

# **CORPORATE GOVERNANCE REPORT**

**STOCK CODE** : 1066  
**COMPANY NAME** : RHB Bank Berhad  
**FINANCIAL YEAR** : December 31, 2024

## **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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of RHB Bank Berhad ("RHB" or "the Company") is responsible to lead and control the Company in an effective and responsible manner. The Board composition is diverse with its members being multifaceted individuals who are experienced professionals.</p> <p>Each Board member has an obligation duty to act in the best interest of the Company and its stakeholders. The Directors are well aware of their responsibilities and in-line with the mandate given to them, they set the Company's values and standards and ensure that its obligations to its shareholders and other stakeholders are met and delivered.</p> <p>The Board also strongly advocates the adoption of best practices and going beyond regulatory standards. This coupled with good governance processes which are continuously practiced and instilled throughout the Group's business operations supports the Group's business strategy, sustainability agenda and alignment of decision-making processes for long-term value creation.</p> <p><b>Good Business Governance – Conformance to Performance</b></p> <p>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 activities and operations. Emphasis placed by the Board on its fiduciary duty as guardian of public deposits, customers' investments and account holders' policies, through rigorous 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:</p> <ul style="list-style-type: none"><li>• FTSE4Good Bursa Malaysia: Enlisted since 2016</li></ul>

	<ul style="list-style-type: none"> <li>• Cambridge IFA's 9<sup>th</sup> Global Good Governance (3G) Awards 2024 - 3G Excellence in Corporate Governance Award</li> <li>• Platinum award winner for Best Sustainability Reporting - National Annual Corporate Report Awards ("NACRA") 2024</li> </ul> <p><b>Board Responsibility</b></p> <p>The Board sets the Company's values and standards and ensures that its obligations to its shareholders and other stakeholders are understood and met. The Board is principally responsible for:</p> <ul style="list-style-type: none"> <li>• Strategy setting</li> <li>• Management of the company</li> <li>• Succession planning</li> <li>• Risk management &amp; Recovery Planning</li> <li>• Integrity of internal control</li> <li>• Communication plan</li> <li>• Environmental, Social and Governance ("E.S.G") integration</li> </ul> <p><b>Matters Reserved &amp; Delegated by the Board</b></p> <p>The duties and responsibilities reserved for the Company's Board and those responsibilities delegated to the Board Committees and Senior Management are scribed within the roles &amp; responsibilities of their respective Terms of Reference. The matters of strategic importance to the Group or the Company, which are discussed and deliberated at the Board level, include the following:</p> <ul style="list-style-type: none"> <li>• Business &amp; Operating Strategies</li> <li>• New or changes to existing Business Plans</li> <li>• New investments/divestments</li> <li>• Mergers &amp; acquisitions</li> <li>• Expansion/entry into new markets/geographies/regions</li> <li>• Corporate restructuring/reorganisation</li> <li>• Set-up of new subsidiaries</li> <li>• Joint ventures</li> <li>• Partnerships or strategic alliances</li> <li>• Acquisitions/disposal of significant assets</li> <li>• Progress of Group's Corporate Strategy</li> </ul> <p><b>Supporting Board Committees</b></p> <p>In addition to the abovementioned, the Board has also delegated specific responsibilities to the supporting Board Committees and Management Committees. 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. While the Board/Management Committees have the authority to examine particular issues, they will report to the Board with their decisions and/or recommendations and the ultimate responsibility on all matters lies with the entire Board. To date, the Board has established the following key Board Committees:</p>
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- Board Audit Committee (“BAC”)
- Board Nominating & Remuneration Committee (“BNRC”)
- Board Risk Committee (“BRC”)
- Board Credit Committee (“BCC”)
- Board Sustainability Committee (“BSC”)

#### **Board Composition and Attendance Record**

RHB Bank Berhad’s Board consists of ten (10) directors. In line with Bursa Malaysia Securities Berhad’s Listing Requirements, which calls for 1/3 of the Board to be Independent Directors and Practice 5.2 of the Malaysian Code on Corporate Governance (“MCCG”) for Large Companies board to comprise a majority of independent directors, the Board has six (6) Independent Non-Executive Directors (“INED”), three (3) Non-Independent Non-Executive Directors (“NINED”) and one (1) Executive Director who is the Group Managing Director/CEO.

#### **Composition and Attendance Record**

<b>No.</b>	<b>Directors of RHB Bank Berhad</b>	<b>Board Meeting Attendance</b>
1	Tan Sri Ahmad Badri Mohd Zahir Non-Independent Non-Executive Director (Chairman)	18/18
2	Tan Sri Ong Leong Huat @ Wong Joo Hwa Non-Independent Non-Executive Director	17/18
3	Dato’ Mohamad Nasir Ab Latif Non-Independent Non-Executive Director	18/18
4	Ong Ai Lin Senior Independent Non-Executive Director	17/18
5	Lim Cheng Teck Independent Non-Executive Director	17/18
6	Donald Joshua Jaganathan Independent Non-Executive Director	18/18
7	Datuk Iain John Lo Independent Non-Executive Director	17/18
8	Nadzirah Abd Rashid Independent Non-Executive Director (Appointed to the Board on 15 March 2024)	16/16
9	Hijah Arifakh Othman Independent Non-Executive Director	18/18
10	Dato’ Mohd Rashid Mohamad Group Managing Director / Chief Executive Officer	17/18

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 156-165 of RHB Bank’s Integrated Report 2024.

For the Board’s Diversity Policy, details can be found under Practice 5.9 of this Corporate Governance Report 2024.

#### **Board Activities and Focus during the year**

The Board’s primary focus during Financial Year 2024 (“FY2024”) can be grouped under the following areas:

	<p><u>Performance and Strategy</u></p> <ul style="list-style-type: none"> <li>• Received updates on matters related to the Joint Venture in Digital Banking</li> <li>• Received updates from various business units locally and abroad on market conditions and business performance</li> <li>• Received monthly performance update from the Group Managing Director (“MD”)</li> <li>• Received update on FY2024-2025 financial projections</li> <li>• Received update on Strategic Review of business segments and products</li> <li>• Decided on strategic changes involving the Group’s regional presence</li> <li>• Discussed on the challenges and opportunities faced by the Group during the Board off-site session</li> <li>• Received update on Digital and technology Strategic Updates for 2024</li> <li>• Received update on Generative Artificial Intelligence (AI”) Roadmap</li> <li>• Received update on the post implementation review of Digital Channel Platform</li> </ul> <p><u>Governance, Sustainability, Risk &amp; Compliance</u></p> <ul style="list-style-type: none"> <li>• Deliberated on the Risk Appetite Setting for FY2024 for the Group</li> <li>• Received updates and reviewed the Group’s risk, compliance and audit reports</li> <li>• Approved the Group’s annual Corporate Governance statutory disclosure</li> <li>• Received regular updates on supporting Board Committees and noted on the minutes of meetings.</li> <li>• Received updates from Chairperson of supporting Board Committees on key issues deliberated</li> <li>• Reviewed and approved the half-yearly reports to Malaysian Anti-Corruption Commission</li> <li>• Received quarterly updates on Bank Negara Malaysia’s Composite Risk Rating</li> <li>• Discussed on response to Bank Negara Malaysia on RHB Bank Berhad’s FY2023 Composite Risk Rating</li> <li>• Received updates on matters relating to integrity, business ethics, governance, whistleblowing, fraud and anti-corruption</li> <li>• Received report on the review of the Statement on Risk Management and Internal Control</li> <li>• Reviewed and received progress updates on the Group’s Sustainability Strategy and Roadmap</li> <li>• Undertook the board, committee and individual director performance assessment</li> <li>• Received results of Board and Board Committee Evaluation (2023)</li> <li>• Received various briefing/trainings to equip with latest industry and regulatory developments</li> <li>• Noted on Related Party Transactions for RHB Bank Berhad and its subsidiaries</li> </ul>
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	<ul style="list-style-type: none"> <li>• Deliberated on the convening of RHB Bank Berhad’s fifty-eight (58<sup>th</sup>) Annual General Meeting</li> <li>• Received Internal Capital Adequacy Assessment Process Report (ICAAP) for Assessment Year 2024 for RHB Bank Berhad and its subsidiaries</li> <li>• Discussed on new Enterprise CRM System implementation</li> <li>• Approved the conduct of Sustainability Assurance for Selected Sustainability Key Performance Indicators</li> <li>• Briefed on Connected Party facilities</li> <li>• Received results of Fit &amp; Proper Assessment for Key Responsible Persons of RHB Bank Berhad</li> <li>• Updated on the Assessment on the “Independence” of Independent Directors of the Group</li> <li>• Received update and discussed on Bank Negara Malaysia’s Policy Document on Responsibility Mapping</li> </ul> <p><u>Financial</u></p> <ul style="list-style-type: none"> <li>• Received update on FY2023 rebased and FY2025-FY2026 projections</li> <li>• Received update on the financial performance of overseas regional subsidiaries</li> <li>• Approved the operational budget for FY2025</li> <li>• Approved contents of the Integrated Report for FY2023</li> <li>• Approved dividend payment for FY2023/2024</li> <li>• Received monthly reports on the financial and non-financial performance of RHB Bank Berhad</li> <li>• Received the Audited Financial Statements of RHB Bank Berhad and its subsidiaries for FY2023</li> <li>• Received and reviewed the Interim Financial Statements before submission to regulators</li> <li>• Endorsed the re-appointment of PwC as statutory auditors of RHB Bank Berhad</li> <li>• Deliberated on proposed Capital Injection for RHB Bank (L) Ltd</li> <li>• Received update on the Group’s Asset Quality as at 31 December 2023</li> <li>• Received update on 2024 Final Internal Capital Target Review for the Group</li> <li>• Approved the write-off of Impaired Loans</li> <li>• Approved the refined the Group’s Manual of Authority for Purchases of Capital Expenditure and Operating Expenditure</li> <li>• Received update on the E-invoicing implementation for the Group</li> </ul> <p><u>People and Culture</u></p> <ul style="list-style-type: none"> <li>• Approved the appointment and re-appointment of non-executive directors within the Group in respective Board Committees and subsidiary Boards: <ul style="list-style-type: none"> <li>○ Appointment of Nadzirah Abd Rashid as member of Board Audit Committee</li> </ul> </li> </ul>
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	<ul style="list-style-type: none"> <li>○ Re-appointment of Hizamuddin Jamalluddin as Independent Non-Executive Director (“INED”) of RHB Islamic Bank Berhad</li> <li>○ Re-appointment of Wong Pek Yee as an INED of RHB Insurance Berhad</li> <li>○ Re-appointment of Lim Cheng Teck as an INED of RHB Bank Berhad</li> </ul> <ul style="list-style-type: none"> <li>• Received update on talent development &amp; management and succession planning</li> <li>• Deliberated on eligible recipients and share units’ allocation for the Share Grant Scheme and Deferred Cash Incentive for non-Malaysian Employees in overseas operations.</li> <li>• Approved appointment of Key Senior Management personnel for both Malaysian and Regional (overseas) Operations: <ul style="list-style-type: none"> <li>○ Kevin Vijendren Davies as Managing Director/Chief Executive Officer (“CEO”) of RHB Investment Bank Berhad</li> <li>○ Suzaizi Mohamad Morshid as Group Treasurer</li> <li>○ Mohamed Rastam Shahrom as Group Chief Financial Officer</li> <li>○ Danny Quah Boon Leng as Country Head of Singapore/CEO of RHB Bank Singapore Operations</li> <li>○ Wong Kee Poh as Chief Executive Officer of RHB Bank Thailand Operations</li> <li>○ Oliver Tan Chuan Li as Managing Director/CEO of RHB Insurance Berhad</li> </ul> </li> <li>• Received update on HRMS Cloud solutions</li> <li>• Approved the Group’s Performance Bonus/Incentive for FY2023</li> <li>• Approved Salary Increment for employees of the Group for FY2024</li> <li>• Approved the FY2024 Balance Scorecard for the Group</li> <li>• Briefed on the Group’s 2023 Annual Customer Survey Results and Focus Areas</li> </ul> <p><b>Management Committees</b></p> <p>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 desired 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:</p> <ul style="list-style-type: none"> <li>• Group Management Committee</li> <li>• Group Tender Committee</li> <li>• Group Asset and Liability Committee</li> <li>• Group Disciplinary Committee</li> <li>• Group Business Continuity Committee</li> <li>• Group Credit Committee</li> <li>• Group Capital and Risk Committee</li> <li>• Group Human Capital Committee</li> <li>• Group Wholesale Business Council</li> <li>• Group International Business Council</li> </ul>
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	<ul style="list-style-type: none"> <li>• Group Digital &amp; Technology Committee</li> <li>• Group Technology Leadership Committee</li> <li>• Group Sustainability Committee</li> <li>• Group Management Recovery Committee</li> <li>• Information &amp; Complaints Assessment Committee</li> <li>• Pandemic Working Group</li> </ul> <p><b>RHB Banking Group's P.R.I.D.E. Core Shared Values:</b></p> <p><b>Professional</b> - I master skills and knowledge to deliver consistently good and reliable results.</p> <p><b>Respect</b> - I treat everyone with humility, empathy and mutual respect.</p> <p><b>Integrity</b> - I lead by example by always doing what is right according to the organization's values and principles.</p> <p><b>Dynamic</b> - I approach the present and future with positivity, enthusiasm and a can-do attitude.</p> <p><b>Excellence</b> - I continuously achieve and inspire high standards of performance and I strive to raise the bar for myself and others.</p> <p><b>RHB's Culture Components:</b></p> <p><b>One RHB</b> - Demonstrate willingness to put the organisation's needs over personal achievement by fostering teamwork, empowerment and knowledge sharing.</p> <p><b>Results Oriented</b> - Demonstrate commitment and drive in delivering quality work output, and treat all with urgency.</p> <p><b>Customer First</b> - Demonstrate unwavering passion to engage and interact with customers to meet their needs, and create great experiences</p> <p><b>RHB's Purpose Statement</b>  <i>Making Progress Happen for Everyone</i></p> <p><b>RHB's AML/CFT Vision and Mission statement:</b></p> <p><u>AML/CFT Vision</u>  Safeguard and protect RHB's financial network from financial crime risks to ensure high level of trust in our services to customers and communities.</p> <p><u>AML/CTF Mission statement</u>  Our mission is to be a responsible and innovative financial services partner to the customers and communities we serve through adoption of the highest standards in combating Money Laundering, Terrorism Financing, Proceeds of Unlawful Activities and sanctions violations, and ensuring strict adherence to all laws and regulations while assuring our customer experience.</p>
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	<p><b>RHB's Organisational Anti-Corruption Plan ("OACP") Vision and Mission statement:</b></p> <p><u>OACP Vision</u> To be a sustainably responsible financial services provider and create long-term value while upholding good enterprise governance practices</p> <p><u>OACP Mission Statement</u> Towards a Corrupt-Free Financial Institution</p> <p>In projecting our fundamental promise to our customers, the Group is guided by four pledges which are the key pillars of our brand promise, namely 'Together We Progress' which were approved by the Board:</p> <ul style="list-style-type: none"> <li>• <b>Being your trusted partner</b> We build trust through our relationships and our desire to meet your personal and financial advisory needs.</li> <li>• <b>Nurturing future generations</b> Cherishing the potential of today's youth and empowering them for a sustainable and better tomorrow.</li> <li>• <b>Providing solutions that help achieve your goals</b> Our products and services are designed to support you and your business requirements, so you can focus on what truly matters.</li> <li>• <b>Delivering simple, fast and seamless experiences</b> Creating a seamless customer journey that crosses physical and digital boundaries.</li> </ul> <p><b>Sustainability at the forefront</b> The Board established a Board Sustainability Committee ("BSC") in 2021. The BSC along with the respective supporting sub-committees are responsible in spurring the Group's efforts to elevate the Group's sustainability efforts. Information on the Group's sustainability initiatives are disclosed within the Group's Sustainability Report as well as under Practice 4.1 to Practice 4.5 (Step-up) in this report.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board is Tan Sri Ahmad Badri Mohd Zahir ("Tan Sri Ahmad Badri", "Tan Sri"). Tan Sri was initially appointed as a Non-Independent Non-Executive Director/Deputy Chairman of RHB Bank Berhad on 16 November 2020 and was later redesignated as the new Chairman of RHB Bank Berhad effective 24 March 2021.</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 &amp; 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 the Chairman of the Employees Provident Fund ("EPF") from 1 May 2020 to 1 September 2024. He was also on the EPF Investment Panel since 2014 until his retirement 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. Tan Sri's other directorship in public company includes Sime Darby Berhad.</p> <p>As the Chairperson of the Board, Tan Sri does not chair or participate by invitation in any of the Board Committees to promote robust and open deliberations by the Board. He presides over Board and General Meetings of the Company. Tan Sri is expected to ensure that the Board is well informed and effective as well as the Board members, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and the Company. Additionally, as Chairman, Tan Sri must ensure that General Meetings are conducted efficiently and that shareholders have adequate opportunity to air their views and obtain answers to their queries.</p>

	<p>The following are some of his key responsibilities as the Chairman of the Board of RHB Bank Berhad:</p> <ul style="list-style-type: none"> <li>• Provide effective leadership in formulating the strategic direction for the Company and the Board in achieving the overall objectives of the Company;</li> <li>• Work with the Company Secretary to schedule Board and Committee meetings and ensure that directors receive accurate, timely and clear information in particular on the Company's performance, to enable the Board to make sound decisions, monitor effectively and provide sound advice to achieve the Company's objectives;</li> <li>• Work with the Board in establishing appropriate Board Committee structures and charters, including the assignment of Directors to Board Committees and the appointment of Chairperson for each Board Committee;</li> <li>• Ensure the independence of the Board in discharging its duties. This includes encouraging non-executive directors of the Board to meet regularly to deliberate on matters of concern and ensuring that the Board may engage independent advisors as required (subject to the proper approval process);</li> <li>• Ensure that the Board and individual directors fully exercise their responsibilities and fully comply with applicable policies, laws, regulations, rules, directives and guidelines;</li> <li>• Consider and address the development needs of individual directors and the Board as a whole, maintain the necessary depth and breadth of knowledge and skills to enhance the effectiveness of the Board as a team;</li> <li>• Work with the Board in establishing the performance criteria and evaluation for the Board, the various Board Committees, individual directors, the CEO/MD and the senior management team. Within the evaluation framework, the Chairman should encourage regular Board discussions and assessments of the CEO/MD and the senior management team's performance;</li> <li>• Promote effective relationships and open communication between the Board and senior management team, in relation to corporate governance matters and corporate performance; and</li> <li>• Represent the Company and the collective views of the Board externally and overseeing the public relations, including relations with key clients, government officials, other public organisations and the public generally. In addition, the Chairman is encouraged to use his best endeavours to promote the Company's business in Malaysia and overseas.</li> </ul>
<p><b>Explanation for departure</b></p>	:

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Currently Dato' Mohd Rashid Mohamad is the CEO of RHB Bank Berhad while Tan Sri Ahmad Badri Mohd Zahir is the Chairman of the same company. Dato' Mohd Rashid was appointed as Group Managing Director/Group Chief Executive Officer of RHB Banking Group, effective 1 April 2022.</p> <p>He began his career in Bank Negara Malaysia (BNM) in 1988 and spent 14 years in the Examination / Supervision and Investment Operations &amp; Financial Markets Departments. He has extensive experience within the financial services industry with strong commercial, financial and operational track record, spanning more than 20 years in senior leadership positions with several financial institutions across Malaysia and Singapore namely ABN Amro NV, The Royal Bank of Scotland and AmBank Group.</p> <p>Dato' Mohd Rashid joined RHB as Group Treasurer in March 2014. He was later appointed as the Managing Director, Group Wholesale Banking in July 2021 before his appointment as the Officer-In-Charge / Principal Officer, RHB Banking Group on 24 January 2022.</p> <p>Qualification:</p> <ul style="list-style-type: none"><li>• Bachelor of Accounting (Hons), Universiti Teknologi MARA ("UiTM"), Shah Alam, Selangor</li><li>• Master of Business Administration with Distinction, University of Wales, Cardiff, United Kingdom</li><li>• Chartered Banker – Asian Institute of Chartered Bankers ("AICB")</li><li>• Advanced Strategic Management Program, Institute for Management Development ("IMD"), Lausanne, Switzerland</li></ul> <p>External Memberships:</p> <ul style="list-style-type: none"><li>• Chairman of Asian Institute of Chartered Bankers Investment Committee</li><li>• Council Member of the Association of Banks, Malaysia</li><li>• Council Member of Asian Institute of Chartered Bankers</li><li>• Chartered Accountant – Malaysian Institute of Accountants ("MIA")</li></ul>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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 Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Chairman of the Board, Tan Sri Ahmad Badri Mohd Zahir, does not serve as a member in any of the Group's Board Committees. The Chairman was also not invited to participate in the meeting and deliberation of the specified Board Committees mentioned in this Practice.</p> <p>The requirement for the Chairman not to be involved in Board Committees' meetings has been codified in RHB Bank Berhad's Board Charter.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## 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

