted/ Non-Deferred (RM '000)	Restricted/ Deferred (RM '000)	Unrestricted/ Non-Deferred (RM '000)	Restricted/ Deferred (RM '000)
1. Fixed-Type Remuneration					
i.	Cash Based	17,942	-	4,918	-
ii	Share & share-linked instruments	-	-	-	-
iii	Others	205	-	-	-
2. Variable-Type Remuneration					
i.	Cash Based	9,571	4,574	1,521	198
ii	Share & share-linked instruments	-	-	-	-
iii	Others	-	-	-	-
Total (RM '000)		27,718	4,574	6,439	198

For additional information on Senior Management remuneration, please refer to **Practice 7.2** under Section A of this CG Report and disclosure under Note 52 of the financial statement on page 130 of the Financial Report 2020.