

An aerial photograph of the RHB Bank Berhad building, a modern multi-story structure with a glass facade, set against a sunset sky. The building features a prominent RHB logo on its upper section. The foreground shows a parking area and some greenery.

RHB Bank Berhad

Extraordinary General Meeting (“EGM”)

27 April 2022

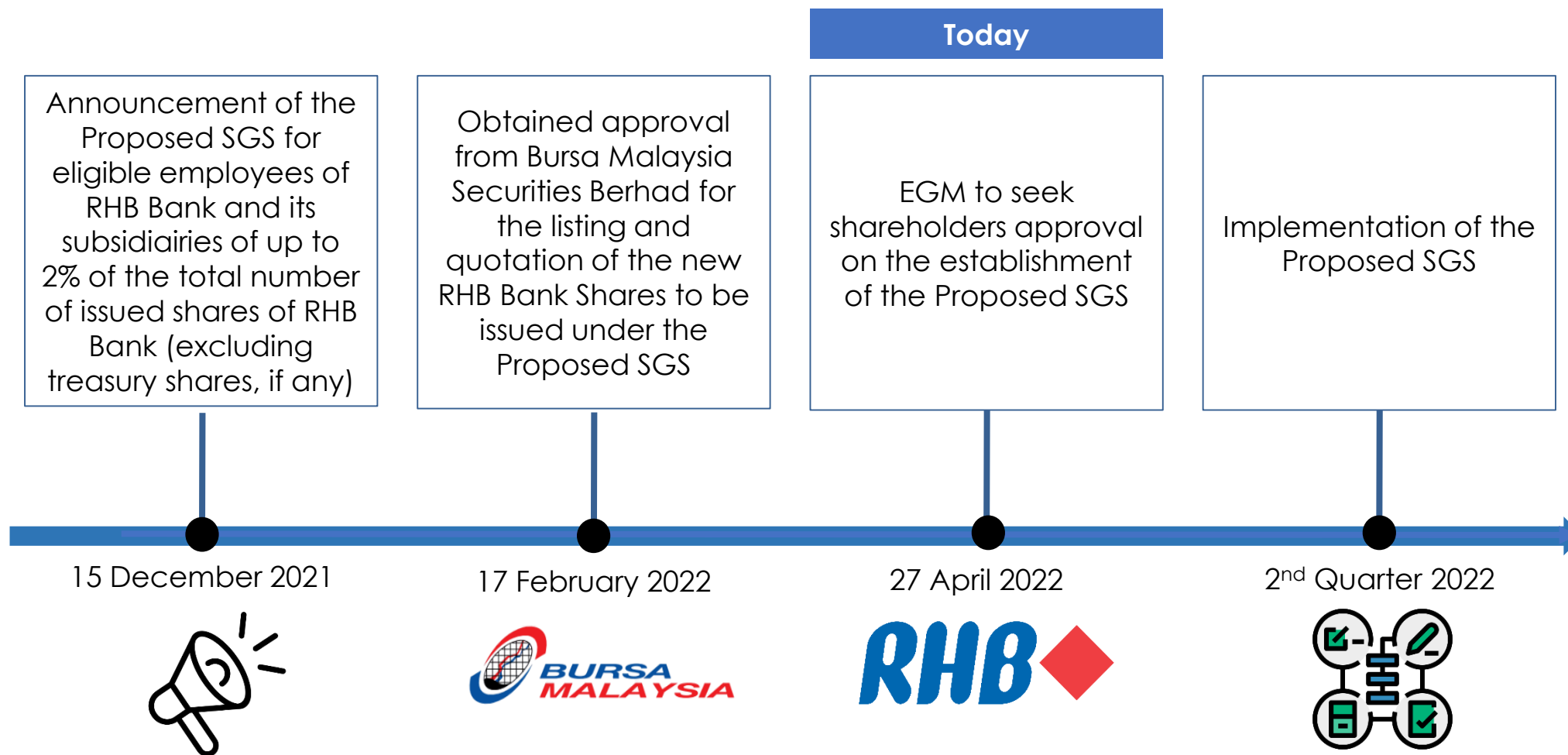


To seek your approvals for the following:

- Proposed establishment of a share grant scheme of RHB Bank and its subsidiaries of up to 2% of the total number of issued shares of RHB Bank (excluding treasury shares, if any) at any point in time ("**Proposed SGS**")
- Proposed allocation of up to a maximum of 2,613,400 ordinary shares of RHB Bank ("**RHB Bank Shares**") to En Mohd Rashid Mohamad, the Group Managing Director and Group CEO of RHB Banking Group
- Proposed allocation of up to a maximum of 590,000 RHB Bank Shares to Ms Eliza Ong Yin Suen, the Regional Head of RHB Asset Management Group, the Managing Director of RHB Asset Management Sdn Bhd and the daughter of YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa ("**YBhg Tan Sri Ong**")

Timeline of the Proposed SGS

The Proposed SGS is expected to be implemented by the **second quarter** of 2022.