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 is supported by an in-house experienced secretarial team led by Azman Shah Md Yaman, the Group Company Secretary and Head, Group Legal, Secretariat and Governance. Azman also serves as the Group’s General Legal Counsel and the Chief Integrity and Governance Officer (“CIGO”) for RHB Banking Group, heading the Group Integrity &amp; Governance function.</p> <p>As the Head, Group Legal, Secretariat and Governance, Azman provides legal, secretarial and governance support to the Board and oversees the entire Legal, Secretariat &amp; 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. In addition, he also reports to the Board on matters relating to integrity, whistleblowing and anti-corruption.</p> <p>Azman is a qualified Advocate &amp; 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 &amp; Administrators (“MAICSA”) and is a Certified Integrity Officer (“CeIO”) accredited by the Malaysia Anti-Corruption Academy.</p> <p>The authority to appoint and remove the Company Secretary resides with the Board. The company secretarial function for RHB Banking Group was assessed for year 2024 as part of the Board Effectiveness Evaluation exercise and scored* a respectable 4.2 out of 5, with the Board being very satisfied with the performance of the secretarial function.</p> <p>Note (*):</p> <table><tr><th>Rating</th><th>System Rating Description</th></tr><tr><td>1</td><td>Below Expectation</td></tr><tr><td>2</td><td>Needs Improvement</td></tr><tr><td>3</td><td>Satisfactory</td></tr><tr><td>4</td><td>Very Good</td></tr><tr><td>5</td><td>Exceptional</td></tr></table>	Rating	System Rating Description	1	Below Expectation	2	Needs Improvement	3	Satisfactory	4	Very Good	5	Exceptional
Rating	System Rating Description													
1	Below Expectation													
2	Needs Improvement													
3	Satisfactory													
4	Very Good													
5	Exceptional													



	<p>The following are some of his key responsibilities as the Company Secretary:</p> <ul style="list-style-type: none"> <li>• administer all Board and Board Committee meetings including the scheduling, taking of minutes, preparation of Board meeting materials and information supplied to the Board;</li> <li>• ensure information supplied to the Board such as meeting minutes are accurate, timely (within 5 working days of the Board and Board Committee meetings) and adequate for the Board to carry out its function;</li> <li>• ensure proper record keeping and confidentiality of all deliberations and decisions of the Board and Board Committees;</li> <li>• accord the Board with regular updates and advice on changes to statutory and regulatory requirements including governance matters;</li> <li>• facilitate a two-way communication between Senior Management and the Board to ensure Board's decisions are communicated in a timely basis;</li> <li>• facilitate the conduct of continuous Professional Development trainings for Directors including induction programmes for newly appointed Directors;</li> <li>• manage the Annual General Meeting process by supporting the Chairman;</li> <li>• serve as a focal point for stakeholders' communication and engagement on corporate governance issues;</li> <li>• support the Board Nominating &amp; Remuneration Committee ("BNRC") by facilitating the conduct of Board Effectiveness Evaluation; and</li> <li>• undertake own continuous professional development.</li> </ul> <p>As the Chief Integrity &amp; Governance Officer, Azman's responsibilities, amongst others, are to:</p> <ul style="list-style-type: none"> <li>• manage the risks of corruption, abuse of power, business ethics and any malpractices in the organisation;</li> <li>• implement the core functions of the Group Integrity &amp; Governance division to combat bribery and corruption;</li> <li>• coordinate, supervise, monitor and assess the organisation's integrity strengthening programmes;</li> <li>• advise the Head of Organisation in matters involving integrity, corruption and abuse of power;</li> <li>• enhance awareness on corruption, abuse of power and corporate malpractices as well as violation of integrity; and</li> <li>• ensure the best governance is upheld towards strengthening the integrity of officers and staff in the organisation as well as in dealing with integrity related issues, in particular those of corruption, abuse of power and malpractice in nature.</li> </ul>
<p><b>Explanation for departure</b></p>	<p>:</p>

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

### 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 1.6

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The secretarial department is a key source of information and guidance to the Board. The function manages and provides information and advice for the Board and Board Committees on issues relating to compliance with laws, rules and regulations. It operates in-line with the Group Secretariat Operations Manual which provides guidance notes on their operational procedures.</p> <p>The 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 ensuring 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>To facilitate with a clear and structured presentation of information to the Board, a standard format was adopted for the Board meeting papers. The structure includes the following:</p> <ul style="list-style-type: none"><li>• Objective of the paper</li><li>• Required action by the Board (To note, adopt, approve)</li><li>• Background of the paper submitted</li><li>• Recommendation for the Board's consideration</li><li>• Details of the parties submitting and presenting the papers</li></ul> <p>The key responsibilities of the Company Secretary have been explained per disclosure under Practice 1.5 of this report.</p>
<b>Explanation for departure</b>	:	

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

**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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of RHB Bank Berhad has established a Board Charter that clearly defines the roles and responsibilities of each Board member, Board Committees, Chairperson, Senior Independent Non-Executive Director and the Group Managing Director/Managing Director ("MD")/Chief Executive Officer in areas such as strategy setting, management of company, succession planning, risk management, integrity of internal control and communication plan.</p> <p>The document also highlights the key corporate governance principles adopted by the Board of Directors of RHB Bank Berhad for practicing high standards of corporate governance. Board members are expected to perform their duties with integrity, honesty and professionalism in accordance with the law in serving the best interest of its shareholders, employees, clients, the community and other stakeholders.</p> <p>The Board fulfils its mandate directly and through the various committees of the Board and such other committees as it appoints from time to time. These committees include amongst others, Board Audit Committee, Board Nominating &amp; Remuneration Committee, Board Risk Committee, Board Credit Committee and Board Sustainability Committee as the case may be.</p> <p>The provisions of this Charter neither replace or override Malaysian laws or regulatory frameworks. This Charter also makes reference to RHB Banking Group's Board Governance Handbook, which includes the Director's Internal Guidelines and Procedures. The Board Charter is periodically reviewed every three years or as and when required. The Board Charter was last reviewed in 2023. A copy of the Board Charter can be viewed and downloaded from its corporate website at <a href="http://www.rhbgroup.com">www.rhbgroup.com</a>.</p>
<b>Explanation for departure</b>	:	

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

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>A Code of Ethics and Business Conduct for Directors has been established to encourage ethical behaviour and promote a culture of strong business ethics and compliance. The Code is designed 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"><li>• To exercise their role and responsibilities as prescribed under Section 213 and Section 214 of the Companies Act 2016 at all times;</li><li>• To establish the appropriate ethical standards for Directors based on acceptable beliefs and values;</li><li>• To uphold the spirit of corporate responsibility and accountability in line with the governing laws, regulations and guidelines; and</li><li>• 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.</li></ul> <p>The document also includes principles relating to general standard of conduct, insider trading, maintaining confidentiality, use of corporate assets etc. The 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. A summary of the Code is also available on the Company's website.</p> <p>As a financial institution which involves in multiple banking and capital market disciplines, specific codes of conducts are also established by</p>

	<p>the Company to complement the main codes of ethics for directors and employees, namely Code of Conduct for Licensed Representatives and Share Trading Officers, Code of Ethics &amp; Guidelines for Business Conduct for Unit Trust Consultant(s) and Principles to Adopt for Users of Social Media Platforms. The Group has put the following Key Internal Control Policies and Procedures in place to supplement the above mentioned codes of ethics:</p> <ul style="list-style-type: none"> <li>• Group Anti-Bribery and Corruption Policy;</li> <li>• Group Whistleblowing Policy;</li> <li>• Group Policy on Conflict of Interest;</li> <li>• Group Fit &amp; Proper Policy;</li> <li>• Group Policy on Related Party Transactions;</li> <li>• Group Fraud Risk Management Policy;</li> <li>• Orderly &amp; Fair Market Policy;</li> <li>• Group Anti-Money Laundering &amp; Counter Financing of Terrorism Policy;</li> <li>• Group Chinese Wall and Insider Trading Policy;</li> <li>• Group Corporate Sponsorship and Donation Policy; and</li> <li>• Group Gifts and Hospitality Guideline.</li> </ul> <p>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 Codes is part of the terms and conditions of employment for every employee. The Codes continue to be revised from time-to-time to incorporate current best practices in line with the overall industry standards.</p> <p>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.</p> <p><b>Policy on Related Party Transactions</b></p> <p>The Group has put in place a Policy on Related Party Transaction which guides the review process and reporting of all related party transactions. Under this policy, all related party transactions are reviewed by Group Legal 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 on an arm's length basis. Details of these transactions are set out under Note 51 to the Financial Statements on pages 120 to 125 in the Financial Report 2024.</p>
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	<p><b>Group Integrity &amp; Governance (“GIG”)</b></p> <p>The formation of this division is pursuant to top level commitment in-line with the requirement of Strategic Plan of Integrity &amp; Governance Unit 2019-2021 and also the Guideline for the Management of Integrity and Governance Unit, both issued by the Malaysian Anti-Corruption Commission. In implementing its four core functions, the Group Integrity &amp; 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>The division is empowered to strengthen RHB Banking Group’s internal controls with regards to prevention of corruption, abuse of power and other malpractices by fostering the principle of abhorring corruption through coordination of four (4) core functions, namely:</p> <ul style="list-style-type: none"> <li>• Complaints Management/Whistleblowing;</li> <li>• Detection and Verification;</li> <li>• Integrity Strengthening; and</li> <li>• Governance.</li> </ul> <p>Highlights of activities undertaken by the division during year 2024:</p> <ul style="list-style-type: none"> <li>• GIG continued to oversee the initiatives and the status of the identified action plans established under the Group’s Organisational Anti-Corruption Plan 2022 – 2026 (“OACP”).</li> <li>• GIG carried out 75 training sessions involving RHB Banking Group staff (locally and abroad), vendors and other business partners covering the Group’s anti-bribery and corruption policy, gifts and hospitality practices as well as whistleblowing mechanism available to them to whistle-blow on any business malpractices and wrongdoings.</li> <li>• An engagement session with Integrity and Liaison Officers on 20 June 2024 was carried out to train and equip the officers to support the Group’s anti-bribery and corruption efforts.</li> <li>• GIG produced and published 8 Flyers (accompanied by F.A.Q.) and 4 Quarterly Bulletins in 2024 to edify and inform employees on to anti-bribery &amp; corruption, gifts &amp; hospitality and whistleblowing matters.</li> </ul> <p>Details of activities undertaken by GIG can also be found on page 197 – 198 of RHB Bank’s Integrated Report 2024.</p>
<p><b>Explanation for departure</b></p>	<p>:</p>

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

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Group's whistleblowing channel and avenues continue to be an important tool for internal and external parties to report on any knowledge of improper conduct without fear of reprisal or retaliation. A Group Whistleblowing Policy ("GWP") was established in 2007 and was last reviewed in 2024. The GWP provides a formal mechanism and minimum standards to be adopted and adhered by the Group's personnel (Directors, Senior Management and employees) in disclosing or reporting of questionable actions or wrong doings committed by any personnel associated with 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.</p> <p>RHB Banking Group's primary whistleblowing avenues for both internal and external parties are through the designated email, namely <a href="mailto:speakup@rhbgroup.com">speakup@rhbgroup.com</a>. The whistleblowing channel is monitored by the Group Integrity &amp; Governance division, which is overseen by the Chief Integrity &amp; Governance Officer who will report on all whistleblowing and business ethics related matters to the Board Audit Committee for deliberation and decision-making.</p> <p>Whistleblowing cases received are treated with the strictest confidentiality. All cases received via the whistleblowing channels are independently reviewed by the Information &amp; Complaints Assessment Committee and will be investigated accordingly. All whistleblowing cases, investigation findings and outcome are tabled to the Board Audit Committee on a monthly basis for review and notation.</p> <p><b><u>The Group Disciplinary Policy</u></b></p> <p>Under this Policy, all the business ethics related cases will be subject to consequence management and if any misconduct are proven, the staff will be brought to face the Group Disciplinary Committee for further action, including possible disciplinary action such as staff termination.</p>

	<p>Details on action taken for matters arising from whistleblowing investigations can be found on page 198 of RHB Bank Berhad's Integrated Report 2024.</p> <p>For the current year under review, 14 complaints (including 12 whistleblowing reports) pursuant to the GWP were received and acknowledged by Group Integrity &amp; Governance, investigated and pursued. All reports or complaints received are managed and stored in accordance with the GWP as well as internal functional manuals established as part of the overall governance framework.</p> <p>This is mainly attributed to the continued efforts of Group Integrity &amp; Governance to reinforce and encourage the right organisational culture, promote and instil DNA of integrity within the Group and further encourage exemplary behaviour among staff.</p> <p>Staff also understand better that their dissatisfaction over human resource related matters should be channelled through grievance channel and not the whistleblowing channel. Integrity is embedded in RHB's Core Values P.R.I.D.E which simply means we are honest, ethical and uphold a high standard of governance.</p> <p>The key objectives of the GWP are to:</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• enable the management to be informed of any unlawful conducts, unethical occurrences, corruption or questionable practices at an early stage.</li> <li>• help nurture the culture of accountability, integrity and transparency among employees within the Group.</li> </ul> <p>In addition to the GWP, the Group has also established the Group Anti-Bribery &amp; Corruption Policy, Group Corporate Sponsorship &amp; Donation Policy, Group Policy on Conflict of Interest and the Group Gifts &amp; Hospitality Guideline to promote integrity and transparency amongst the Group's employees. These Policies and Guideline 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</p>
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	<p>overall anti-bribery and corruption initiative currently pursued by the Group.</p> <p>In line with the spirit of transparency, the Group's corporate 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 Group Integrity &amp; Governance with support from Group Internal Audit and Industrial Relations.</p> <p>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 law enforcement agencies such as Bank Negara Malaysia, Securities Commission Malaysia and the Malaysian Anti-Corruption Commission ("MACC"). The whistleblowing channel on the Group's website can be accessed via the following link:  <a href="https://www.rhbgroup.com/-/media/Assets/Corporate-Website/HTML-Component/Section/Corporate-Governance-Link-Panel/files/Group_Whistleblowing_Policy.pdf">https://www.rhbgroup.com/-/media/Assets/Corporate-Website/HTML-Component/Section/Corporate-Governance-Link-Panel/files/Group_Whistleblowing_Policy.pdf</a></p> <p>The Chairperson of the Board Audit Committee is responsible for the following matters with regard to the Group Whistleblowing Policy:</p> <ul style="list-style-type: none"> <li>• oversee and assess the effectiveness of the whistleblowing policy and procedures;</li> <li>• ensure management reports on the whistleblowing incidents on a timely and accurate basis to the Board; and</li> <li>• ensure the management develops and maintains a clear structure on reporting, recording and investigating whistleblowing reports.</li> </ul>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of Directors has oversight on the Group's material sustainability matters and assumes the primary responsibility for providing the strategic direction of the Group Sustainability Strategy and Roadmap, which includes climate-related strategy. The Board of Directors are responsible towards setting clear objectives, outlining actionable roadmaps and regularly reviewing progress to ensure RHB's alignment with regulatory expectations and in support of the nation's goal to achieve Net Zero emissions by 2050.</p> <p>The Board discusses and receives regular updates on material issues, developments and progress reports on sustainability matters from the Board Sustainability Committee ("BSC"). This includes progress updates on the Group's Sustainability and climate strategy, including achievements against the Group's key sustainability activities and climate-related KPIs. The updates are presented to the Board on a quarterly basis.</p> <p>The BSC strengthens the Board's accountability in setting strategic direction of the Group's sustainability objectives, aspirations and key focus areas.</p> <p>The role of BSC is to assist the Board in its oversight of Sustainability and climate-related matters, and ensure integration of Sustainability, including climate-related considerations into the Group's long-term corporate strategy and decision-making process. The BSC with the support of relevant sub-committees, are collectively responsible in spurring the Group's efforts to elevate participation in sustainable financial services and supporting the nation's transition towards a sustainable and low-carbon economy.</p>

The membership and attendance of the BSC are as follows:

<b>Directors</b>	<b>Meeting Attendance</b>
Datuk Iain John Lo (Chairperson)	8/8
Hijah Arifakh Othman	8/8
Dato' Mohamad Nasir Ab Latif	8/8
Donald Joshua Jaganathan	8/8

To ensure that it is able to discharge its duties effectively, the BSC also works closely with the other Board committees. To support this collaboration, the Group has established a RACI (Responsible, Accountable, Consulted, Informed) Framework for the BSC and other relevant supporting committees such as the Board Risk Committee ("BRC"), Board Nominating & Remuneration Committee ("BNRC"), Board Credit Committee ("BCC") and Board Audit Committee ("BAC") to have primary oversight and decision-making authority on the relevant areas of ESG and climate-related matters. These key areas are summarised below, and further details of the RACI Framework can be found in the RHB Bank Sustainability Report 2024:

- The BRC supports the BSC by providing oversight and decision-making on the Group's Sustainability risks including climate related risks. The BSC will be duly notified on any approvals made by the BRC on sustainability and climate-related risks.
- The BAC supports the BSC by providing oversight on sustainability and climate-related audit findings arising from scheduled audits. As and where required, the BSC will be duly notified of any approvals made by the BAC in this area.
- The BNRC supports the BSC by providing oversight on Diversity, Equity and Inclusion ("DEI") in the Workplace. The BSC will be duly notified on any approvals made by the BNRC in regards to these areas.

The BSC is also supported by the Group Sustainability Committee ("GSC"), which has been established at the management level. The Committee comprises of the Group's senior management and is chaired by the Group Managing Director. The GSC is responsible for driving the Group's Sustainability and climate agenda, including the strategic execution and implementation of sustainability and climate-related initiatives while the GSC reports to the Board Sustainability Committee.

The GSC on the other hand is supported by the Sustainable Business Council, which comprises key senior leaders across selected Strategic Business and Functional Groups and is chaired by the Head of Sustainable Finance. The Sustainable Business Council drives the Group's Sustainable Financial Services efforts, including the adoption of Value-Based Intermediation ("VBI") across the Group's business activities, covering Lending and Financing, Capital Market and Advisory, Investments, Asset Management and Insurance.

	<p>The integration of sustainability considerations into the Group's operations and supply chain, including the management of areas such as business ethics and integrity, environmental stewardship, people &amp; workplace, and sustainable supply chain, is driven by Strategic Business Groups ("SBGs") and Strategic Functional Groups ("SFGs"). Progress on these areas are tracked and monitored by relevant committees, including the GSC and BSC.</p> <p>In driving the Group's key focus areas, a network of Sustainability Champions comprising senior leaders has also been identified to lead and embed sustainability practices within their respective business and functional areas. In 2024, RHB had appointed a Head of Sustainable Finance, reinforcing the Group's commitment to advancing sustainable finance solutions. This appointment enhances RHB's ability to drive sustainability and climate-focused innovation, to support its clients' transition to more sustainable and low carbon practices. In addition, RHB had also appointed a Head of Social Impact, who leads the Social Impact team and drives the Group's community enrichment and empowerment efforts.</p> <p>To support the climate-related agenda and regulatory requirements for the Group, the Group Climate Action Programme Project Steering Committee ("GCAP PSC") was set up as a temporary project committee to manage the successful delivery of the initiatives to meet the requirements of the Policy Document ("PD") on Climate Risk Management and Scenario Analysis ("CRMSA") issued by Bank Negara Malaysia ("BNM"), and to ensure alignment of the Group's climate strategy with its overarching sustainability commitments and aspirations, ensuring a consistent and robust approach to tackling sustainability and climate-related risks. The GCAP was concluded in 2024, culminating in the establishment of the Group's financed emissions baseline, Net Zero Commitment, sectoral decarbonization strategy, as well as incorporation of CRMSA requirements into the Group's internal risk documentation. With the conclusion of the GCAP, the management of climate-related risks and opportunities has been embedded into the roles and responsibilities of relevant SBGs and SFGs. Moving forward, strategic deliberation and oversight of the Group's climate agenda will take place at the GSC and BSC.</p> <p>The Group Sustainability Management team, working in collaboration with SBGs and SFGs, drives the execution of the Group's sustainability strategy and key focus areas. The roles and responsibilities of the Sustainability Management team are subdivided into two pillars, as described below:</p> <ul style="list-style-type: none"> <li> <b>Sustainability and Climate Strategy, Policy &amp; Framework Setting and Enterprise Data Management</b>  Provides strategic support to the Group Chief Sustainability Officer in driving Sustainability Strategy, including collaborating with SBGs and SFGs to drive sustainable financial services, develop </li> </ul>
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	<p>sustainability and climate-related frameworks, policies and guidelines, and establish and monitor performance against targets.</p> <ul style="list-style-type: none"> <li> <b>Disclosure, Stakeholder Engagement &amp; Governance</b>            Provides strategic support to the GCSO to drive sustainability-related stakeholder engagement efforts, including leading the development robust sustainability and climate-related disclosures, engaging with external stakeholders and ratings agencies, implementing sustainability culture-building and capability-building programmes, enhancing brand visibility on sustainability, and supporting the BSC Secretariat on governance matters.         </li> </ul> <p>For more information on RHB Bank Berhad's sustainability journey, please refer to RHB Bank Berhad's Integrated Report 2024 and Sustainability Report 2024. The latter describes the Group's sustainability matters, highlighting RHB's Sustainability and climate-related governance, strategy, risk management, initiatives, achievements, challenges and key results that are underpinned by our robust Sustainability Framework.</p>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board appreciates the value of having good and clear sustainability communications and disclosures which allows for the Group's strategies and initiatives to be communicated to all internal and external stakeholders. It is also important for communication to be done in a timely and effective manner to ensure our stakeholders are kept informed of the sustainability initiatives and development undertaken by the Group.</p> <p><b>External disclosure and communications</b></p> <p>A primary mode of communication used by the Board is the annual integrated report contents of statutory disclosure documents, including the Sustainability Report ("SR"), the Financial Report and the Corporate Governance Report. Information on RHB's sustainability strategies, priorities, focus areas, and performance metrics and targets are detailed through these reports to ensure stakeholders can capture a holistic view of the initiatives.</p> <p>RHB Banking Group's corporate website also has a dedicated section on Sustainability, covering details of RHB's Sustainability Pillars, approach to sustainability, community engagements and repository of sustainability reports.</p> <p><b>Sustainability Report ("SR")</b></p> <p>The SR covers the Group's Sustainability Strategy and Roadmap, governance structure, sustainability key performance indicators, achievements and impacts. Through the SR, we share how we create financial and non-financial value for our stakeholders, including the community and the planet as we strive to improve our performance to ensure long-term value creation.</p> <p>A standalone SR is published annually by the Group based on recognised sustainability reporting frameworks such as Bursa Malaysia Sustainability Reporting Guide, GRI Standards, Taskforce on Climate-Related Financial Disclosures ("TCFD") and United Nations Sustainable Development Goals ("UN SDGs"). From FY2024 reporting onwards, the Group has also started to progressively adopt disclosure requirements from the International Sustainability Standards Board ("ISSB") S1 and S2 Standards in its SR. The SR represents disclosure within the period of the Group's financial year 2024 (1 January until 31 December).</p>

	<p>The scope and boundary of the SR covers RHB Bank Berhad and its subsidiary companies. Any exception or limitation to the scope and boundary shall be clearly described and provided with plans on how and when to incorporate the exclusion in future reporting.</p> <p>In addition to the annual standalone SR, the Group also publishes a Sustainability Statement (“SS”) in the annual Integrated Report. The SS encapsulates the key elements of the Group’s sustainability approach, including its sustainability strategy, governance, material matters, and achievements for the year, in accordance with listing requirements.</p> <p><b>Reporting Principles of the Sustainability Report (“SR”)</b>  The following best practices reporting principles were applied when developing the content of the SR:</p> <ul style="list-style-type: none"> <li>• Stakeholder Inclusiveness: Re-evaluated and engaged with identified stakeholder groups to understand their concerns and respond to their expectations</li> <li>• Sustainability Context: Presented information in the wider context of sustainability</li> <li>• Materiality: Focused on issues that matter to stakeholders and impact our business</li> <li>• Completeness: This Report includes coverage of material topics and their boundaries, sufficient to reflect significant economic, environmental and social impacts, and to enable stakeholders to assess RHB’s performance in the reporting period.</li> </ul> <p><b>Analyst Briefing &amp; Stakeholder Engagement</b>  The Group also holds quarterly analyst briefing to share insights on the Group’s Sustainability related strategy, initiatives, KPIs, and progress activities. In addition, other stakeholders such as shareholders and regulators are kept abreast on the Group’s sustainability initiatives during some of these engagement sessions as well. Throughout the year, the Group conducted periodic bilateral engagements with our major shareholders and key regulators, to apprise them of our sustainability progress and achievements, including any refinements to our sustainability strategy and approach.</p> <p><b>Communication with Internal Stakeholders</b>  The Group’s employees are kept informed of our sustainability strategy, priorities, progress and achievements through ongoing stakeholder engagement efforts. The Group strives to inculcate a culture of sustainability throughout the workforce through efforts such as email circulars, staff campaigns, targeted events and knowledge-sharing sessions. These initiatives serve the dual purposes of raising workforce awareness of sustainability, as well as communicating specific information on RHB’s sustainability approach, such as our sustainability targets and KPIs, frameworks, policies, guidelines and priorities.</p>
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	<p>Additionally, as part of the Group's induction programme for newly recruited staff, all new staff are apprised of the Group's sustainability strategy and roadmap, KPIs and key achievements. As a supplement to this, in 2024, the Group implemented a mandatory e-learning module on sustainability for all staff, which introduced foundational concepts of sustainability, and ensured that all staff have a basic understanding of the Group's sustainability approach.</p> <p>To ensure robust sustainability governance, there are also clear, periodic reporting processes to the Group Sustainability Committee and Board Sustainability Committee, to ensure that the Management and Board are kept abreast of the Group's sustainability initiatives and progress.</p> <p><b>The Group's Sustainability Strategy and Roadmap</b></p> <p>The Group aims to be a sustainably responsible financial services provider by promoting sustainable and inclusive growth, nurturing customers, employees and communities, while upholding good governance to create long-term value. Its actions to support this aim are guided by the Group's Sustainability Strategy and Roadmap, which is based on four thematic pillars. Each pillar and its respective focus areas not only drives our sustainability journey, but also creates value across our six capitals and positively contribute to the United Nations Sustainable Development Goals ("UN SDGs").</p> <p>The Group's four Sustainability Pillars are as follows:</p> <ul style="list-style-type: none"> <li>• Pillar 1: Sustainable and Responsible Finance - Integrate ESG considerations into our business strategies and decision-making process whilst nurturing customers and communities towards achieving sustainable growth</li> <li>• Pillar 2: Committed to Achieving Net Zero by 2050 - Accelerating the just and responsible transition to a low-carbon economy, guided by the Group's Net Zero by 2050 Strategy</li> <li>• Pillar 3: Embedding Good Practices - Foster responsible practices and nurture a sustainable culture within our organisation</li> <li>• Pillar 4: Enriching &amp; Empowering Communities - Create long term positive impact on the communities, focusing on nurturing children and young adults</li> </ul> <p><b>Sustainable and Responsible Finance</b></p> <p>The Group is committed to contribute and create positive impact through identified business commercial opportunities in the area of sustainable finance. Under the Group's Sustainability Strategy and Roadmap, we have a dedicated core pillar; Sustainable &amp; Responsible Finance, that aims to integrate Sustainability focused considerations into our business strategies and decision-making processes while nurturing targeted customers and local communities towards achieving sustainable growth.</p>
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	<p>Under Pillar I, the desired strategic objectives through three focus areas as defined in the Group's Sustainability Strategy:</p> <ul style="list-style-type: none"> <li> <b>Sustainable Financial Services</b>            Create positive impacts through our lending, capital markets, wealth management, deposits, investment, asset management and insurance businesses         </li> <li> <b>Financial Inclusion</b>            Promote financial inclusion by providing access to financial products and services to targeted individuals (students, youth, new to the workforce, the underserved) and businesses (SMEs, micro-enterprises, etc.)         </li> <li> <b>Advancing SMEs Towards Sustainable Business Practices</b>            Nurture and support SMEs in their journey towards building a sustainable business         </li> </ul> <p>Cumulatively, as at December 2024, we have mobilised over RM41 billion in Sustainable Financial Services. Recognising the importance of building on this momentum moving forward, driving growth in Sustainable Financial Services has been embedded as part of the Group's new corporate strategy for 2025-2027. Alongside this, we have revised our sustainable financial services commitment to Mobilise RM90 billion in Sustainable Financial Services by 2027, from its original target of RM50 billion by 2026.</p> <p>For more information on the above, please refer to our RHB Bank Berhad's Sustainability Report 2024.</p> <p><b>Sustainability Risk Management</b></p> <p>The Group promotes sustainable financing by ensuring that our risk management processes integrate ESG considerations. The Group Risk Management Framework sets out the overarching strategic direction for the management of risks within the Group. Sustainability considerations have been integrated into our risk management framework at the business and functional levels. While the Group sets overall risk appetite and thresholds, regional teams and business segments are empowered to tailor their strategies for local contexts and business needs. This comprehensive approach ensures responsible decision-making, mitigating potential sustainability risks while driving value creation.</p> <p>In accordance with regulatory requirements, we have embedded climate-related considerations into internal risk-related policies and guidelines, to ensure robust management of climate-related risks. RHB has also established the Group Climate Risk Management Framework and Policy, which governs the overall management of climate-related risks and impacts.</p> <p>Sustainability and climate-related considerations have also been integrated into RHB's credit assessment and approval process, which are governed and supported by several policies, stances and tools, to</p>
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	<p>ensure robust sustainability risk management, particularly for customers from high ESG risk sectors. The aforementioned policies, stances and tools are listed below:</p> <ul style="list-style-type: none"> <li>• Prohibited Credits in Group Credit Policy</li> <li>• RHB Group’s Stance on Coal</li> <li>• RHB Group’s No Deforestation, No Peat and No Exploitation (“NDPE”) Policy</li> <li>• ESG Risk Assessment tool (“ERA”) and Sector Level Questionnaires (“SLQs”)</li> <li>• Group ESG Eligible Business Activities Guidelines</li> </ul> <p>For more information on Sustainability and Climate-related risk management, please refer to our RHB Bank Berhad’s Sustainability Report 2024.</p> <p><b>United Nations Global Compact Network (“UNGC”)</b>  In 2023, RHB became a proud member of the United Nations Global Compact Network (“UNGC”), the world’s largest corporate sustainability network that promotes responsible business practices and the advancement of the Sustainable Development Goals (“SDGs”). This membership reaffirms the Group’s commitment to operating responsibly, advancing societal goals, and catalysing business action to support the UNGC’s goals and ten universally accepted principles in the areas of human rights, labour, environment and anti-corruption. It also aligns with our Group’s sustainability strategy, aspirations and the Group’s overall corporate strategy TWP24, underlining our dedication to promoting responsible business practices and societal growth while upholding good governance to create value.</p> <p>Additional details on RHB’s approach to Sustainability can be found on RHB Bank Berhad’s Sustainability Report 2024 and Corporate Website.</p>
<b>Explanation for departure</b> :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
<b>Measure</b> :	
<b>Timeframe</b> :	

### Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board ensures continuous professional development is undertaken by each of its members. Directors of the Group are accorded relevant opportunities to keep themselves abreast on the latest developments such as legal and regulatory changes, industry developments, business development and sustainability matters.</p> <p>For detailed information on the training programmes attended by RHB Bank Berhad Board members, kindly refer to Section B of this report and our Sustainability Report 2024.</p>	
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

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board undertakes an annual performance evaluation via the Board Effectiveness Evaluation ("BEE") exercise. ESG forms a component of the assessment areas which are evaluated. The latest BEE assessment undertaken for FY2024 highlighted that the Board was pleased with the progress being made, although there was still room for improvement in the sustainability front. The positive results of the BEE reflected the progress made from the previous assessment.</p> <p>To address the areas for improvement identified in the previous BEE assessment, quarterly updates on sustainability have been incorporated as part of the Board Agenda at the subsidiary level. This has improved visibility of sustainability and climate-related initiatives at subsidiary level, and enabled respective subsidiary Boards to have improved oversight.</p> <p>In 2024, the assessment indicated the Board was effective in overseeing the development and implementation of sustainability strategies in the Organisation, and ensured environmental, social and governance ("ESG") aspects are appropriately balanced with the interests of various stakeholders.</p> <p>In addition, sustainability related evaluation is also included on the performance scorecard of the Group Management Committee ("GMC") members and the Sustainability Management team. This includes the performance evaluation of the Group Chief Sustainability Officer, Norazzah Sulaiman.</p> <p>The scorecard includes evaluation of deliverables such as the Group's overall sustainability initiatives, production of the Group's sustainability report and performance of RHB Bank Berhad on sustainability related Indices.</p> <p><b>Sustainability-linked Remuneration</b></p> <p>The Board is cognisant that accountability and commitment from the top is crucial to drive the Group's sustainability agenda across all business segments.</p> <p>To ensure our targets are achieved, the Group has integrated sustainability targets within our performance assessment and reward</p>



	<p>system, which aligns the Group’s executive total remuneration with sustainability performance. For FY2024, sustainability has been included as a Key Performance Indicator (“KPI”) with assigned weightage in the Group’s FY2024 overall Balanced Scorecard.</p> <p>Additionally, to spur the implementation of our Net Zero strategy and improve accountability for sustainability implementation Group-wide, KPIs which are linked to our top five high-impact sectors, have been integrated into the Group's FY2024 Balanced Scorecard and cascaded across relevant business and functional units, including the Balanced Scorecards of relevant GMC members. This comprehensive approach ensures accountability, aligns individual efforts with Group-wide goals, and drives continuous progress towards our Net Zero ambitions.</p> <p>For relevant members of the Group’s Senior Management, the Group’s Sustainability KPIs, which include climate-related KPIs, have been embedded into their individual Balanced Scorecard. The Annual Performance incentive reward for these members of Senior Management, as well as key sustainability champions within the Group, are linked to their respective Balance Scorecard performance.</p> <p>Detailed information on the Group’s Sustainability-linked remuneration can be found within RHB Banking Group’s Sustainability Report 2024.</p>	
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

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

### Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

*Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.*

<b>Application</b>	:	Adopted
<b>Explanation on adoption of the practice</b>	:	<p>The Group's Sustainability Strategy and Roadmap are driven by the Group Sustainability Committee ("GSC"), which is chaired by the Group Managing Director ("GMD"). This committee has been empowered by the Board on decision-making and implementation of ESG considerations in the Group's business operations and activities. Among the GSC members, there are Sustainability Sponsors for the respective Focus Areas.</p> <p>The Sustainability Management ("SM") team reports to Norazzah Sulaiman, the Group Chief Sustainability Officer, who is also the Group Chief Communications Officer. The SM team provides strategic support in the development and execution of the Group's Sustainability Strategy and Roadmap Framework and sustainability material matters together with Sustainability Champions and other Strategic Business Groups/Strategic Functional Groups.</p> <p>The SM team also monitors emerging sustainability trends and acts as the referral point on sustainability matters, besides formulating, coordinating and communicating on sustainability initiatives to promote the Group's sustainability efforts and raise awareness of the on-going initiatives internally and externally.</p> <p>In 2024, RHB appointed a Head of Sustainable Finance, reinforcing the Group's commitment to advancing sustainable finance solutions. This appointment enhances RHB's ability to drive ESG-focused innovation and support its clients' transition to more sustainable and low carbon practices. The Group has also appointed a Head of Social Impact, who leads the Social Impact team and drives the Group's community enrichment and empowerment efforts. Both the Head of Sustainable Finance and Head of Social Impact work closely with the SM team, to drive the strategic implementation of sustainability-related initiatives across SBGs and SFGs, in alignment with the Group's Sustainability Strategy and Roadmap.</p> <p>The Group has also established a temporary Group Climate Action Programme Project Steering Committee ("GCAP PSC") to manage the</p>

	<p>successful delivery of the initiatives to meet the requirements of the Policy Document (“PD”) on Climate Risk Management and Scenario Analysis (“CRMSA”) issued by Bank Negara Malaysia (“BNM”). With the conclusion of the GCAP in 2024, the management of climate-related risks and opportunities has been embedded into the roles and responsibilities of relevant SBGs and SFGs. Moving forward, strategic deliberation and oversight of the Group’s climate agenda will take place at the GSC and BSC.</p> <p>For additional information on the adoption of this practice along with the description of the responsibilities of the designated person and actions or measures undertaken, please refer to RHB Bank Berhad’s Sustainability Report 2024.</p>
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## Intended Outcome

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

## Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Board Nominating &amp; Remuneration Committee ("BNRC") is responsible to support the Board on matters such as the annual review of its composition, assessment on suitability of new candidate and nomination of shortlisted candidate(s) that fit the appointment criteria for Board consideration.</p> <p>The BNRC conducts regular review of the Board to ensure it encapsulates individuals who are able to work together as a cohesive unit, foster a strong governance culture, commit the required time, possess understanding of sustainability related matter and have strong financial probity.</p> <p>The composition of RHB Bank Berhad's Board is heterogeneous, and diversity is viewed 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 essence, the BNRC is entrusted with the responsibility of ensuring individuals that are nominated for Board appointment are firstly identified, assessed and fulfil all 'fit and proper' criteria before they are shortlisted and proposed to the Board for deliberation and appointment.</p> <p><b>Board Composition and Succession Planning</b></p> <p>The BNRC has continued to invest time and attention on succession planning for the Board. The BNRC's efforts take into account the business continuity and long-term sustainability of the Bank in its process. Refreshing the Board provides a healthy combination of fresh perspective, balance and experience which helps to ensure the business remains protected and sustainable for all stakeholders.</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"><li>• Ideal Boardroom Balance</li></ul>

	<ul style="list-style-type: none"> <li>○ Annual Board Effectiveness Evaluation is carried out by the BNRC to identify the performance level of directors as well as to understand areas of improvement within the Board.</li> <li>○ The BNRC uses the annual board effectiveness evaluation result to ensure candidates who are sought 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.</li> </ul> <ul style="list-style-type: none"> <li>● Industry Trends knowledge/expertise <ul style="list-style-type: none"> <li>○ The Board is well aware of the rapid 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.</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>● Tenure of Board members <ul style="list-style-type: none"> <li>○ A key consideration to the BNRC's effort is also the tenure of Independent Non-Executive Directors ("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.</li> <li>○ Candidates are usually identified and assessed when the INEDs reach the 8-year tenure to ensure orderly succession planning could take place. 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.</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>● Stakeholder Expectation <ul style="list-style-type: none"> <li>○ 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.</li> <li>○ 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 ethical business practices.</li> </ul> </li> </ul> <p>In addition to the above, the BNRC is also guided by the Bursa Malaysia Corporate Governance Guide 4th Edition and the Bank Negara Malaysia Policy Document on Corporate Governance on matters related to board and board committee refresh.</p> <p><b>Changes to the Board in 2024</b></p> <p>Nadzirah Abd Rashid was appointed to the Board on 15 March 2024 as an INED. She brings with her valuable experience in the securities market, banking industry and extensive exposure to regulatory environments.</p>
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	<p><b>Changes in the Board Committees Composition</b></p> <p>The following Board Committees underwent changes to their respective composition:</p> <p>Board Credit Committee (“BCC”)</p> <ul style="list-style-type: none"> <li>• Mr Lim Cheng Teck was elevated to the position of Chairperson upon Dato’ Abd Rahman’s departure.</li> <li>• Datuk Chung Chee Leong, an Independent Non-Executive Director of RHB Investment Bank Berhad was appointed as a member of the BCC on 1 January 2024.</li> <li>• Hizamuddin Jamalluddin, an Independent Non-Executive Director of RHB Insurance Berhad, was appointed to the Committee as a member on 1 January 2024.</li> <li>• Dato’ Abd Rahman bin Dato’ Md Khalid, who was the Chairperson of the BCC, retired from the Committee on 1 January 2024.</li> </ul> <p>Board Audit Committee (“BAC”)</p> <ul style="list-style-type: none"> <li>• Nadzirah Abd Rashid was appointed as a new Committee member on 15 March 2024.</li> </ul> <p><b>Annual Review of the Board i.e. Board Effectiveness Evaluation (“BEE”)</b></p> <p>The BEE exercise is an important assessment tool used by the BNRC to facilitate with the annual review of the Board, Board Committees and individual directors. The assessment allows the BNRC to evaluate the performance of directors and remedy areas which require improvement. The assessment ensures the Board and its supporting Committees perform to the high standards required.</p> <p>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 in conducting the assessment.</p> <p>The details of the latest BEE exercise can be found under Practice 6.1 of this report.</p> <p><b>Directors’ Retirement, Re-Appointment and Re-Election</b></p> <p>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.</p>
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	<p>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.</p> <p>Summary of activities undertaken by the BNRC:</p> <ul style="list-style-type: none"> <li>• Received the results of RHB Banking Group’s Board Effectiveness Evaluation Results for Financial Year 2022/2023.</li> <li>• Reviewed and endorsed the proposed performance Rewards and Salary Increment for Key Senior Officers.</li> <li>• Reviewed and endorsed the proposed Performance Bonus / Incentive for Financial Year 2023.</li> <li>• Reviewed the Potential Appointment of Independent Non-Executive Directors.</li> <li>• Approved the eligible recipients of Employee Share Grant Scheme and Share Units Allocation for FY2023</li> <li>• Reviewed and endorsed the proposed recipients for FY2024 Share Grant Scheme.</li> <li>• Reviewed and endorsed / approved the appointment and re-appointment of key senior officers and directors within the Group.</li> <li>• Reviewed the ‘Fit and Proper’ Assessment for Key Responsible Persons of RHB Bank Berhad, RHB Islamic Bank Berhad, RHB Investment Bank Berhad and RHB Insurance Berhad.</li> <li>• Received updates on Key Performance Indicator (“KPI”) Alignment of Group Chiefs KPIs with Country Chief Executive Officers’ Balanced Scorecard.</li> <li>• Received update on Succession Planning for RHB Bank Berhad, supporting Board Committees and subsidiary Boards including a review of the Board Succession Planning Framework with particular focus on the Group Independent Directors’ Tenure.</li> <li>• Received update on the Group’s Learning &amp; Development Framework for employees, including the talent development plan and strategies.</li> <li>• Approved the review of the Directors’ Remuneration Framework and Policy for RHB Banking Group.</li> <li>• Endorsed the revised Remuneration Package for the Shariah Committee Members of RHB Islamic Bank Berhad.</li> <li>• Reviewed succession planning for the Shariah Committee of RHB Islamic Bank Berhad.</li> <li>• Received update on Financial Year 2024 Mid-Year Review for Senior Management, other Material Risk Takers and Country Chief Executive Officers of RHB Banking Group.</li> <li>• Endorsed the establishment of Employees Share Grant Scheme and Deferred Cash Incentive Guiding Principles.</li> <li>• Received the results of the assessment on the “Independence” of the Independent Directors of RHB Banking Group.</li> </ul>
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	<ul style="list-style-type: none"> <li>• Approved the RHB Banking Group's proposed Employee Salary Increment, performance Bonus and Incentive for Financial Year 2024.</li> <li>• Endorsed the proposed Reconstitution of the Board of Directors of RHB Securities (Cambodia) PLC.</li> </ul>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

### Practice 5.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board of RHB Bank Berhad comprises a majority of independent directors. In 2024, the Board comprised of six Independent Non-Executive Directors (“INED”), three Non-Independent Non-Executive Directors and one Executive Director.</p> <p>As at 15 March 2025, below is the list of the Independent Non-Executive Directors on the Board:</p> <ol style="list-style-type: none"><li>1. Ong Ai Lin (Senior Independent Non-Executive Director)</li><li>2. Lim Cheng Teck</li><li>3. Donald Joshua Jaganathan</li><li>4. Datuk Iain John Lo</li><li>5. Hijah Arifakh Othman</li><li>6. Nadzirah Abd Rashid</li></ol> <p>The full profiles of RHB Bank Berhad’s Board members are available on the Group’s website @ <a href="http://www.rhbgroup.com">www.rhbgroup.com</a>.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.3

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 provide justification and seek annual shareholders' approval through a two-tier voting process.