Overview of the Proposed SGS

What is the intention of the SGS?

The intention of the SGS is to **motivate, attract** and **retain** key employees, **drive** key performance indicators as well as **align** company interests with shareholders

Who will govern the scheme?

The proposed SGS is to be administered by RHB's **BNRC** and governed under a set of **By-Laws** approved by the **Board**

How are the shares awarded and issued?

The new RHB Bank Shares are awarded to selected employees in tranches, and vested to them upon fulfilment of the relevant vesting conditions and vesting period.

The intended mode of settlement shall be via allotment and **issuance of new RHB Bank Shares**

How many new shares will be issued?

Maximum number of shares

- **Not more than 2%** of the total number of issued shares
- Maximum allocation to senior management shall be **not more than 40%** of the 2% shares issued

What is the duration of the Proposed SGS?

Duration of the Proposed SGS shall be **9 years, with vesting period to be 3 years** after grant date*

What is the eligibility criteria?

Under the Proposed SGS, shares shall only be awarded to selected employees who are:

- on full-time/ fixed-term contract of employment;
- working within RHB Banking Group of companies incorporated in Malaysia or a Malaysian citizen working in a RHB Banking Group company incorporated overseas; or
- holding critical roles or whose contribution is critical to the continued success of the group

* Vesting conditions to be considered shall include:

- RHB Banking Group meeting its performance;
- the grantee meeting their individual performance; and
- the grantee being still an employee of RHB Banking Group

Benefits of the Proposed SGS



Increase shareholder's value



Driving RHB Banking Group's common goal and aspiration by **aligning individual's key performance indicator**



Attract talents and retain key employees that will be pertinent in driving RHB Banking Group's objectives



Ensure RHB Bank's compensation mix is aligned with the industry and to **enhance the competitiveness of RHB Bank's total remuneration package**

Impact of Proposed SGS based on the maximum issuance of 2% of the issued share capital of RHB Bank

The intended mode of settlement under the Proposed SGS shall be via issuance of new RHB Bank Shares. The effects of such issuance is set out below:

Issued share capital and substantial shareholdings (as at 15 March 2022)

Issued share capital		Substantial shareholders' shareholdings	
Details	No. of RHB Bank Shares	Substantial shareholders	Maximum Dilution
As at 15 March 2022	4,142,918,508	Employees Provident Fund Board	0.83%
New shares to be issued	82,858,370	OSK Holdings Berhad (" OSKH ")	0.20%
		Kumpulan Wang Persaraan (Diperbadankan)	0.11%
Total	4,225,776,878	Total	1.14%

Net Assets ("NA"), NA per RHB Bank Share and gearing

- **NA** : No effect save for the estimated expenses
- **NA per RHB Bank Share** : Decrease due to the increase in number of RHB Bank Shares issued
- **Gearing** : No effect

Earnings and earnings per share ("EPS")

- **Earnings** : Decrease due to recognition of MFRS 2 cost
- **EPS** : Decrease pursuant to the decrease in earnings and increase in number of RHB Bank Shares issued

Interested Parties shall not deliberate and vote on their entitlement under the Proposed SGS

Interested Parties have abstained and will continue to abstain from:

- any deliberations at the relevant board meetings for the entitlement of the Interested Parties under the Proposed SGS; and
- voting on the resolutions pertaining to the entitlement of the Interested Parties under the Proposed SGS at the EGM.

Interested Parties will ensure that the person connected to them will abstain from voting on the resolutions pertaining to the entitlement of the Interested Parties under the Proposed SGS at the EGM.

The Interested Parties for the Proposed SGS are as follows:

- **En Mohd Rashid Mohamad**, who is the Group Managing Director and Group Chief Executive Officer of RHB Banking Group, is eligible to be awarded the grant under the Proposed SGS;
- **Ms Eliza Ong Yin Suen**, who is the Regional Head of RHB Asset Management Group, Managing Director of RHB Asset Management Sdn Bhd and the daughter of YBhg Tan Sri Ong and Puan Sri Khor Chai Moi ("**Puan Sri Khor**"), is eligible to be awarded the grant under the Proposed SGS;
- **YBhg Tan Sri Ong**, who is the Non-Independent Non-Executive Director of RHB Bank;
- **Puan Sri Khor** who is a shareholder of RHB Bank and also the spouse to YBhg Tan Sri Ong; and
- **OSKH**, a major shareholder of RHB Bank, and is connected to:
 - (i) YBhg Tan Sri Ong being the Executive Chairman as well as a major shareholder of OSKH; and
 - (ii) Puan Sri Khor being the major shareholder of OSKH.