<b>Application</b>	:	Not applicable - Step Up 5.4 adopted	
<b>Explanation on application of the practice</b>	:		
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>	
<b>Application</b>	: Adopted
<b>Explanation on adoption of the practice</b>	:  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 nine years. Computation of the service tenure will commence from the date of his/her appointment in RHB Banking Group.  As at 15 March 2025, no Independent Directors has exceeded the nine-year term limit. Information on the tenure limit of INEDs for the Group can be found in RHB Bank Berhad's Board Charter downloadable from RHB's corporate website.

### Intended Outcome

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

### Practice 5.5

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.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Nominating &amp; Remuneration Committee (“BNRC”) ensures that any candidate that is considered for appointment for the position of director, chief executive officer or key senior management position passes the 'litmus test' of character, experience, integrity, competence and time commitment to effectively discharge his or her role for the betterment of the Company.</p> <p>The BNRC is guided by the Group’s Nomination Framework and Group ‘Fit &amp; Proper Policy’ in identifying and assessing candidates who are nominated for appointment of directors as well as for Key Senior Management positions.</p> <p>The design of the Framework is as follows:</p> <ul style="list-style-type: none"><li>• Step 1 – Review of the optimal Board size and mix of skills</li><li>• Step 2 – Identification of candidates with the required skills</li><li>• Step 3 – Selection of candidates through evaluation of time commitment and suitability.</li><li>• Step 4 – Conduct of fit and proper evaluation</li><li>• Step 5 – Interact with candidates</li><li>• Step 6 – Deliberation potential and shortlisted candidates</li><li>• Step 7 – Recommendation to Board for approval</li></ul> <p>The framework was carefully developed to:</p> <ul style="list-style-type: none"><li>• Summarise and augment the relevant processes of the BNRC in relation to appointments of directors and key senior management officers;</li><li>• Provide a clear, structured and transparent process of the nominating procedures for the benefit of the BNRC, Board and Management; and</li><li>• Ensure the practices of the BNRC are consistent with and reflect the BNRC’s commitment to best practices in corporate governance.</li></ul>

	<p><b>Appointment of new Directors</b></p> <p>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 made 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:</p> <ul style="list-style-type: none"> <li>• Probity, personal integrity and reputation, where the candidate must have personal qualities such as honesty, integrity, diligence, independence of mind, fairness and ethical behaviour.</li> <li>• Competence and capability, where the candidate must have the skills, experience, ability and commitment to carry out the role.</li> <li>• Financial integrity, where the candidate must have financial soundness and be able to manage his/her debts or financial affairs prudently.</li> </ul> <p>The Chairperson of the BNRC (or any two members of the BNRC in the absence of the Chairperson, as the case may be) conducts an interaction session with the proposed candidates and assesses them based on their skills and experience, independence (where relevant) and objectivity, track record of success, sound judgement and other relevant perspectives.</p> <p>The Boards' expectations on the time commitment and contribution from the Directors will also be clearly communicated to the proposed candidates. In line with Standard 9.3 of Bank Negara Malaysia's Policy Document on Corporate Governance, a director must attend at least 75% of the board meetings held in each financial year, and must not be allowed to appoint another person to attend or participate in a board meeting on his or her behalf.</p> <p>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. This also includes ensuring the candidate does not serve on more than 5 boards of Public Listed Companies in accordance with the Main Market Listing Requirements of Bursa Malaysia.</p> <p>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 three months of their appointment. During the induction, senior officers shared their views on the business plan, risk management, business operations and other strategic matters.</p>
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	<p><b>New Director Appointment</b></p> <ul style="list-style-type: none"> <li>Nadzirah Abd Rashid was appointed to the Board on 15 March 2024. She was also appointed to the Board Audit Committee on the same day. Her appointment was carried out in-line with the BNRC's Framework and received the approval of Bank Negara Malaysia.</li> </ul> <p><b>Re-Appointment of Directors within RHB Banking Group</b></p> <ul style="list-style-type: none"> <li>Re-appointment of Hizamuddin Jamalluddin as Independent Non-Executive Director ("INED") of RHB Islamic Bank Berhad</li> <li>Re-appointment Wong Pek Yee as an INED of RHB Insurance Berhad</li> <li>Re-appointment of Lim Cheng Teck as an INED of RHB Bank Berhad</li> </ul> <p><b>Appointment of Key Senior Management for both Malaysian and Regional (overseas) Operations:</b></p> <ul style="list-style-type: none"> <li>Kevin Vijendren Davies as Managing Director/Chief Executive Officer ("CEO") of RHB Investment Bank Berhad</li> <li>Suzaizi Mohamad Morshid as Group Treasurer</li> <li>Mohamed Rastam Shahrom as Group Chief Financial Officer</li> <li>Danny Quah Boon Leng as Country Head of Singapore/CEO of RHB Bank Singapore Operations</li> <li>Wong Kee Poh as Chief Executive Officer of RHB Bank Thailand Operations</li> <li>Oliver Tan Chuan Li as Managing Director/CEO of RHB Insurance Berhad</li> </ul> <p><b>Nurturing and developing talent</b></p> <p>The Board firmly believes that developing talent within RHB is important to ensure there is a holistic process of developing the appropriate culture and values to strengthen its succession planning process for key positions.</p> <p>This in return cultivates a high-performing workforce which contributes to the Company's and the Group's growth, 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 ensures that the development plans for identified successors are put in place based on their readiness to assume the critical positions.</p> <p>Other major issues deliberated by the BNRC were the salary and grading structure, flexible working arrangements, retention plans and incentive schemes for key Senior Management as well as numerous proposed and existing employee value propositions.</p>
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<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

## Intended Outcome

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

## Practice 5.6

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.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has always ensured any candidate sourced and shortlisted meets the right calibre. The process of identifying candidates for directorship is very critical due to its far-reaching implications towards the performance of the Board as a cohesive unit. As such, the Board does not solely rely on recommendations from existing board members, management or major shareholders.</p> <p>The Board has also sought the services of independent external professional search firms in the past to source for suitable candidates for the position of independent non-executive director of RHB Bank Berhad.</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"><li>• industry talent pool;</li><li>• available directors' registry (i.e. ICDM, FIDE Forum, 30%Club);</li><li>• industry and professional associations;</li><li>• Group's Independent Directors' network; and</li><li>• Independent search firms. (e.g. Robert Walters, Willis Towers Watson)</li></ul> <p>All candidates shortlisted by the BNRC will be subject to rigorous vetting and approval by Bank Negara Malaysia before they are appointed to the Board and Board Committees. In assessing and appointing a Director, the BNRC is guided by the following internal documents:</p> <ul style="list-style-type: none"><li>• Boardroom Diversity Policy</li><li>• Guideline on Tenure of Appointment/Re-Appointment of Non-Executive Directors of RHB Banking Group</li><li>• Code of Ethics and Business Conduct for Directors</li><li>• Nomination Framework</li></ul>



	<ul style="list-style-type: none"> <li>Remuneration Framework &amp; Policy</li> </ul>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		

### Intended Outcome

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

### Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board ensures that shareholders are kept informed on the changes to the Board and its supporting Board Committees. Any changes to the Board with regard to its composition and structure is disclosed via the Bursa Malaysia Announcement Link within the stipulated time required by the regulators. The Company's corporate website is also promptly updated to disclose the changes to the Board composition.</p> <p>Information on directors being put up for re-election is shared with shareholders via the Notice of AGM, Integrated Report and the Corporate Governance Report. Information in these documents cover the Directors' interest, external positions or relationship that might influence or interfere with their position in RHB Bank Berhad, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of RHB as a whole.</p> <p><b>Directors up for Re-Election</b></p> <p>The following Directors shall retire at the 58<sup>th</sup> AGM of RHB Bank Berhad pursuant to Clause 94 of the Bank's Constitution:</p> <ul style="list-style-type: none"><li>• Tan Sri Ong Leong Huat @ Wong Joo Hwa Non-Independent Non-Executive Director Appointed to the Board on 20 November 2012</li><li>• Donald Joshua Jaganathan Independent Non-Executive Director Appointed to the Board on 17 August 2020</li><li>• Dato' Mohd Rashid bin Mohamad Group Managing Director/Chief Executive Officer Appointed to the Board on 1 April 2022</li><li>• Dato' Mohamad Nasir Bin Ab Latif Non-Independent Non-Executive Director Appointed to the Board on 16 March 2020</li></ul>

	<p>The Board members up for re-election as mentioned above have been assessed and endorsed by the Board Nominating &amp; Remuneration Committee ("BNRC") of RHB Bank Berhad. Their assessment scores for the annual Board Effectiveness Evaluation are provided for under Practice 6.1 of this CG Report.</p> <p>In line with the assessment and recommendation of the BNRC, the Board is happy to endorse the re-appointment of the abovementioned Directors and put forward the resolutions for their re-election for shareholders' approval in the Annual General Meeting.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 5.8

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Nominating &amp; Remuneration Committee (“BNRC”) is chaired by Datuk Iain John Lo, an Independent Non-Executive Director (“INED”). Under Datuk Iain’s leadership, the committee oversees the following activities:</p> <ul style="list-style-type: none"><li>• Put in place succession plans for Board and key senior management personnel including talent development strategies and feedback;</li><li>• Review and assess the appointment/re-appointments of Directors, Board Committees’ members, Shariah Committee members and key Senior Management officers for recommendation to the respective positions/portfolios;</li><li>• Advise the Boards on optimal size and mix of skills of Boards/Board Committees/Shariah Committee;</li><li>• Provide oversight and direction on key human resource (HR) matters and operations, and recommend to the Boards for approval of remuneration and HR strategies;</li><li>• Assess the performance of the Directors, Board Committees’ members and key Senior Management officers, including the Group Managing Director (“GMD”) and the MD/CEO who reports directly to the GMD;</li><li>• Oversee the design and operation of the Group’s remuneration system; and</li><li>• Conduct fit and proper assessments on key material risk-takers.</li></ul> <p>The Chairperson of the BNRC is responsible for the following:</p> <ul style="list-style-type: none"><li>• Lead the BNRC in its activities;</li><li>• Lead the annual review of the Board, ensuring that the performance of each individual director is assessed on an objective and holistic manner;</li><li>• Ensure the management provides sufficient support and cooperation in supporting the BNRC’s activities; and</li><li>• 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 key senior management’s appointment.</li></ul>

	The membership and meeting attendance of the BNRC are as follows:											
	<table border="1"> <thead> <tr> <th>Members</th><th>Meeting Attendance</th></tr> </thead> <tbody> <tr> <td>1. Datuk Iain John Lo (Chairperson) (INED)</td><td>10/10</td></tr> <tr> <td>2. Dato' Mohamad Nasir Ab Latif (NINED)</td><td>10/10</td></tr> <tr> <td>3. Hijah Arifakh Othman (INED)</td><td>10/10</td></tr> <tr> <td>4. Donald Joshua Jaganathan (INED)</td><td>10/10</td></tr> </tbody> </table>	Members	Meeting Attendance	1. Datuk Iain John Lo (Chairperson) (INED)	10/10	2. Dato' Mohamad Nasir Ab Latif (NINED)	10/10	3. Hijah Arifakh Othman (INED)	10/10	4. Donald Joshua Jaganathan (INED)	10/10	
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4. Donald Joshua Jaganathan (INED)	10/10											
<b>Explanation for departure</b> :												
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>												
<b>Measure</b> :												
<b>Timeframe</b> :												

**Intended Outcome**

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

**Practice 5.9**

The board comprises at least 30% women directors.

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	In-line with the Company's Boardroom Diversity Policy established in 2013. There are three women directors, namely Ong Ai Lin (SINED), Hijah Arifakh Othman (INED) and Nadzirah Abd Rashid (INED) serving on the Board. They make up 30% of the Board in-line with the MCCG requirement.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### Intended Outcome

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

### Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board has put in place a Board Diversity Policy. This Policy provides a framework for RHB Banking Group to achieve the following objectives:</p> <ul style="list-style-type: none"><li>• a diverse, skilled, industry savvy, experienced and competent Board of Directors that lead RHB Banking Group to continuous improvement in the achievement of corporate goals such as changes to the Group's business model, changes in consumer demand and new emerging market risks;</li><li>• a minimum of 30% women directors on the Board as recommended under Practice 5.9 of the MCGG and the ASEAN Corporate Governance Scorecard;</li><li>• adherence to the requirement of Bank Negara Malaysia's policy on Corporate Governance in relation to the Board composition of financial institutions within RHB Banking Group;</li><li>• boardroom environment that values and utilises the contributions of directors from diverse backgrounds, experiences and perspectives; and</li><li>• a culture and the practice of diversity, equality and inclusivity within the Group where diversity is valued, respected and built upon fairness and equality for all.</li></ul> <p>The Policy also underlines the Group's commitments to:</p> <ul style="list-style-type: none"><li>• accomplish the objectives with a particular focus on supporting the representation of women at the board of directors' level.</li><li>• develop strategies to meet the objectives and monitor the progress of the objectives through the evaluation and reporting process identified below.</li><li>• formulate other initiatives and strategies for achieving gender and other dimension of diversity and monitor their achievement.</li><li>• conduct the Board appointment processes in a manner that promotes gender and other dimension of diversity, including establishing an approach for identifying a pool of candidates, using external resources and references where necessary.</li></ul> <p>The Board Nominating &amp; Remuneration Committee will monitor the scope, extensiveness and effectiveness of the policy on a periodic basis.</p> <p>RHB is committed to cultivating a discrimination-free, diverse and inclusive workplace built on fairness and sustainability. We recognise that Diversity, Equity and Inclusion ("DEI") is a strategic enabler of</p>

	<p>growth and success. It fosters a culture of innovation and creativity, where diverse viewpoints fuel impactful idea generation and equip RHB to adapt and thrive amidst dynamic market conditions. Furthermore, inclusive decision-making, informed by our employees' varied perspectives and experiences, leads to more effective strategies and enhances overall performance. A meritocratic culture built on equity also attracts and retains top talent, promoting a healthy and dynamic work environment. By prioritising DEI, RHB ensures its long-term agility and ability to remain a leader in the evolving business landscape.</p> <p><b>Our Approach</b></p> <p>RHB is dedicated to fostering an inclusive workplace that embraces diversity in gender, age, ethnicity, religion, nationality and differently-abled individuals. Creating a supportive and positive work culture is valuable for progress in our business and sustainability journey. To this end, our approach to DEI is guided by the following policies and guidelines, as well as our inclusive workplace principles:</p> <p>Policies and Guidelines for Diversity and Inclusivity</p> <ul style="list-style-type: none"> <li>• Boardroom Diversity Policy</li> <li>• Group Fit &amp; Proper Policy</li> <li>• Group Recruitment Policy</li> <li>• Group Manpower Planning Guidelines</li> </ul> <p>Inclusive Workplace Principles</p> <ul style="list-style-type: none"> <li>• Offering equal opportunities to a diverse workforce based on competencies and expertise</li> <li>• Cultivating a safe and collaborative work environment that supports employee networks</li> <li>• Promoting open discourse on diversity and actively seeking diverse opinions for informed decisions</li> <li>• Fostering workplace inclusivity and encouraging internal engagements to create meaningful employee connections</li> <li>• Recognising that cultural differences and special needs necessitate measurable changes for beneficial outcomes</li> </ul>	
<b>Explanation for departure</b> :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b> :		
<b>Timeframe</b> :		



## Intended Outcome

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

## Practice 6.1

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 its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
<b>Application</b>	: Applied
<b>Explanation on application of the practice</b>	<p>The Board undertakes a formal and objective annual evaluation via the Board Effectiveness Evaluation (“BEE”) exercise with the support of the Board Nominating &amp; Remuneration Committee (“BNRC”) to assess the performance of individual directors, Independent and Non-Independent Directors and Board Committees. The BEE exercise is designed to detect strengths and weaknesses to improve the Board's overall effectiveness and forms as part of the BNRC's evaluation for the re- appointment of Directors.</p> <p><b>Assessment of Board &amp; Individual Director’s Performance for FY2024</b></p> <p><b>Part A: Board Evaluation</b></p> <p>This section is to evaluate the overall behaviours and culture of the Board and Board Committees. This assessment evaluated the Board as a collective unit based on the following areas, namely:</p> <ul style="list-style-type: none"><li>• Overall Board Effectiveness (Strategy, Risk Management, ESG)</li><li>• Board Culture (Communication, Adaptability, Decision Making)</li><li>• Board Remuneration</li><li>• CEO/GMD/MD/PO</li><li>• Chairman</li><li>• Board Committee(s)</li></ul> <p><b>Part B: Directors’ Self &amp; Peer-Assessment</b></p> <p>This section evaluated individual Board member’s contribution to the Board and competencies of each Board member. The questionnaires included self-assessment and peer review. In addition, this section also assessed the performance of the Independent Directors. Overall, this section covered the following areas:</p> <ul style="list-style-type: none"><li>• Board Dynamics and Participation</li><li>• Leadership, Integrity and Objectivity</li></ul>

	<ul style="list-style-type: none"> <li>• Knowledge and Expertise</li> <li>• Board Independence</li> </ul> <p><b>Part C: Company Secretary Evaluation</b></p> <p>This section was designed to detect and evaluate the Board's satisfaction level with regards to the performance of the Company Secretary. The evaluation was used in addition to the existing performance management scorecard to measure and improve the deliverables and services rendered from the Company Secretary to the Boards and Board Committees within the Group.</p> <p>Overall, the assessment provided valuable contribution towards the areas of strength and improvement for the overall Board performance and individual director contribution and summary of the findings are shown below:</p> <p><b>Areas of strength:</b></p> <p><b><i>Overall Board Effectiveness</i></b></p> <ul style="list-style-type: none"> <li>• The Board has been effective in establishing appropriate KPIs for Management which aligned with the Organisation's strategic plans and objectives.</li> <li>• The Board provided sound oversight to the Organisation's business conduct, promoting leading governance and compliance standards as well as sound corporate culture.</li> <li>• The Board proactively managed key risks faced by the Organisation with the implementation of effective risk management systems.</li> <li>• The Board ensured that robust crisis management and business continuity practices are in place, including having a future ready workforce, to enable the Organisation to effectively respond to crisis situations.</li> </ul> <p><b><i>Boardroom Culture</i></b></p> <ul style="list-style-type: none"> <li>• The Boardroom environment encouraged and valued open, constructive debate and diversity of views to reinforce mutual respect and trust.</li> <li>• Directors collectively contributed positively to Boardroom discussion, including bringing global perspectives and innovative ideas to discussions.</li> <li>• The Board has been effectively agile and comfortable in providing leadership and decision making in situations where the way forward was not clear or ambiguous.</li> <li>• The Board demonstrated focus and commitment to achieving outcomes based on the Organisation's vision, mission, strategy and KPIs despite facing obstacles.</li> </ul> <p><b><i>Leadership</i></b></p> <ul style="list-style-type: none"> <li>• The GMD/CEO has demonstrated transparency with the Board by maintaining a healthy and professional relationship that reinforces mutual respect and trust.</li> </ul>
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- The Board Chair has led the Board effectively in the decision-making process by facilitating a consultative environment, encouraging contribution from all Directors, and managing Boardroom conflict in a timely manner.

#### Areas of improvement:

- **Board Remuneration**

Results indicated that a review of the Board Remuneration Policy and Framework would be required as the policy and framework were last reviewed in 2021.

- **Succession Planning/Gender Diversity**

Although added focus has been placed on succession planning and talent development, the Board will ensure this area is further strengthened in 2025 to ensure an increase in women directors within the Group.

#### Action Plan post BEE

BNRC Chair engaged with the respective Chairmen of Boards covered within the assessment to inform on the BEE results and areas of focus highlighted. Relevant areas which required further attention are placed under monitoring by management and appropriate action plans are implemented.

#### Information of assessment results

Rating system utilised in the latest Board and Board Committee assessment:

	Rating	Description
1	Below Expectation	Weak demonstration of attributes, area evaluated requires immediate address
2	Needs Improvement	Insufficient demonstration of attributes, specific enhancement required to area evaluated
3	Satisfactory	Sufficient demonstration of attributes, area evaluated is perceived to be meeting expectation
4	Very Good	Strong demonstration of attributes, area evaluated is perceived to be exceeding expectation
5	Exceptional	Exemplary demonstration of attributes, area evaluated is perceived to be significantly exceeding expectation
x	Not applicable	The assessment area is not applicable to the respondent

#### Summary of overall BEE scorecard for RHB Bank Berhad:

Dimensions	Rating	Score (%)
Overall Board Effectiveness	4.2	83
Boardroom Culture	4.4	87
Board Remuneration	3.6	71
Leadership - Chairman	4.1	81
Leadership - GMD	4.1	82
Independence	4.3	85

Individual Rating for key assessment components for Directors of RHB Bank Berhad:

No.	Director	Board Dynamics and Participation	Leadership, Integrity and Objectivity	Knowledge and Expertise	Independence
1	Tan Sri Ahmad Badri Mohd Zahir	4.3	4.3	4.1	-
2	Dato' Mohamad Nasir Ab Latif	4.4	4.4	4.3	-
3	Tan Sri Ong Leong Huat @ Wong Joo Hwa	4.3	4.3	4.3	-
4	Ms Ong Ai Lin	4.2	4.3	4.4	4.3
5	Mr Lim Cheng Teck	4.2	4.3	4.2	4.3
6	Mr Donald Joshua Jaganathan	4.4	4.5	4.4	4.5
7	Datuk Iain John Lo	4.3	4.5	4.4	4.3
8	Pn Hijah Arifakh Othman	4.2	4.2	4.1	4.2
9	Pn Nadzirah Abd Rashid	4.2	4.3	4.2	4.3
10	Dato' Mohd Rashid Mohamad	4.4	4.4	4.4	-

Assessment Result for supporting Board Committees:

Board Committees		Rating	Score (%)
1	Board Audit Committee	4.7	95
2	Board Nominating & Remuneration Committee	4.3	85
3	Board Risk Committee	4.3	85
4	Board Credit Committee	4.3	85
5	Board Sustainability Committee	4.1	81

In-line with the requirement of the MCCG, the Board must undertake a formal and objective annual evaluation to determine the effectiveness of the Board, its committees and each individual director and disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition. As a Large Company RHB is required to appoint independent experts at least once, every three years, to facilitate objective and candid board evaluations.

	Complying with the requirement above, the Board will be engaging an independent external consultant to facilitate with the 2025 BEE assessment.	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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 7.1

The board has remuneration 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 remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p><b>Board Remuneration Policy &amp; Framework</b></p> <p>The Board has established a Non-Executive Director ("NEDs") Remuneration Framework and Policy ("Policy"). This Policy was developed to support and guide the Board, along with the Board Nominating &amp; Remuneration Committee ("BNRC") of RHB Bank Berhad ("RHB") and other main operating entities within its Group of Companies ("RHB Banking Group" or "Group") on matters relating to the remuneration components of NEDs.</p> <p>The Policy is developed with the objective of attracting and retaining experienced, qualified and high calibre members of the Board taking into consideration the demands of the responsibility, intricacy, skills and experience as well as performance of the Group and the industry norms.</p> <p>This Policy was developed in line with the following legal and regulatory promulgation as shown below:</p> <ul style="list-style-type: none"><li>• Bank Negara Malaysia's Policy Document on Corporate Governance;</li><li>• Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements");</li><li>• Malaysian Code on Corporate Governance ("MCCG"); and</li><li>• Companies Act 2016.</li></ul> <p><u>Board Remuneration Policy &amp; Framework</u></p> <ul style="list-style-type: none"><li>• The Board is supported by the BNRC in implementing and reviewing the remuneration policy and procedures as well as all matters relating to the remuneration of Non-Executive Directors ("NED") within the Group.</li></ul>

- The BNRC is guided by its Terms of Reference (“ToR”) which elucidate its authority and duties, as disclosed on the Group’s website at [www.rhbgroup.com](http://www.rhbgroup.com).
- The BNRC may enlist the services of external independent advisors to subscribe to external expertise in reviewing the Remuneration Policy and Framework.
- Executive Director(s) shall abstain from all deliberation and approval of their remuneration package. In line with the MCCG, the BNRC shall consist only of Non-Executive Directors. Executive Directors may, in special circumstances, be invited by the BNRC to attend the BNRC meetings.
- The Board of RHB Bank Berhad shall review and endorse the remuneration package of the Board, subsidiary Boards and all relevant Board Committee members of RHB Banking Group on an annual basis.
- Directors who are shareholders of RHB Bank Berhad shall abstain from voting at the general meetings in relation to their own remuneration.
- The fees and benefits payable to the Non-Executive Directors and any compensation for loss of employment of a Director or former Director of the Group (if any) shall be approved at the general meeting in line with Section 230(1) of Companies Act 2016 and Paragraph 7.24 of Listing Requirements.
- This Remuneration policy shall also be reviewed by the Board Risk Committee and Board to ensure elements of risk exposures and outcomes are sufficiently covered as and when any changes are made to the Policy.

Design Principles for RHB NED’s Remuneration Structure are as follows:

<b>Reflective of RHB’s Outlook</b>	Directors are required to focus on macro-economic events that can cause significant market volatility and uncertainty in the foreseeable future to the Group. This requires directors to frame post crisis strategy and deliberate about where they focus their attention on. These issues may include strategy, risks, good governance, ESG and etc.
<b>Recognise unique complexity, requirement and responsibility</b>	Commensurate with time, effort and complexity where additional fee is established for lead role positions such as Board chairman, Board Committee chairperson and senior independent non-executive director.
<b>Justified, appropriately valued and suitably disclosed</b>	Compensation must pass the strict test of being in the shareholders’ and relevant stakeholders’ interest and periodically reviewed to avoid obscurity.
<b>Benchmarked against comparable peers</b>	Periodic review against suitable and relevant peers based on comparable nature of business operations and size of organization.

Components of NEDs Remuneration Package:

- Base fee
- Role fee (Role as Board Chairman/Board Committee Chairperson)
- Meeting attendance fees
- Allowances
- Benefits-in-kind

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 in line with contributions to the organisation, including clawback, deferred payment and penalty in the final rating (overlay consideration) of staff performance for non-compliance with legal and regulatory requirements.

The existing structure for Directors' fees and Board Committees' allowances, was initially approved by the shareholders in 2021 and subsequently approved by Shareholders at the Annual General Meeting on an annual basis. Details of the remuneration structure are as follows:

Description	Non-Executive Chairman ("RM")	Non-Executive Directors / Members ("RM")	Meeting Attendance Fee ("RM")
Board	300,000	200,000	2,000
Board Audit Committee	60,000	40,000	2,000
Board Nominating & Remuneration Committee	60,000	40,000	2,000
Board Risk Committee	60,000	40,000	2,000
Board Credit Committee	60,000	40,000	2,000
Board Sustainability Committee	60,000	40,000	2,000

Directors' Remuneration (excluding Directors' fees and Board Committees' allowances) comprises the allowances and other emoluments payable to Non-Executive Directors as shown below:

- Chairman of RHB Bank Berhad: Monthly Fixed Allowance of RM25,000 and Club Membership.
- RM2,000 for Meeting Allowance (Per Meeting) for Board and Board Committee Meeting for Chairman and Members.
- Chairman of RHB Group's main operating entities:
  - Car (or allowance in lieu amounting to RM5,000)
  - Driver (or allowance in lieu amounting to RM1,500)
  - Personal secretary (if required)
  - Petrol allowance (RM1,500)
- A farewell gift with the value up to RM3,000 will be granted to a Non-Executive Director for the entire tenure of directorship upon his/her exit from the Group, either upon retirement or resignation.
- All Non-Executive Directors of RHB Banking Group: Mobile Devices (e.g. iPhone and iPad), Directors & Officers Liability Insurance Coverage, Medical Benefits, Directors Training (e.g. Training Fee, Accommodation, Travel Fare, Stipend, etc.)
- Business-Use Credit Card (Limit of RM30,000), Banking Benefits and air travel coverage.



	<p>The remuneration structure for Non-Executive Directors ensures the remuneration level proffered by the Group commensurate with their responsibilities at the Board and Board Committee level. This Policy also ensures that the remuneration package offered remains attractive and provides the Board with the leverage to retain good calibre Directors.</p> <p>Chairman of the Board and Board Committees will be accorded higher remuneration packages to reflect their role and responsibility as well as the complexity and amount of preparation required in chairing the meeting and leading the respective Boards and Board Committees.</p> <p><b>Policy &amp; Framework Review in 2025</b></p> <p>The Board, with the support of the BNRC has also recently engaged an independent external consultant to review the existing remuneration policy and framework for RHB Banking Group to ensure the components and benefits offered are in-line with the market standards. Based on the outcome of the review, the Policy which was last reviewed in 2021 (approved by shareholders in 2022) will be updated and be subject to the shareholders' approval at the upcoming Annual General Meeting in 2025.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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 7.2

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Company's Board Nominating &amp; Remuneration Committee ("BNRC") has specific 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.</p> <p>As at 15 March 2025, 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 main operating entities within the Group. The BNRC is chaired by Datuk Iain John Lo, an Independent Non-Executive Director ("INED") of RHB Bank Berhad.</p> <p>The membership of the BNRC is, as follows:</p> <ul style="list-style-type: none"><li>• Datuk Iain John Lo (INED/Chairperson)</li><li>• Hijah Arifakh Othman (INED)</li><li>• Donald Joshua Jaganathan (INED)</li><li>• Dato' Mohamad Nasir Ab Latif (NINED)</li></ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	

<b>Timeframe</b>	:		
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**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 8.1**

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>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 41 of the Financial Statements on pages 111-112 of the Financial Report 2024.</p> <p>Details of the Director's remuneration structure for the Company can be found under Practice 7.1 and also in Section B of this report. The remuneration payable to the Board members of RHB Bank Berhad are as follows:</p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Ahmad Badri Mohd Zahir	Non-Executive Non-Independent Director	300	36	Input info here	Input info here	35	303	674	300	36	Input info here	Input info here	35	303	674
2	Tan Sri Ong Leong Huat	Non-Executive Non-Independent Director	200	60	Input info here	Input info here	Input info here	22	282	460	112	Input info here	Input info here	96	48	716
3	Dato' Mohamad Nasir Ab Latif	Non-Executive Non-Independent Director	200	54	Input info here	Input info here	Input info here	42	296	460	96	Input info here	Input info here	17	82	655
4	Ong Ai Lin	Independent Director	200	68	Input info here	Input info here	Input info here	54	322	360	137	Input info here	Input info here	Input info here	114	611
5	Lim Cheng Teck	Independent Director	200	108	Input info here	Input info here	Input info here	103	411	200	108	Input info here	Input info here	Input info here	103	411
6	Donald Joshua Jaganathan	Independent Director	200	118	Input info here	Input info here	Input info here	142	460	360	164	Input info here	Input info here	Input info here	182	706
7	Datuk Iain John Lo	Independent Director	200	70	Input info here	Input info here	Input info here	82	352	360	130	Input info here	Input info here	Input info here	162	652
8	Hijah Arifakh Othman	Independent Director	200	54	Input info here	Input info here	Input info here	40	294	360	111	Input info here	Input info here	Input info here	90	561
9	Nadzirah Abd Rashid	Independent Director	160	60	Input info here	Input info here	Input info here	32	252	160	60	Input info here	Input info here	Input info here	32	252
10	Dato' Mohd Rashid Mohamad	Executive Director	Input info here	Input info here	4,662	3,000	35	Input info here	7,697	Input info here	Input info here	4,662	3,000	35	Input info here	7,697
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### 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 8.2

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.

<b>Application</b>	:	Applied – the company discloses the remuneration of members senior management who are not members of the board
<b>Explanation on application of the practice</b>	:	<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>Under this practice, the following Senior Management's remuneration, besides the Group Managing Director/Chief Executive Officer, are disclosed:</p> <ol style="list-style-type: none"><li>1. Dato' Adissadikin Ali Head, Group Shariah Business, RHB Banking Group MD/CEO of RHB Islamic Bank Berhad</li><li>2. Mohamed bin Rastam Shahrom Group Chief Financial Officer (CFO) of RHB Banking Group</li><li>3. Kevin Vijendren Davies^ Head, Group Investment Banking, RHB Banking Group MD/CEO of RHB Investment Bank Berhad</li><li>4. Oliver Tan Head, Group Insurance, RHB Banking Group MD/CEO of RHB Insurance Berhad</li></ol> <p><i>Note (^): Kevin Vijendren Davies replaced Ganesh Sabaratnam as Head, Group Investment Banking, RHB Banking Group MD/CEO of RHB Investment Bank Berhad on 29 July 2024.</i></p> <p>Detailed remuneration disclosed under Practice 8.1, details of remuneration for the other four Key Senior Management personnel's</p>

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



No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Dato' Adissadikin Ali	Head, Group Shariah Business, RHB Banking Group MD/CEO of RHB Islamic Bank Berhad	1,250,001-1,300,000	0-50,000	1,200,001-1,250,000	0-50,000	50,001-100,000	2,600,001-2,650,000
2	Mohamed bin Rastam Shahrom	Group Chief Financial Officer (CFO), RHB Banking Group	550,001-600,000	0-50,000	550,001-600,000	0-50,000	150,001-200,000	1,250,001-1,300,000
3	Kevin Vijendren Davies	Head, Group Investment Banking, RHB Banking Group, MD/CEO, RHB Investment Bank Berhad	450,001-500,000	0-50,000	400,001-450,000	0-50,000	100,001-150,000	1,000,000-1,050,000
4	Oliver Tan	Head, Group Insurance, RHB Banking Group, MD/CEO, RHB Insurance Berhad	1,000,000-1,050,000	0-50,000	350,001-400,000	0-50,000	0-50,000	1,400,001-1,450,000
5	Ganesh Sabaratnam	Former Head, Group Investment Banking, RHB Banking Group, MD/CEO, RHB Investment Bank Berhad	800,001-850,000	0-50,000	550,001-600,000	100,001-150,000	300,001-350,000	1,800,001-1,850,000

**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 8.3 - Step Up**

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

<b>Application</b>	:	Not Adopted
<b>Explanation on adoption of the practice</b>	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

### 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 9.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Audit Committee ("BAC") is led by Ong Ai Lin, the Senior Independent Non-Executive Director who is not the Chairman of RHB Bank Berhad.</p> <p>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 full profile of the BAC members is available on pages 159 - 165 of the Integrated Report 2024 and on RHB's corporate website at <a href="http://www.rhbgroup.com">www.rhbgroup.com</a>. The attendance of BAC meetings is disclosed on page 185 and page 205 the Integrated Report 2024 and under Practice 9.4 (Step-up) in this report.</p> <p><b>Role &amp; Responsibility of the BAC</b></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 monitors and assess the independence of the external auditors and maintains a line of communication between the Board and the external auditors. 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"><li>• Adequate processes and controls are in place for an effective and efficient financial statement close process;</li><li>• Appropriate accounting policies have been adopted and applied consistently; and</li><li>• The relevant financial statements gave 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.</li></ul>

	<p>The BAC engaged with the Chairpersons of the Audit Committees from the respective entities within the Group, including overseas subsidiaries, and reviewed the half-yearly updates on significant findings and issues from the audit reports tabled at the entity BAC. This review ensured these matters were adequately and effectively addressed, maintaining the consistency of the BAC's oversight across the Group.</p> <p>The BAC also met with the external auditors without the presence of the Group's Management and Executive Directors thrice during the year to enable the external auditors to discuss on matters with the committee members privately on the following dates:</p> <ol style="list-style-type: none"> <li>1. 19 January 2024</li> <li>2. 24 July 2024</li> <li>3. 23 January 2025</li> </ol> <p>During these meeting, the external auditors highlighted there was no major issues to be highlighted to the committee.</p> <p>The BAC also ensures organisational independence of the internal audit function to fulfil its mandate and oversee the effectiveness of the internal audit function. During the year, the BAC convened two meetings with the Group Chief Internal Auditor and senior staff members of GIA, without the presence of Management, to discuss matters related to the internal audit function privately.</p> <p>Additionally, the BAC fosters a quality audit of the Group by exercising oversight over the external auditor. This ensures a reliable and transparent financial reporting process to uphold stakeholders' confidence. Detailed disclosures on BAC's governance structure and primary activities are available in the BAC Report on pages 205-212 of the Integrated Report 2024.</p> <p>The BAC also oversees RHB's integrity, business ethics and anti-corruption matters by:</p> <ul style="list-style-type: none"> <li>• reviewing the effectiveness of the Group Integrity and Governance ("GIG") division in carrying out its core functions;</li> <li>• overseeing issues of corruption, integrity and whistleblowing within the Group;</li> <li>• assisting the Board of RHB Bank Berhad, being the ultimate holding company, to effectively discharge its responsibility on anti-corruption, institutional integrity and good governance for the Group;</li> <li>• receiving updates on outcome of investigations relating to corruption and other unethical behaviors within the Group;</li> <li>• recommending to the Board of RHB Bank Berhad the half-yearly reporting to the Malaysian Anti-Corruption Commission prepared by GIG; and</li> </ul>
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	<ul style="list-style-type: none"> <li>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.</li> </ul>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three 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 reflected in the Board Charter and also embedded within the nomination process for potential candidates of the Board/BAC.</p> <p>The latest requirement of the MCCG to observe a cooling period of 3 years (instead of 2 years) has been adopted and reflected within the Board Charter of RHB Bank Berhad.</p>	
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

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 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board Audit Committee ("BAC") carries out annual assessments on the performance of 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><b>Assessment on suitability and independence</b></p> <p>The BAC undertakes the assessment based on qualifying criteria for the appointment of auditors and terms of audit engagements. Among the criteria set are that the auditors are registered as auditors of public interest entity with the Audit Oversight Board, their objectivity/independence are not impaired, their background is 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.</p> <p>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><b>Review of Non-Audit Services</b></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. 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 for the audit of the Group's financial statements, in accordance with their firm's requirements, with the provisions of the By-Laws on Professional Independence of the Malaysian Institute of Accountants and with the</p>



	<p>International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (“IESBA Code”). They have further declared that the non-audit services provided to the Group during the year have not compromised their independence as external auditors of the Group.</p> <p>In addition, the performance of the external auditors is assessed via feedback and comments collated through questionnaire/survey with responses from the 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 during planning and execution of audit work, technical accounting and business knowledge, timeliness, relationship with management and staff continuity.</p> <p>Having reviewed the performance of the external auditors and being satisfied 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 page 207 of the Integrated Report 2024. A detailed pay out to the external auditors for their audit and non-audit works engaged in 2024 is illustrated, as follows:</p> <table><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><tr><td>1</td><td>Audit Fees</td><td>4,407</td><td>7,151</td><td>93%</td><td>95%</td></tr><tr><td>2</td><td>Non-Audit Fees</td><td>330</td><td>379</td><td>7%</td><td>5%</td></tr><tr><td colspan="2">Total Fees</td><td>4,737</td><td>7,530</td><td>100%</td><td>100%</td></tr></table> <p>Details of the above information on audit and non-audit fees are set out under Note 40 of the Financial Statements on page 110 in the Financial Report 2024.</p>	No	Type of External Auditors’ Fee	RM (‘000)		Out of Total Fees (%)		Company	Group	Company	Group	1	Audit Fees	4,407	7,151	93%	95%	2	Non-Audit Fees	330	379	7%	5%	Total Fees		4,737	7,530	100%	100%
No	Type of External Auditors’ Fee			RM (‘000)		Out of Total Fees (%)																							
		Company	Group	Company	Group																								
1	Audit Fees	4,407	7,151	93%	95%																								
2	Non-Audit Fees	330	379	7%	5%																								
Total Fees		4,737	7,530	100%	100%																								
Explanation for departure :																													
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.																													

<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

<b>Application</b>	:	Adopted										
<b>Explanation on adoption of the practice</b>	:	<p>As at 15 March 2025, the Board Audit Committee (“BAC”) has 4 Independent Non-Executive Directors (“INEDs”) ensuring the Committee is comprised solely of INEDs.</p> <p><b>Composition of BAC</b> Chairperson:</p> <ul style="list-style-type: none"><li>• Ong Ai Lin (SINED)</li></ul> <p>Members:</p> <ul style="list-style-type: none"><li>• Datuk Iain John Lo (INED)</li><li>• Donald Joshua Jaganathan (INED)</li><li>• Nadzirah Abd Rashid (INED)</li></ul> <p>The attendance record for the BAC for FY2024 is shown below:</p> <table><tr><th>Members</th><th>Meeting Attendance</th></tr><tr><td>1. Ong Ai Lin (Chairperson)</td><td>18/18</td></tr><tr><td>2. Donald Joshua Jaganathan</td><td>18/18</td></tr><tr><td>3. Datuk Iain John Lo</td><td>18/18</td></tr><tr><td>4. Nadzirah Abd Rashid^</td><td>14/14</td></tr></table> <p>Note^: <i>Appointed to the BAC on 15 March 2024</i></p>	Members	Meeting Attendance	1. Ong Ai Lin (Chairperson)	18/18	2. Donald Joshua Jaganathan	18/18	3. Datuk Iain John Lo	18/18	4. Nadzirah Abd Rashid^	14/14
Members	Meeting Attendance											
1. Ong Ai Lin (Chairperson)	18/18											
2. Donald Joshua Jaganathan	18/18											
3. Datuk Iain John Lo	18/18											
4. Nadzirah Abd Rashid^	14/14											

### 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 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent 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	:	All members of the BAC are financially literate, competent and able to understand all matters under their purview including financial reporting processes. The full profiles of the BAC members along with their professional and educational background are disclosed on pages 159 to 165 of the Integrated Report 2024.  Detailed training information of the BAC members is furnished under 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

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 10.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board gives very high priority towards ensuring a well-governed risk management and internal control framework is established and functional. The Group has continued to maintain a risk-aware culture throughout the organisation to ensure adequate measures are undertaken to proactively enhance the Group's risk management capabilities including practice of good corporate governance to safeguard shareholders' investments, as well as the Company's and the Group's assets.</p> <p>Operating in a complex and constantly evolving environment, whether it relates to changes in technology, climate or the other types of ever-present risks that our operations and stakeholders are exposed to, the Board continues to ensure our enterprise-wide risk management framework remains resilient, relevant and is applied consistently across our operating networks. RHB Bank Berhad has a Group Risk Management Framework established to provide a holistic overview of the risk and control environment of the Group.</p> <p>Detailed disclosures on the features, adequacy and effectiveness of this framework are available in the Statement on Risk Management &amp; Internal Control on pages 215-225 of the Integrated Report 2024.</p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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 10.2

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	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 215 -225 of the Integrated Report 2024.  The SORMIC also provides the mitigating factors that are put in place by those responsible in managing the risks within RHB Banking Group.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

### 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 10.3 - 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 BRC comprises four Independent Non-Executive Directors (“INEDs”) who represent the respective major operating entities within the Group.</p> <p>The BRC met 15 times during the financial year 2024. The composition of the BRC and the attendance of members at the committee meetings, held in 2024, are as follows:</p> <table><tr><th>Members</th><th>Meeting Attendance</th></tr><tr><td>1. Donald Joshua Jaganathan (Chairperson)</td><td>15/15</td></tr><tr><td>2. Ong Ai Lin</td><td>15/15</td></tr><tr><td>3. Lim Cheng Teck</td><td>14/15</td></tr><tr><td>4. Chin Yoong Kheong</td><td>15/15</td></tr></table> <p>The full profiles of the BRC members is made available on pages 159 - 168 of the RHB Bank Berhad Integrated Report 2024.</p>	Members	Meeting Attendance	1. Donald Joshua Jaganathan (Chairperson)	15/15	2. Ong Ai Lin	15/15	3. Lim Cheng Teck	14/15	4. Chin Yoong Kheong	15/15
Members	Meeting Attendance											
1. Donald Joshua Jaganathan (Chairperson)	15/15											
2. Ong Ai Lin	15/15											
3. Lim Cheng Teck	14/15											
4. Chin Yoong Kheong	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 11.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<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 stipulated under 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 resource requirements, competencies, qualification and yearly audit activities. The BAC appraised the performance of the Group Chief Internal Auditor ("CIA") and reviewed the appraisals of senior staff members of GIA, and approved the performance rewards for the Group CIA and senior staff members in accordance with the matrix approved by the Board.</p> <p>The BAC reviewed and deliberated on the summary of audit findings/observations presented at Management Audit Committee ("MAC") meetings, minutes of all MAC meetings, 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") Centre of Excellence 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>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



## 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 11.2

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.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Group Internal Audit (“GIA”) reports directly to the Board Audit Committee (“BAC”) and is independent of the business and functional activities it audits. Its purpose, authority, responsibility and scope of work are defined in the Internal Audit Charter which is approved by the Board.</p> <p>All internal auditors are required to conform to the standards of ethics and professionalism and remain free from relationships or conflicts of interest that could impair their objectivity and independence.</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 209-212 of the Integrated Report 2024.</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 161 auditors within GIA as at 31 December 2024.</p> <p><b>Leadership of Group Internal Audit (“GIA”)</b> GIA is currently headed by Mr. Tan Boon Ching as the Group Chief Internal Auditor. He has more than 20 years of multifaceted experience in the banking industry. He holds a Bachelor of Accounting &amp; Finance from the University of East London, United Kingdom and is a Certified Internal Auditor (Institute of Internal Auditors (“IIA”)), a Chartered Accountant (Institute of Chartered Accountants in England and Wales</p>

	<p>(ICAEW)), a Chartered Banker (Asian Institute of Chartered Bankers), a member of MIA, an associate member of IIA Malaysia and a member of the Chief Internal Auditors Networking Group ("CIANG").</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 ("ISPPIA") and Bank Negara Malaysia's Guidelines on Internal Audit Function of Licensed Institutions.</p> <p>For the financial year ended 31 December 2024, the total internal audit cost incurred amounted to RM41.3 million (2023: RM40.6 million).</p>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### 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 12.1

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Board understands and appreciates the value of having ongoing and transparent communications with our stakeholders. The Board notes that having better understanding of the Company's financial and non-financial performance, governance framework and ethical business conduct allows our stakeholders to better appreciate the Group's business objectives and sustainable performance.</p> <p>Currently, the Board ensures continuous engagement with stakeholders is conducted through the following mechanisms:</p> <ul style="list-style-type: none"><li>• Annual Reports</li><li>• Financial Reports</li><li>• Corporate Governance Reports</li><li>• Sustainability Reports</li><li>• General Meetings</li><li>• Investors' Conferences</li><li>• Roadshows</li><li>• Analyst Briefings</li><li>• Media briefings/Press conferences</li><li>• RHB's Corporate Website</li><li>• Advertisement in Media and at branches</li><li>• General Announcement in Bank Statement</li><li>• Bursa LINK</li></ul> <p>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"><li>• Shareholders;</li><li>• Employees;</li><li>• Customers;</li><li>• Suppliers;</li><li>• Business partners;</li><li>• Regulators/Policy makers; and</li><li>• Our local Communities.</li></ul>

	<p><b>General Meetings</b></p> <p>The Board views the rights of shareholders to be able to attend and actively participate in general meetings should not be violated whether they reside locally or abroad. As steward of the Company, the Board will always ensure the shareholders rights are always upheld and they are accorded all available opportunities to participate, raise questions and seek clarification on matters relating to RHB's performance, both financial and non-financial during the general meetings.</p> <p>To ensure shareholders were accorded sufficient time to prepare for the AGM, the Notice of the AGM, held in 2024 was provided 30 days in advance to the 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"> <li>• propose resolutions in the meeting agenda;</li> <li>• vote on resolutions at general meetings;</li> <li>• call for general meeting(s);</li> <li>• appoint and remove directors;</li> <li>• approve the fee, emoluments and benefits for directors; and</li> <li>• approve the fee or removal of auditors.</li> </ul> <p><b>Corporate Website (<a href="http://www.rhbgroup.com">www.rhbgroup.com</a>)</b></p> <p>The Group's corporate website is an important communication tool as it provides information on the Group's products &amp; services, dividend, capital &amp; 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.</p> <p>The corporate website also provides information on the following:</p> <ul style="list-style-type: none"> <li>• Company's Constitution</li> <li>• Board Charter</li> <li>• Group Anti-Bribery &amp; Anti-Corruption Policy</li> <li>• Group Whistleblowing Policy</li> <li>• Terms of Reference for Board Committees</li> <li>• RHB's Sustainability journey</li> <li>• Corporate Integrity Statement</li> <li>• Organisational Anti-Corruption Plan (OACP)</li> <li>• Anti-Bribery &amp; Corruption Handbook</li> <li>• Quarterly performance results</li> <li>• Information on historical general meeting documentation</li> </ul> <p>The Group's corporate website primarily functions as an important touch point for our customers and business partners 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.</p>
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The Group has in place a Group Document Repository that allows all employees' access to relevant Policies/Guidelines and Manuals that provide support and guidance on relevant matters. In addition, the Group Operations & Methods department updates all employees within the Group regarding any changes to relevant policy/guidelines and manuals on a weekly basis to ensure departmental operations are in-line with the relevant changes.

#### **Engagement with investment community (Investor Relations)**

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

Media 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 investment community is edified of the Group's various business ventures and performance.

The Group also has various engagement sessions with its institutional investors and major shareholders on a regular basis. During the year, the Group engaged with the following shareholders and institutional investors:

<b>Date</b>	<b>Event</b>	<b>Organiser</b>
5 Jan 2024	J.P Morgan ASEAN Financial Forum	JP Morgan Securities
27 Feb 2024	Q4 2023 Financial Results Review	Investor Relations
25 Apr 2024	Investors Meeting	Hong Leong Investment Bank
29 May 24	Q1 2024 Financial Results Review	Investor Relations
26 Jul 2024	Investors Meeting	Citi Investment Research
27 Aug 2024	Q2 2024 Financial Results Review	Investor Relations
29 Nov 2024	Q3 2024 Financial Results Review	Investor Relations

#### **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.

	<p>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.</p> <p><b>Quarterly Reporting</b> Timely announcements are made in line with the Bursa Listing Requirements on RHB's financial performance on a quarterly basis via the Bursa Announcement LINK and RHB's Corporate Website.</p> <p><b>Compliance with Financial Reporting Standards</b> 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 Requirements and in compliance with relevant Financial Reporting Standards.</p> <p><b>Update on latest products and offerings</b> 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>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

**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 12.2**

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

<b>Application</b>	:	Applied	
<b>Explanation on application of the practice</b>	:	The FY2024 corporate reporting by RHB Bank Berhad will be the 6 <sup>th</sup> iteration of its Integrated Report based on the International Integrated Reporting Council ("IIRC")'s <IR> Framework.	
<b>Explanation for departure</b>	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
<b>Measure</b>	:		
<b>Timeframe</b>	:		

**Intended Outcome**

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

**Practice 13.1**

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The notice of the 58<sup>th</sup> AGM for the last meeting held in 2024 was provided more than 30 days prior to the meeting to shareholders as the announcement was made and the notice was distributed to the shareholders on 5 April 2024 while the AGM was held on 10 May 2024.</p> <p>Shareholders were briefed 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, Sustainability Report and Corporate Governance Report before the said meeting.</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"> <li>• Information on the venue, date and time of the AGM;</li> <li>• Voting rights and procedures;</li> <li>• Re-election and re-appointment of Directors (including profile);</li> <li>• Appointment/re-appointment of auditors;</li> <li>• Material mergers, acquisitions and divestments exercises (only Extraordinary General Meetings); and</li> <li>• Dividend payments.</li> </ul>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	



### Intended Outcome

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

### Practice 13.2

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

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All Board members of RHB Bank Berhad ("RHB Bank" or "the Company") attended the Annual General Meeting ("AGM") held virtually from Meeting Room, Level 2, Tower One, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur ("Broadcast Venue") and through the Remote Participation and Electronic Voting facilities via <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> on Friday, 10 May 2024 at 9.30 a.m.</p> <p>Directors Present at the AGM:</p> <ul style="list-style-type: none"><li>• Tan Sri Ahmad Badri Mohd Zahir – Chairman/ Non-Executive Non-Independent Director</li><li>• Tan Sri Ong Leong Huat @ Wong Joo Hwa - Non-Executive Non-Independent Director</li><li>• Ong Ai Lin – Senior Independent Non-Executive Director</li><li>• Lim Cheng Teck - Independent Non-Executive Director</li><li>• Dato' Mohamad Nasir Ab Latif - Non-Executive Non-Independent Director</li><li>• Donald Joshua Jaganathan - Independent Non-Executive Director</li><li>• Datuk Iain John Lo - Independent Non-Executive Director</li><li>• Hijah Arifakh Othman - Independent Non-Executive Director</li><li>• Nadzirah Abdul Rashid - Independent Non-Executive Director</li><li>• Dato' Mohd Rashid Mohamad – Group Managing Director/Chief Executive Officer</li></ul> <p>Also in Attendance:</p> <ul style="list-style-type: none"><li>• Azman Shah Md Yaman Head of Group Legal, Secretariat &amp; Governance/Group Company Secretary</li><li>• External Auditors: Messrs PricewaterhouseCoopers PLT</li><li>• Share Registrar/Poll Administrator: Boardroom Share Registrars Sdn Bhd</li><li>• Independent Scrutineers: KPMG Management &amp; Risk Consulting Sdn Bhd ("KPMG MRC").</li><li>• Advocates &amp; Solicitors: Messrs Kadir Andri &amp; Partners (vide video conferencing)</li></ul>

	<p>A record of proceedings of this AGM can be found at the Group's Corporate website or using the following link:</p> <ul style="list-style-type: none"> <li>• Webcast: <a href="https://www.youtube.com/watch?v=ZjpzJ9yWxfl">https://www.youtube.com/watch?v=ZjpzJ9yWxfl</a></li> <li>• Minutes of AGM: <a href="#">58th-AGM-Minutes.pdf</a></li> </ul>	
<b>Explanation for departure</b>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.3

Listed companies should leverage technology to facilitate—

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>All resolutions tabled at the 58<sup>th</sup> AGM were voted on a poll via Remote Participation and Voting (RPV) facilities which are encrypted 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 1,396 Members (comprising shareholders, proxies and corporate representatives) for a total of 2,880,453,030 shares representing approximately 67.20% of the total shareholdings have logged in for the Company's 58<sup>th</sup> AGM ("and/or the Meeting") through the Remote Participation and Electronic Voting ("RPEV") facilities per the Attendance Record.</p> <p>The voting technology used for the AGM as well as the hosting site for the AGM was secured by the Group's own IT personnel who oversaw the networks to ensure no third party was involved in the transmission of data.</p> <p>A record of proceedings of this AGM can be found at the Group's Corporate website or using the following link: <a href="#">58th-AGM-Minutes.pdf</a></p>
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The Annual General Meeting ("AGM") was presided over by Tan Sri Ahmad Badri Mohd Zahir, Chairman of RHB Bank Berhad. Upon calling to order and welcoming the members, Tan Sri introduced the members of the Board, the Group Company Secretary as well as the representative(s) from the external auditors, share registrar/poll administrator and scrutineers of the Company who were present at the Broadcast Venue.</p> <p>The Members were informed that Boardroom Share Registrars Sdn Bhd was appointed as the Poll Administrator to conduct the poll by way of electronic polling, and KPMG MRC was appointed as Independent Scrutineers to validate the poll results.</p> <p>A short video presentation by Boardroom Share Registrars Sdn Bhd was screened to demonstrate to the Members present on the process for online voting via the RPEV facilities.</p> <p>The Chairman further declared the voting session opened and informed the Members that they may start to register their votes electronically for all resolutions set out in the Notice of Meeting until the conclusion of such session which will then be announced.</p> <p>The Chairman invited the GMD to present the Group's financial performance highlights, covering the following areas:</p> <ul style="list-style-type: none"><li>• Key Highlights of Financial Year 2023 ("FY2023")</li><li>• FY2023 Performance Review</li><li>• Strategy Update</li><li>• Key Initiatives 2024</li><li>• Key Highlights: Digital Enhancements</li><li>• Concluding Remarks</li></ul>

	<p>A copy of the presentation deck is available at: <a href="https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html">https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html</a>.</p> <p>The GMD continued to brief the Members on the issues raised by MSWG which were received by the Company via their letter dated 3 May 2024. The GMD informed the Meeting that the Company had responded to MSWG vide letter dated 9 May 2024.</p> <p>The complete list of questions raised by MSWG together with the answers for the same can be viewed from RHB's website at <a href="https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html">https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html</a>.</p> <p>The Chairman highlighted that the Company had received questions from the Members through various mediums and invited the GMD to address the said questions. GMD briefed the Members by reading out the questions submitted by the Members prior to the Meeting and the Management's responses for the same.</p> <p>Details of the questions and responses can also be viewed from RHB's website at <a href="https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html">https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html</a>.</p> <p>Upon confirmation that there were no further questions from the floor, Tan Sri Chairman concluded the Q&amp;A session and proceeded with the Agenda.</p>	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

## Intended Outcome

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

## Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

*Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.*

<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>Shareholders were given ample time and opportunity to raise questions through the Remote Participation and Electronic Voting (“RPEV”) system.</p> <p>The platform allowed for shareholders to log-in and participate in the AGM from anywhere across the globe. To ensure Members were properly informed on the systems capabilities, and Administrative Guide was shared with shareholders prior to the meeting.</p> <p>The Administrative Guide included the following:</p> <ul style="list-style-type: none"><li>• Details of meeting venue</li><li>• Members Entitled to Participate and Vote</li><li>• Lodgement of Proxy Form of AGM</li><li>• Electronic Lodgement of Proxy Form of AGM</li><li>• Voting Procedures</li><li>• Remote Participation and Electronic Voting</li><li>• Link to download the Integrated Report 2023</li><li>• Details of contact persons for both Boardroom Share Registrars Sdn Bhd and RHB Bank Berhad for any enquiries related to the participation and administrative process of the AGM.</li></ul> <p>A copy of the Administrative Guide can be found on RHB Bank Berhad’s Corporate Website.</p> <p><u>Questions and Answers during AGM</u></p> <p>The Board led by the Chairman, provided ample time and avenues for the shareholders to raise questions and provide their comments. The GMD also responded to the questions posed by the Minority Shareholder Watch Group (“MSWG”) and other shareholders during the AGM. A copy of the questions along with the AGM proceedings can</p>

	be downloaded from <a href="https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html">https://www.rhbgroup.com/investor-relations/overview/corporate-announcements/index.html</a> .	
<b>Explanation for departure</b>	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	

### Intended Outcome

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

### Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
<b>Application</b>	:	Applied
<b>Explanation on application of the practice</b>	:	<p>The full minutes of the Annual General Meeting (“AGM”), including the recorded webcast are posted on the Company’s corporate website no later than 30 business days after the meeting.</p> <p>A copy of the AGM minutes and webcast can be found here: <a href="#">58th-AGM-Minutes.pdf</a></p> <p>In addition, the outcome of the AGM was also posted on upon the conclusion of the AGM on 10 May 2024 via the Bursa Malaysia Announcement Link.</p>
<b>Explanation for departure</b>	:	
	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
<b>Measure</b>	:	
<b>Timeframe</b>	:	
	:	



## 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 published its corporate governance (CG) practices in the following:

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

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

### **Name and designation of each director**

The disclosure is made on page **156** to **165** of the Integrated Report 2024 as well as on the RHB Group’s corporate website at [www.rhbgroup.com](http://www.rhbgroup.com).

### **Key personal details and background of directors**

The disclosure is made on page **156** to **165** of the Integrated Report 2024 as well as on the RHB Group’s corporate website at [www.rhbgroup.com](http://www.rhbgroup.com).

### **Chairman and members of each board committee**

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

<b>Committee</b>	<b>Reference Document</b>	<b>Page/Section</b>
Board Audit Committee	Integrity Report 2024	Pages 159, 162, 163, 165, 185 and 205
	CG Report 2024	Practice 9.4 (Step-up)
Board Nominating & Remuneration Committee	Integrity Report 2024	Pages 160, 162, 163, 164 and 186
	CG Report 2024	Practice 5.8
Board Risk Committee	Integrity Report 2024	Pages 159, 161, 162, 168 and 186
	CG Report 2024	Practice 10.3 (Step-up)
Board Sustainability Committee	Integrity Report 2024	Pages 160, 162, 163, 164 and 187
	CG Report 2024	Practice 4.1
Board Credit Committee	Integrity Report 2024	Pages 158, 161 and 187
	CG Report 2024	Section B

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

#### Board Credit Committee (“BCC”) – Membership

Composition	Brief Profile	Attendance
Lim Cheng Teck (Chairperson)	Mr Lim is an Independent Non-Executive Director of RHB Bank Berhad. He is also a member of Board Risk Committee.	23/26
Tan Sri Ong Leong Huat	Tan Sri Ong is the Non-Independent Non-Executive Director of RHB Bank Berhad and the Non-Independent Non-Executive Chairman of RHB Investment Bank Berhad.	26/26
Datuk Chung Chee Leong	Datuk Chung is an Independent Non-Executive Director of RHB Investment Bank Berhad. He was appointed to the BCC on 1 January 2024.	26/26
Hizamuddin Jamalluddin	En Hizamuddin is an Independent Non-Executive Director of RHB Insurance Berhad and RHB Islamic Bank Berhad. He was appointed to the BCC on 1 January 2024.	26/26

#### Responsibility

The BCC is responsible to affirm, veto or include additional conditions on all types of credit applications (including under stock/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. For the financial year under review, there were **26** meetings held by the BCC.

Disclosure on stand-alone Board-level Committee are as follows:

#### Board Risk Committee of RHB Investment Bank (“IBBRC”) – Membership

Composition	Brief Profile
Chin Yoong Kheong (Chairperson)	Mr Chin is the Senior Independent Non-Executive Director of RHB Investment Bank Berhad. He is also a director of RHB Islamic International Asset Management Berhad.
Dato’ Siow Kim Lun @ Siow Kim Lin	Dato’ Siow is an Independent Non-Executive Director of RHB Investment Bank Berhad.
Hijah Arifakh Othman	Pn Hijah is an Independent Non-Executive Director of RHB Bank Berhad and RHB Investment Bank Berhad.

#### Responsibility

The BRC provides oversight and governance of risks for RHB Investment Bank to ensure that the risk management processes are functional and effective.

**Board Investment Committee of RHB Insurance Berhad (“BIC”) – Membership**

<b>Composition</b>	<b>Brief Profile</b>
Shaifubahrim Mohd Saleh (Chairperson)	En Shaifubahrim is an Independent Non-Executive Director of RHB Insurance Berhad. He also serves as a Member of the Board Risk Committee of RHB Insurance Berhad and Chairperson of Board Audit Committee of RHB Insurance Berhad.
Wong Pek Yee	Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad. She also serves as Chairperson of the Board Risk Committee and Member of the Board Audit Committee of RHB Insurance Berhad.
Dato’ Darawati Hussain	Dato’ Darawati is the Senior Independent Non-Executive Director of RHB Asset Management Sdn Bhd.

**Responsibility**

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

**Board Risk Committee of RHB Insurance Berhad (“BRCI”) – Membership**

<b>Composition</b>	<b>Brief Profile</b>
Wong Pek Yee (Chairperson)	Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad. She also serves as Chairperson of the Board Risk Committee and Member of the Board Audit Committee of RHB Insurance Berhad.
Shaifubahrim Mohd Saleh	En Shaifubahrim is an Independent Non-Executive Director of RHB Insurance Berhad. He also serves as a Member of the Board Risk Committee and Chairperson of Board Audit Committee of RHB Insurance Berhad.
Jahanath Muthusamy	Mr Jahanath is the Independent Non-Executive Director and Chairman of RHB Insurance Berhad.

**Responsibility**

The Audit Committee provides independent oversight of RHB Insurance Berhad’s financial reporting and internal control system, and ensuring checks and balances for entities within the Company.

**Board Audit Committee of RHB Insurance Berhad (“BACI”) – Membership**

<b>Composition</b>	<b>Brief Profile</b>
Shaifubahrim Mohd Saleh (Chairperson)	En Shaifubahrim is an Independent Non-Executive Director of RHB Insurance Berhad. He also serves as a Member of the Board Risk Committee and Chairperson of Board Audit Committee of RHB Insurance Berhad.
Wong Pek Yee	Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad. She also serves as Chairperson of the Board Risk Committee and Member of the Board Audit Committee of RHB Insurance Berhad..
Hizamuddin Jamalluddin	En Hizamuddin is an Independent Non-Executive Director of RHB Insurance Berhad and RHB Islamic Bank Berhad.

**Responsibility**

The Audit Committee provides independent oversight of RHB Insurance's financial reporting and internal control system, and ensuring checks and balances for entities within the Company.

**Board Risk Committee of RHB Islamic Bank Berhad ("BRC-i") – Membership**

<b>Composition</b>	<b>Brief Profile</b>
Dato' Foong Chee Meng (Chairperson)	Dato' Foong is an Independent Non-Executive Director (INED) of RHB Islamic Bank Berhad
Ong Ai Lin	Ms Ong is the Senior Independent Non-Executive Director of RHB Bank Berhad and INED of RHB Islamic Bank Berhad. She is also the Chairperson of RHB Bank Berhad's Board Audit Committee and member of its Board Risk Committee.
Hizamuddin Jamalluddin	En Hizamuddin is an Independent Non-Executive Director of RHB Insurance Berhad and RHB Islamic Bank Berhad. He is also a member of Board Audit Committee of RHB Insurance Berhad.

**Responsibility**

The BRC-i 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 BRC-i 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.

**Shariah Committee RHB Islamic Bank Berhad ("SC") – Membership**

<b>Composition</b>	<b>Brief Profile</b>
Azizi Che Seman (Chairperson)	The full profile of the Shariah Committee members can be found on pages 169 to 171 of the Integrated Report 2024.
Shabnam Mohamad Mokhtar	
Dr. Md. Nurdin Bin Ngadimon	
Dr. Abdul Rahman A. Shukor	
Mohd Zubir Awang	

**Responsibility**

The SC is responsible to provide advice on all Shariah related 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.

### Investment Committee [RHB Asset Management Sdn Bhd] (“IC”) – Membership

Composition	Brief Profile
Dato’ Darawati Hussain (Chairperson)	Dato’ Darawati is the Senior Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
Chin Yoong Kheong	Mr Chin is the Senior Independent Non-Executive Director of RHB Investment Bank Berhad. He is also a director of RHB Islamic International Asset Management Berhad.
Sharizad Juma’at	Pn Sharizad is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.

#### Responsibility

The Investment Committee mainly oversees the investment aspects of RHB Asset Management Sdn. Bhd.

### Audit Committee [RHB Asset Management Sdn Bhd] (“AC”) – Membership

Composition	Brief Profile
Dato’ Darawati Hussain (Chairman)	Dato’ Darawati is the Senior Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
Chin Yoong Kheong	Mr Chin is the Senior Independent Non-Executive Director of RHB Investment Bank Berhad. He is also a director of RHB Islamic International Asset Management Berhad, RHB Securities (Thailand) Public Company Limited.
Sharizad Juma’at	Pn Sharizad is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.

#### Responsibility

The AC is responsible to provide independent oversight of RHBAM’s financial reporting and internal control system, ensuring checks and balances for entities within the Company.

#### Meeting attendance of Directors

The detailed information on the meeting attendance for Board and Board Committees can be referred on the following section:

Committee	Reference Document	Page/Section
Board Audit Committee	Integrity Report 2024	Pages 185 and 205
	CG Report 2024	Practice 9.4 (Step-up)
Board Nominating & Remuneration Committee	Integrity Report 2024	Pages 186
	CG Report 2024	Practice 5.8
Board Risk Committee	Integrity Report 2024	Pages 186
	CG Report 2024	Practice 10.3 (Step-up)
Board Sustainability Committee	Integrity Report 2024	Page 187
	CG Report 2024	Practice 4.1
Board Credit Committee	Integrity Report 2024	Pages 187
	CG Report 2024	Section B

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

Nadzirah Abd Rashid was appointed to the Board on 15 March 2024 as an Independent Non-Executive Director.

## Board Training and Development – Induction Programme

A Standard Procedures on Directors' In-House Orientation and Continuous Education Programme has been established for all Directors within the RHB Banking Group. All new Directors appointed to the Group are required to attend and complete the induction programme immediately upon their appointment with the latest developments in the areas related to their duties.

The induction programme conducted 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.

Besides the induction programme, directors are also encouraged to continue their professional development by attending training and development programmes to equip themselves with the latest development. The Board, as part of the Board Effectiveness Evaluation ("BEE") exercise, assesses the training needs of each Director annually.

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' participation in 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 Board Nominating & Remuneration Committee to ensure the directors are accorded the appropriate training required.

Directors of RHB Bank Berhad attended the following training programmes in 2024:

Tan Sri Ahmad Badri Mohd Zahir			
No	Topic	Date/ Organiser	Training Scope/ Description
1	Enterprise Sustainability	15 January 2024 (EPF)	<ul style="list-style-type: none"> <li>Focusing on long-term and sustainable enterprises</li> </ul>
2	IIC Corporate Governance Conference 2024	5 March 2024 (SIDC)	<ul style="list-style-type: none"> <li>Identify current trends and challenges confronting Boards and companies transitioning to sustainability</li> <li>Assess the evolution of the roles undertaken by Corporate Governance players to discharge their oversight and stewardship roles</li> <li>Discuss the tools and frameworks – already available and upcoming – to enhance corporate practices in Malaysia</li> </ul>
3	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Cyber security impacts and risk trends (including zero day)</li> <li>Recent major cyber security incidents</li> <li>Cyber security budget trends</li> <li>Approach to cyber security</li> <li>Security related Responsibilities of BoD (RMiT, PayNet)</li> </ul>

			<ul style="list-style-type: none"> <li>• Personal Tips to stay secure</li> </ul>
4	What's Happening in the World Economy	23 April 2024 (Citibank)	<ul style="list-style-type: none"> <li>• Global development and potential impacts to economy</li> </ul>
5	China – How Long Will the Slowdown Last?	23 April 2024 (Bain & Company)	<ul style="list-style-type: none"> <li>• International business landscape</li> </ul>
6	Toyota's Multipathway Strategy in Asia	23 April 2024 (Toyota)	<ul style="list-style-type: none"> <li>• Corporate Strategy</li> <li>• Asian automotive markets</li> </ul>
7	Generative AI and Opportunities for Business	23 April 2024 (Accenture)	<ul style="list-style-type: none"> <li>• Threats and opportunities of A.I.</li> </ul>
8	Board Leadership Talk Series 6 "Executive Insights: Charting the Path with Data and AI	26 April 2024 (EPF)	<ul style="list-style-type: none"> <li>• Data analytics and A.I.</li> </ul>
9	EPF Management Conference	2 – 4 May 2024 (EPF)	<ul style="list-style-type: none"> <li>• EPF Conference</li> </ul>
10	Training Session on Duties of Corporate Directors and Senior Management Officers	20 May 2024 (EPF)	<ul style="list-style-type: none"> <li>• Duties of Corporate Directors</li> </ul>
11	Persidangan Antarabangsa Kesejahteraan Sosial (ISWC)	4 – 5 June 2024 (EPF)	<ul style="list-style-type: none"> <li>• International Social Wellbeing Conference</li> </ul>
12	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	13 – 14 September 2024 (ICDM)	<ul style="list-style-type: none"> <li>• Deep diving into focus areas to help directors navigate through existing and emerging sustainability issues.</li> <li>• Setting the Context Right: Board Oversight of Sustainability</li> <li>• Essentials of ESG: Environmental considerations</li> <li>• Essentials of ESG: Social &amp; Governance Considerations</li> <li>• Reporting Requirements and International Developments</li> </ul>
13	Empowering Boards: Building Capacity for Sustainable Finance Success in The Banking Industry	25 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Achieving RM 50 billion in sustainable financial services by 2026</li> <li>• Empowering over 2 million targeted individuals and businesses across ASEAN by 2026</li> <li>• Attaining carbon neutral operations by 2030 with a pathway to Net Zero by 2050</li> </ul>
14	Latest Trends on AML/CFT/CPF	27 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Explain the key risks and challenges in relation to compliance with relevant AML/CFT/CPF laws and regulations, as well as current trends and relevant expectations of the local regulator, Bank Negara Malaysia (BNM).</li> <li>• Describe and apply the responsibilities of the Board and Senior Management, and a risk-based approach to AML/CFT/CPF have an overview of technology use in AML/CFT for financial institutions</li> </ul>
15	Briefing on Navigating the Ransomware Landscape: Strategic Insights for Board Leadership in an Evolving Threat Environment	27 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Ransomware as a Business Model: Understanding the Ecosystem</li> <li>• Impact of Double and Triple Extortion Tactics</li> <li>• Regulatory and Legal Implications of Ransomware Incidents</li> <li>• Cyber Insurance and Ransomware: Coverage, Limitations, and Pitfalls</li> <li>• Strategic Response and Recovery Planning for Ransomware Attacks</li> </ul>
16	Anti-Bribery and Corruption ("ABC") Training for BOD and GMC Members	29 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Key Risks and Challenges</li> <li>• Recent Criminal Cases</li> <li>• Board and Senior Management Responsibilities</li> <li>• Risk-Based Approach</li> </ul>



	Don't Let Your Guard Down: Fortify your Anti-Bribery & Corruption ("ABC") Fences		<ul style="list-style-type: none"> <li>Technology Overview</li> <li>Exploration of New Areas</li> </ul>
<b>Tan Sri Ong Leong Huat</b>			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>Breaches of Duties</li> <li>Companies Act 2016</li> <li>Multiple Directorships</li> </ul>
2	Introduction to Data Information and Management	28 February 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>An introduction to data and information management covers topics such as data governance, data lifecycle management, data warehousing, and data modelling</li> <li>Data governance</li> <li>Data lifecycle management</li> </ul>
3	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Cyber security impacts and risk trends (including zero day)</li> <li>Recent major cyber security incidents</li> <li>Cyber security budget trends</li> <li>Approach to cyber security</li> <li>Security related Responsibilities of BoD (RMiT, PayNet)</li> <li>Personal Tips to stay secure</li> </ul>
4	Bursa Malaysia Mandatory Accreditation Programme (MAP II: Leading for Impact)"	Bursa Ma13 - 14 May 2024 (ICDM) Mandatory Accreditation Programme (MAP II: Leading for Impact)"	<ul style="list-style-type: none"> <li>Deep diving into focus areas to help directors navigate through existing and emerging sustainability issues.</li> <li>Setting the Context Right: Board Oversight of Sustainability</li> <li>Essentials of ESG: Environmental considerations</li> <li>Essentials of ESG: Social &amp; Governance Considerations</li> <li>Reporting Requirements and International Developments</li> </ul>
5	Empowering Boards: Building Capacity for Sustainable Finance Success in The Banking Industry	25 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Achieving RM 50 billion in sustainable financial services by 2026</li> <li>Empowering over 2 million targeted individuals and businesses across ASEAN by 2026</li> <li>Attaining carbon neutral operations by 2030 with a pathway to Net Zero by 2050</li> </ul>
6	Latest Trends on AML/CFT/CPF	27 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Key risks and challenges in relation to compliance with relevant AML/CFT/CPF laws and regulations, as well as current trends and relevant expectations of the local regulator, Bank Negara Malaysia (BNM).</li> <li>Responsibilities of the Board and Senior Management, and a risk-based approach to AML/CFT/CPF have an overview of technology use in AML/CFT for financial institutions</li> </ul>
7	Briefing on Navigating the Ransomware Landscape: Strategic Insights for Board Leadership in an Evolving Threat Environment	27 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Ransomware as a Business Model: Understanding the Ecosystem</li> <li>Impact of Double and Triple Extortion Tactics</li> <li>Regulatory and Legal Implications of Ransomware Incidents</li> <li>Cyber Insurance and Ransomware: Coverage, Limitations, and Pitfalls</li> <li>Strategic Response and Recovery Planning for Ransomware Attacks</li> </ul>
8	Anti-Bribery and Corruption ("ABC") Training for BOD and GMC Members	29 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Key Risks and Challenges</li> <li>Recent Criminal Cases</li> <li>Board and Senior Management Responsibilities</li> </ul>



	"Don't Let Your Guard Down: Fortify your Anti-Bribery & Corruption ("ABC") Fences"		<ul style="list-style-type: none"> <li>• Risk-Based Approach</li> <li>• Technology Overview</li> <li>• Exploration of New Areas</li> </ul>
<b>Ong Ai Lin</b>			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>• Breaches of Duties</li> <li>• Companies Act 2016</li> <li>• Multiple Directorships</li> </ul>
2	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Cyber security impacts and risk trends (including zero day)</li> <li>• Recent major cyber security incidents</li> <li>• Cyber security budget trends</li> <li>• Approach to cyber security</li> <li>• Security related Responsibilities of BoD (RMiT, PayNet)</li> <li>• Personal Tips to stay secure</li> </ul>
3	"Hajah and Darurah" - Shariah Operational Issues for Islamic Finance	30 April 2024 (RHB Islamic)	<ul style="list-style-type: none"> <li>• Describe the key Shariah and operational issues for IFIs in applying the Hajah &amp; Darurah</li> <li>• Understand oversight and accountabilities of the key organs as regards to the implementation of Hajah &amp; Darurah in IFIs</li> </ul>
4	Masterclass I Boardroom Climate Essentials	11 September 2024 (FIDE FORUM)	<ul style="list-style-type: none"> <li>• This masterclass, centered on Board Room essential for climate governance is designed to equip board members with awareness, analysis framework and practical tools and navigate the complexity of a rapidly changing business dynamic around sustainability criteria.</li> </ul>
5	Masterclass IV   Taking Effective Climate Action Now.	12 September 2024 (FIDE FORUM)	<ul style="list-style-type: none"> <li>• Climate Changes and Risk</li> </ul>
6	Empowering Boards: Building Capacity for Sustainable Finance Success in The Banking Industry Strategy for BRC and BSC Members & Management	25 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Achieving RM 50 billion in sustainable financial services by 2026</li> <li>• Empowering over 2 million targeted individuals and businesses across ASEAN by 2026</li> <li>• Attaining carbon neutral operations by 2030 with a pathway to Net Zero by 2050</li> </ul>
7	Latest Trends on AML/CFT/CPF	27 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Explain the key risks and challenges in relation to compliance with relevant AML/CFT/CPF laws and regulations, as well as current trends and relevant expectations of the local regulator, Bank Negara Malaysia (BNM).</li> <li>• Describe and apply the responsibilities of the Board and Senior Management, and a risk-based approach to AML/CFT/CPF have an overview of technology use in AML/CFT for financial institutions</li> </ul>
8	Managing Conflict of Interest for Board of Directors and Senior Management by TNB Integrity Department	4 October 2024 (Tenaga Nasional Berhad)	<ul style="list-style-type: none"> <li>• Conflict of interest for Board and Management</li> </ul>
9	Briefing on Navigating the Ransomware Landscape: Strategic Insights for Board Leadership in an Evolving Threat Environment	27 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Ransomware as a Business Model: Understanding the Ecosystem</li> <li>• Impact of Double and Triple Extortion Tactics</li> <li>• Regulatory and Legal Implications of Ransomware Incidents</li> <li>• Cyber Insurance and Ransomware: Coverage, Limitations, and Pitfalls</li> </ul>

			<ul style="list-style-type: none"> <li>• Strategic Response and Recovery Planning for Ransomware Attacks</li> </ul>
10	UN Climate Change Conference, Baku (COP 29)	11-22 November 2024 (United Nations)	<ul style="list-style-type: none"> <li>• Discussion on climate risk and challenges</li> </ul>
11	Anti-Bribery and Corruption ("ABC") Training for BOD and GMC Members Don't Let Your Guard Down: Fortify your Anti-Bribery & Corruption ("ABC") Fences	29 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Key Risks and Challenges</li> <li>• Recent Criminal Cases</li> <li>• Board and Senior Management Responsibilities</li> <li>• Risk-Based Approach</li> <li>• Technology Overview</li> <li>• Exploration of New Areas</li> </ul>
12	Briefing on MFRS 9 ECL Refresher for Board and GMC Members	10 December 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• MFRS 9 refresher</li> <li>• Overview of recent developments in financial reporting standards</li> <li>• Introduction to new standard –MFRS 18</li> <li>• Recap on relevant MFRS</li> <li>• Islamic banking refresher</li> </ul>
<b>Lim Cheng Teck</b>			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>• Breaches of Duties</li> <li>• Companies Act 2016</li> <li>• Multiple Directorships</li> </ul>
2	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Cyber security impacts and risk trends (including zero day)</li> <li>• Recent major cyber security incidents</li> <li>• Cyber security budget trends</li> <li>• Approach to cyber security</li> <li>• Security related Responsibilities of BoD (RMiT, PayNet)</li> <li>• Personal Tips to stay secure</li> </ul>
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4	Anti-Bribery and Corruption ("ABC") Training for BOD and GMC Members Don't Let Your Guard Down: Fortify your Anti-Bribery & Corruption ("ABC") Fences	29 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Key Risks and Challenges</li> <li>• Recent Criminal Cases</li> <li>• Board and Senior Management Responsibilities</li> <li>• Risk-Based Approach</li> <li>• Technology Overview</li> <li>• Exploration of New Areas</li> </ul>
<b>Dato' Mohamad Nasir Ab Latif</b>			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>• Breaches of Duties</li> <li>• Companies Act 2016</li> <li>• Multiple Directorships</li> </ul>
2	Insights into Securities Commission Malaysia's Maqasid Al-Shariah Guidance	27 February 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Explain the core principles of value investing and its significance towards long-term financial stability and resilience.</li> <li>• Recognise the importance of Maqasid Al-Shariah in investment context in adhering to the highest ethical standards based on core Shariah principles, in sustaining the trust and confidence of its stakeholders.</li> <li>• Recognise where Maqasid Al-Shariah may complement or reinforce Environmental, Social, and Governance</li> </ul>

			<p>(ESG) criteria, as well as its enhancement of Sustainable and Responsible Investment (SRI) strategies in identifying opportunities, evaluating challenges, and proposing ethical investment strategies guided by Islamic principles.</p> <ul style="list-style-type: none"> <li>• Apply the practical implementation of integrating Maqasid Al-Shariah into value investing in ensuring that financial decisions are not only lucrative but also ethical, morally sound, and aligned with the higher objectives of Islamic law.</li> </ul>
3	Risk Management Workshop	16 March 2024 (MRCB)	<ul style="list-style-type: none"> <li>• Risk management</li> <li>• Risk mitigation</li> </ul>
4	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Cyber security impacts and risk trends (including zero day)</li> <li>• Recent major cyber security incidents</li> <li>• Cyber security budget trends</li> <li>• Approach to cyber security</li> <li>• Security related Responsibilities of BoD (RMiT, PayNet)</li> <li>• Personal Tips to stay secure</li> </ul>
5	"Hajah and Darurah" - Shariah Operational Issues for Islamic Finance	30 April 2024 (RHB Islamic)	<ul style="list-style-type: none"> <li>• Describe the key Shariah and operational issues for IFIs in applying the Hajah &amp; Darurah</li> <li>• Understand oversight and accountabilities of the key organs as regards to the implementation of Hajah &amp; Darurah in IFIs</li> </ul>
6	Director's Liabilities within Their Respective Institution's AML Frameworks	3 July 2024 (AICB)	<ul style="list-style-type: none"> <li>• Understand the essential components and consequences of AML oversight from an AI or automated perspective.</li> <li>• Learn about data analytics for board members and its importance in today's regulatory environment.</li> </ul>
7	Ikhlas Capital Annual Conference	19 July 2024 (Ikhlas Capital (Private Equity))	<ul style="list-style-type: none"> <li>• Conference on Private Equity</li> </ul>
8	KWAP INSPIRE Conference 2024 - Advancing Circular Transformation for a Climate Smart Malaysia	6 August 2024 (KWAP)	<ul style="list-style-type: none"> <li>• Climate Risk</li> <li>• Challenges and opportunities</li> </ul>
9	Building Sustainable Credibility; Assurance, Greenwashing, and the Rise of Green-housing	24 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• The program aims to provide board directors and C-suite executives with a comprehensive understanding of the challenges and opportunities in sustainability practices. The program will explore the concepts of greenwashing and green-hushing, and the importance of assurance in sustainability. Participants will gain practical insights into building organizational credibility by ensuring transparency, mitigating risks, and implementing robust assurance mechanisms to strengthen stakeholder trust.</li> </ul>
10	Conflict of Interest - Navigating The Grey Areas: Ethics and COI in Modern Governance	26 November 2024 (Yinson Holdings Bhd)	<ul style="list-style-type: none"> <li>• Conflict of Interest</li> </ul>
11	PLUS Safety Day Program 2024	26 November 2024 (Plus Malaysia Bhd)	<ul style="list-style-type: none"> <li>• Occupational Health and Safety</li> </ul>

Donald Joshua Jaganathan			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>Breaches of Duties</li> <li>Companies Act 2016</li> <li>Multiple Directorships</li> </ul>
2	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Cyber security impacts and risk trends (including zero day)</li> <li>Recent major cyber security incidents</li> <li>Cyber security budget trends</li> <li>Approach to cyber security</li> <li>Security related Responsibilities of BoD (RMiT, PayNet)</li> <li>Personal Tips to stay secure</li> </ul>
3	Code of Conduct	2 April 2024 (Zurich Malaysia)	<ul style="list-style-type: none"> <li>Expectations: How people should interact with others, including colleagues, supervisors, and customers</li> <li>Values: The core values of the organization, such as its mission</li> <li>Consequences: What happens if someone violates the code of conduct</li> <li>Reporting procedures: How to report misconduct</li> <li>Compliance resources: How to comply with the code of conduct</li> </ul>
4	Leading Sustainability Transformation in Banking - Managing Risk (Climate), Creating Impact and Exploiting Opportunities	3 – 7 June 2024 (Frankfurt School of Finance and Management)	<ul style="list-style-type: none"> <li>Keynote: Trends in Sustainable Finance – COP 28 and Beyond</li> <li>Understanding Climate Change – A Science Perspective</li> <li>Understanding Climate Risks (Physical and Transition)</li> <li>Understanding Climate Risks (Physical and Transition)</li> <li>Climate Scenario Analysis – Case Study from the Real Estate Sector</li> <li>Client Dialogues – Bringing Everyone on to the Sustainability Path</li> <li>Emerging Trends in ESG Products &amp; Services</li> <li>Site Visit: Decarbonisation Pathways – Lessons from Germany</li> <li>Climate Scoring &amp; Climate Risk Stress Testing</li> <li>Carbon Accounting</li> <li>Climate &amp; Sustainability Data – The Role of AI and Machine Learning</li> </ul>
5	National Climate Governance Summit (NCGS)	10 September – 12 September 2024 (FIDE FORUM)	<ul style="list-style-type: none"> <li>Insights from IAP members</li> <li>Insights into the systemic risks the climate crisis represents for the financial system.</li> <li>This keynote will revolve around nature and biodiversity</li> </ul>
6	Empowering Boards: Building Capacity for Sustainable Finance Success in The Banking Industry	25 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Achieving RM 50 billion in sustainable financial services by 2026</li> <li>Empowering over 2 million targeted individuals and businesses across ASEAN by 2026</li> <li>Attaining carbon neutral operations by 2030 with a pathway to Net Zero by 2050</li> </ul>
7	Latest Trends on AML/CFT/CPF	27 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Explain the key risks and challenges in relation to compliance with relevant AML/CFT/CPF laws and regulations, as well as current trends and relevant expectations of the local regulator, Bank Negara Malaysia (BNM).</li> </ul>

			<ul style="list-style-type: none"> <li>Describe and apply the responsibilities of the Board and Senior Management, and a risk-based approach to AML/CFT/CPF have an overview of technology use in AML/CFT for financial institutions</li> </ul>
8	Briefing on Navigating the Ransomware Landscape: Strategic Insights for Board Leadership in an Evolving Threat Environment	27 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Ransomware as a Business Model: Understanding the Ecosystem</li> <li>Impact of Double and Triple Extortion Tactics</li> <li>Regulatory and Legal Implications of Ransomware Incidents</li> <li>Cyber Insurance and Ransomware: Coverage, Limitations, and Pitfalls</li> <li>Strategic Response and Recovery Planning for Ransomware Attacks</li> </ul>
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<b>Datuk Iain John Lo</b>			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>Breaches of Duties</li> <li>Companies Act 2016</li> <li>Multiple Directorships</li> </ul>
2	CelcomDigi Directors Conflict of Interest Training by ZulRafique & Partners	29 January 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>Conflict of Interest</li> </ul>
3	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Cyber security impacts and risk trends (including zero day)</li> <li>Recent major cyber security incidents</li> <li>Cyber security budget trends</li> <li>Approach to cyber security</li> <li>Security related Responsibilities of BoD (RMiT, PayNet)</li> <li>Personal Tips to stay secure</li> </ul>
4	CelcomDigi Board Strategy Retreat 2024	8-9 May 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>Corporate Strategy</li> </ul>
5	CelcomDigi Board Workshop 2024 - 5G Due Diligence #1	7 June 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>Workshop on 5G infrastructure</li> </ul>
6	CelcomDigi Board Workshop 2024 - 5G Due Diligence #2	15 June 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>Workshop on 5G infrastructure</li> </ul>
7	CelcomDigi Board Strategy Workshop 2024 #1- Performance Review	24 June 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>Corporate Strategy</li> </ul>
8	CelcomDigi Board Workshop 2024 - 5G Tender Process #3	17 July 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>Corporate Strategy</li> </ul>
9	E-Invoice Implementation Directors Training by BDO	13 September 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>E-invoicing</li> </ul>
10	Empowering Boards: Building Capacity for Sustainable Finance Success in The Banking Industry	25 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>Achieving RM 50 billion in sustainable financial services by 2026</li> <li>Empowering over 2 million targeted individuals and businesses across ASEAN by 2026</li> <li>Attaining carbon neutral operations by 2030 with a pathway to Net Zero by 2050</li> </ul>
11	CelcomDigi Board Strategy Workshop 2024 #2- BP2025-2027	27 September 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>Corporate Strategy</li> </ul>
12	Carbon Markets: What Directors Need to Know	8 October 2024 (ASB)	<ul style="list-style-type: none"> <li>Explain the role of carbon markets in addressing climate change</li> </ul>

			<ul style="list-style-type: none"> <li>• Discuss the opportunities, risk and challenges in developing carbon credit projects</li> <li>• Discuss the opportunities, risk and challenges of investing or trading carbon credit projects</li> <li>• Explain the mechanism of Bursa Carbon Exchange (BCX) as a platform for trading in carbon credits</li> </ul>
13	CelcomDigi - Operational Excellence by McKinsey	15 November 2024 (CelcomDigi)	<ul style="list-style-type: none"> <li>• Operational resiliency</li> </ul>
5	Briefing on Navigating the Ransomware Landscape: Strategic Insights for Board Leadership in an Evolving Threat Environment	27 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Ransomware as a Business Model: Understanding the Ecosystem</li> <li>• Impact of Double and Triple Extortion Tactics</li> <li>• Regulatory and Legal Implications of Ransomware Incidents</li> <li>• Cyber Insurance and Ransomware: Coverage, Limitations, and Pitfalls</li> <li>• Strategic Response and Recovery Planning for Ransomware Attacks</li> </ul>
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<b>Hijah Arifakh Othman</b>			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>• Breaches of Duties</li> <li>• Companies Act 2016</li> <li>• Multiple Directorships</li> </ul>
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3	Bursa Malaysia Mandatory Accreditation Programme (MAP II: Leading for Impact)"	13 - 14 May 2024 (ICDM)	<ul style="list-style-type: none"> <li>• Deep diving into focus areas to help directors navigate through existing and emerging sustainability issues.</li> <li>• Setting the Context Right: Board Oversight of Sustainability</li> <li>• Essentials of ESG: Environmental considerations</li> <li>• Essentials of ESG: Social &amp; Governance Considerations</li> <li>• Reporting Requirements and International Developments</li> </ul>
4	Leading Sustainability Transformation in Banking - Managing Risk (Climate), Creating Impact and Exploiting Opportunities	3 – 7 June 2024 (Frankfurt School of Finance and Management)	<ul style="list-style-type: none"> <li>• Keynote: Trends in Sustainable Finance – COP 28 and Beyond</li> <li>• Understanding Climate Change – A Science Perspective</li> </ul>

			<ul style="list-style-type: none"> <li>• Understanding Climate Risks (Physical and Transition)</li> <li>• Understanding Climate Risks (Physical and Transition)</li> <li>• Climate Scenario Analysis – Case Study from the Real Estate Sector</li> <li>• Client Dialogues – Bringing Everyone on to the Sustainability Path</li> <li>• Emerging Trends in ESG Products &amp; Services</li> <li>• Site Visit: Decarbonisation Pathways – Lessons from Germany</li> <li>• Climate Scoring &amp; Climate Risk Stress Testing</li> <li>• Carbon Accounting</li> <li>• Climate &amp; Sustainability Data – The Role of AI and Machine Learning</li> </ul>
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<b>Nadzirah Abd. Rashid</b>			
1	Briefing on Cybersecurity	27 March 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Cyber security impacts and risk trends (including zero day)</li> <li>• Recent major cyber security incidents</li> <li>• Cyber security budget trends</li> </ul>



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2	Bursa Malaysia Mandatory Accreditation Programme (MAP II: Leading for Impact)"	22 - 23 July 2024 (ICDM)	<ul style="list-style-type: none"> <li>• Deep diving into focus areas to help directors navigate through existing and emerging sustainability issues.</li> <li>• Setting the Context Right: Board Oversight of Sustainability</li> <li>• Essentials of ESG: Environmental considerations</li> <li>• Essentials of ESG: Social &amp; Governance Considerations</li> <li>• Reporting Requirements and International Developments</li> </ul>
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7	Briefing on MFRS 9 ECL Refresher for Board and GMC Members	10 December 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• MFRS 9 refresher</li> <li>• Overview of recent developments in financial reporting standards</li> <li>• Introduction to new standard –MFRS 18</li> <li>• Recap on relevant MFRS</li> <li>• Islamic banking refresher</li> </ul>
<b>Dato' Mohd Rashid Bin Mohamad</b>			
1	In-house training on 'What Amounts to a Conflict of Interest by Directors?'	11 January 2024 (ASB)	<ul style="list-style-type: none"> <li>• Breaches of Duties</li> <li>• Companies Act 2016</li> <li>• Multiple Directorships</li> </ul>
2	Secrecy and Information Protection Training	24 January 2024	<ul style="list-style-type: none"> <li>• Data secrecy</li> </ul>



		(RHB Banking Group)	
3	Anti-Bribery and Corruption	24 January 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Anti-bribery</li> <li>• Gifts and hospitality</li> </ul>
4	Information Security Awareness	24 January 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Data secrecy</li> <li>• Securing confidential information</li> </ul>
5	RHB Core Competencies for Senior Leaders Workshop	5 August 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Leadership</li> </ul>
6	Empowering Boards: Building Capacity for Sustainable Finance Success in The Banking Industry	25 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Achieving RM 50 billion in sustainable financial services by 2026</li> <li>• Empowering over 2 million targeted individuals and businesses across ASEAN by 2026</li> <li>• Attaining carbon neutral operations by 2030 with a pathway to Net Zero by 2050</li> </ul>
7	Latest Trends on AML/CFT/CPF	27 September 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Explain the key risks and challenges in relation to compliance with relevant AML/CFT/CPF laws and regulations, as well as current trends and relevant expectations of the local regulator, Bank Negara Malaysia (BNM).</li> <li>• Describe and apply the responsibilities of the Board and Senior Management, and a risk-based approach to AML/CFT/CPF have an overview of technology use in AML/CFT for financial institutions</li> </ul>
8	ESG Module 1 : Introduction to Sustainability	4 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Sustainability Journey</li> </ul>
9	Briefing on Navigating the Ransomware Landscape: Strategic Insights for Board Leadership in an Evolving Threat Environment		<ul style="list-style-type: none"> <li>• Ransomware as a Business Model: Understanding the Ecosystem</li> <li>• Impact of Double and Triple Extortion Tactics</li> <li>• Regulatory and Legal Implications of Ransomware Incidents</li> <li>• Cyber Insurance and Ransomware: Coverage, Limitations, and Pitfalls</li> <li>• Strategic Response and Recovery Planning for Ransomware Attacks</li> </ul>
10	RHB Tabletop Crisis Simulation Exercise	27 November 2024	<ul style="list-style-type: none"> <li>• Crisis management</li> </ul>
11	Anti-Bribery and Corruption ("ABC") Training for BOD and GMC Members Don't Let Your Guard Down: Fortify your Anti-Bribery & Corruption ("ABC") Fences	29 November 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• Key Risks and Challenges</li> <li>• Recent Criminal Cases</li> <li>• Board and Senior Management Responsibilities</li> <li>• Risk-Based Approach</li> <li>• Technology Overview</li> <li>• Exploration of New Areas</li> </ul>
12	Briefing on MFRS 9 ECL Refresher for Board and GMC Members	10 December 2024 (RHB Banking Group)	<ul style="list-style-type: none"> <li>• MFRS 9 refresher</li> <li>• Overview of recent developments in financial reporting standards</li> <li>• Introduction to new standard –MFRS 18</li> <li>• Recap on relevant MFRS</li> <li>• Islamic banking refresher</li> </ul>

### Function and conduct

The roles and responsibilities of each Board Committee and its respective Chairperson have been disclosed in their respective Board Committees Terms of References ("ToR"), Board Charter of RHB Bank Berhad as well as the Integrated Report 2024 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 211-221 in its Integrated Report 2024 and under Practice 10.1 to Practice 10.3 (Step-up) under Section A of this CG Report.

### 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.

The documents are kept in the centralized repository for employees' reference and controlled by a dedicated functional unit namely Group 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.

No	Document	Description
1	Group Anti-Bribery & Corruption Policy	This policy is to reiterate the Group's 'zero-tolerance' stance and commitment to full compliance by the RHB Banking Group, its subsidiaries and affiliates, and its officers, directors, employees and agents (if applicable) to the Malaysian Anti-Corruption Commission (MACC) Act 2009 and similar legal or regulatory promulgation in relation to countering bribery and corruption.
2	Group Code of Ethics & Business Conduct for Directors	HB 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.
3	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.
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 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.

6	Group Compliance Management Framework & Policy	The documents lays out the governing principles and roles of board, management and staff in managing compliance risk within the Group.
7	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.
8	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.
9	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.
10	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.
11	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.
12	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.
13	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.
14	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.
15	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.
16	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.
17	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.
18	Group Sustainability & 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.
19	Group Reputational Risk Management Policy	The policy sets out the approach which the Group will adopt in managing reputational risks of the Group.
20	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.
21	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.
22	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.
23	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.
24	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.
25	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.
26	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.
27	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.
28	Group Policy on Conflict of Interest	The guiding principles of the documents are to ensure the Group avoids conflicts of interest and promote transparency and accountability in its business activities.

### Remuneration Qualitative - Disclosures

For detailed information on the directors' remuneration, please refer to Practice 8.1 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:

- 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.
- 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 ("MD") 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 provides the foundation to RHB's Reward Strategy which aligns with the Business and Risk Strategies, Corporate Values and long-term interests of the RHB Banking Group. The Rewards Framework is also designed to be prudent with risk taking and reinforces the Group's corporate and risk culture.

Our philosophy of fair remuneration is critical to attract, retain and motivate employees and is within the ambient of RHB's risk appetite.

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

- i. Support and promote high performance culture to deliver the Group's vision.
- ii. Provide a balanced approach between fixed and variable compensation that reflects individual's seniority and level of accountability.
- iii. 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.
- iv. Competitive with market practice; tailored to specific market i.e. Financial 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 employees in Malaysia and overseas.

The Policy is guided by RHB's Total Rewards Model that covers all aspects of work that are valued by employees, both tangible and intangible.

The components of the model are illustrated below:-

### a) Remuneration

Components	Description
Fixed Pay	<ul style="list-style-type: none"> <li>Fixed monetary reward provided to employees in the form of monthly base salary and fixed allowances.</li> <li>It takes into consideration an employee's experience, skill/competency levels and responsibilities.</li> <li>Internal and external benchmarking are reviewed annually to remain competitive to the market.</li> </ul>
Variable Pay	<p>A non-guaranteed monetary reward awarded based on performance at individual employees' level, business and functional unit and Group's performance.</p> <p>Variable pay comes in 2 categories:</p>

	<p>i. Short Term Incentive</p> <ul style="list-style-type: none"> <li>• The short-term incentive is based on performance measures typically evaluated within the duration of a single financial year.</li> <li>• Performance achievement is assessed based on the Key Performance Indicators (KPIs) and targets established at the start of the financial year.</li> <li>• A portion of the variable pay is deferred for a maximum period of three years to mitigate potential financial risks over the long term.</li> <li>• The clawback provision in the policy enables Management to recover funds previously disbursed to employees in the event of financial misstatements, fraudulent activities, malfeasance, significant restatements of financial results, or other substantial breaches of legal, regulatory, or policy requirements.</li> <li>• In RHB, variable pay is structured through the disbursement of a Performance Bonus, Treasury Incentive and Fee-Based Incentive.</li> </ul> <p>ii. Long Term Incentives</p> <ul style="list-style-type: none"> <li>• A long-term performance-based incentive plan designed to retain employees by rewarding them for achieving specific targets or goals over an extended period, thereby ensuring alignment with the company's strategic objectives.</li> <li>• RHB introduced its Long-Term Incentives in FY2021 for selected key personnel within the Group, provided in the form of shares.</li> </ul>
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#### **b) Benefits**

RHB's benefits landscape includes 4 categories of benefits namely Statutory, Hygiene, Differentiator and Innovative.

Since January 2022, RHB has introduced semi-health flex benefits for new joiners, with opt-in option available to existing employees. These benefits cover, among others, traditional medicine/ alternative treatment, optical care for prescription glasses or lenses, wellness programmes (e.g. gym, pilates, vitamins), acupuncture and insurance premium for private medical insurance.

#### **c) Working Environment**

RHB is committed to providing employees with a conducive working environment, which includes the implementation of Flexible Working Arrangement ("FWA"). RHB has offered Flexi-Hours Arrangement (Staggered Hours) since 2015 and Work From Home ("WFH") arrangements since 2016. Following the Covid-19 pandemic, WFH has become a permanent feature of RHB's FWA with 20% of the workforce continuing working to work remotely.

**d) Learning & Development Opportunities**

RHB makes substantial investments in talent development, ensuring continuous growth through a combination of classroom training, on-the-job learning, coaching and mentoring, as well as overseas exposure.

In 2024, RHB continue to prioritize the growth and development of our employees through a robust learning and development program. We offered a wide range of technical and functional courses. We also recognized that IT, Digital and Analytics areas are critical to our business's success and growth, and offered a range of courses and workshops that focused in these areas. Our personal development courses focused on soft skills, leadership as well as mental health. Additionally, we collaborated with experts to create business-specific customized programs to address unique challenges and opportunities within our industry.

**Governance**

RHB's remuneration shall be in alignment with Bank Negara Malaysia's Policy Document on Corporate Governance.

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 respective Board for approval.

**Long Term Incentive Scheme – RHB Bank Share Grant Scheme (“SGS”)**

In 2022, the Bank implemented the Share Grant Scheme (SGS), which was duly approved by shareholders at an Extraordinary General Meeting (EGM). The SGS is set to remain in effect for a period of nine (9) years, starting from its effective date of implementation.

The Scheme offers the potential grant of ordinary shares, up to a maximum of 2% of the total number of issued shares of the Bank (excluding treasury shares, if any) at any given time during the duration of the SGS. This opportunity is available to employees and Executive Directors of the Bank and its subsidiaries (excluding dormant subsidiaries), provided they meet the eligibility criteria as defined under the SGS. These eligible employees are referred to as "Eligible Employees."

The vesting and payment of the SGS units awarded are subject to fulfilment of the applicable vesting and payment conditions

The SGS is intended to:

- a) reward Eligible Employees who have control and influence over key business decisions. The Eligible Employees may also include individuals who are deemed to have high potential;
- b) drive individual key performance indicator and at the same time motivate and bring employees together collaboratively to achieve RHB Banking Group's common goal and aspiration;
- c) attract talents and retain key employees that will be pertinent in driving RHB Banking Group's objectives;
- d) align interests of the Eligible Employees with the interest of the shareholders of the Company; and
- e) ensure RHB Bank's compensation mix is aligned with the industry and to enhance the competitiveness of its total remuneration package.

## Quantitative Disclosures

The information on remuneration for Non-Executive Directors' and Top 5 senior officers', including the Chief Executive Officer's (cum Executive Director) remuneration package, remuneration received and/or receivable from RHB Bank Berhad and the Group, is disclosed within 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 8.1 and Practice 8.2 of Section A in this CG Report as well. Additionally, the remuneration structure for RHB Bank Berhad's Non-Executive Directors ("NEDs") in the Company for 2024 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)
<b>1. Fixed-type Remuneration</b>					
i.	Cash Based	<ul style="list-style-type: none"> <li>Fixed Fees</li> <li>Directors' Fees<sup>1</sup></li> <li>Committee Allowances<sup>2</sup></li> <li>Chairmen's premium<sup>3</sup> for various entities &amp; committees</li> <li>Other emoluments</li> </ul>	2,601	Nil	
ii.	Shares & share-linked instruments		-	Nil	
iii.	Other	Benefits-in-kind	35		
<b>2. Variable-type Remuneration</b>					
i.	Cash based	Meeting Attendance Allowance	628	Nil	
ii.	Shares & share-linked instruments	Nil		Nil	
iii.	Others	Directors' & Officers' Liability Insurance <sup>7</sup>	745	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 FY2024 was about RM1,859 million.

#### 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. Chairman'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 monthly 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 on a monthly basis.
7. **Directors' & Officers' ("D&O") Liability Insurance**  
During the financial year, Directors of the Group and the Bank are covered under the Directors' & Officers Liability Insurance in respect of liabilities arising from acts committed in their respective capacity as, inter alia, Directors of the Group and the Bank subject to the term of the policy. The total amount of Directors' Liability Insurance effected for the Directors of the Group and the Bank was RM200 million (2023: RM200 million). The total amount of premium paid for the Directors' Liability Insurance by the Group and the Bank was RM745,210 and RM640,167 (2023: RM731,000 and RM625,000) respectively.

For detailed aggregate remuneration of each RHB Bank Berhad's director, please refer to Practice 8.1 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 FY2024 compensation package for those identified as Key Senior Management Officers and Other Material Risk Takers of RHB Bank Berhad is summarised, as follows:

Category	Senior Management (16 officers)		Other Material Risk Takers (11 Officers)	
Remuneration Type	Unrestricted/ Non-Deferred (RM '000)	Restricted/ Deferred (RM '000)	Unrestricted/ Non-Deferred (RM '000)	Restricted/ Deferred (RM '000)
<b>Fixed-type Remuneration</b>				
Cash Based	18,568 (16 Officers)	-	6,054 (11 Officers)	-
Share & share-linked instruments		-	Nil	-
Others <ul style="list-style-type: none"> <li>• Benefits-in-kind</li> <li>• Club subscription Fees</li> <li>• Leave Passage</li> <li>• Mobile Phone</li> </ul>	1,107 (15 Officers)	-	246 (7 Officers)	-
<b>Variable-type Remuneration</b>				
Cash based	13,453 (15 Officers)	-	2,911 (7 Officers)	-
Shares & share-linked instruments <sup>1</sup>	-	-	-	-
Others	-	-	-	-
<b>Total</b>	<b>33,129</b>	<b>-</b>	<b>9,212</b>	<b>-</b>

Note(s):

1. In FY2024, a total of **1,085,000** and **335,000 units** of RHB shares under RHB Group Employees' Share Grant Scheme (SGS) were awarded to **13** Senior Officers and **9** OMRTs of RHB Bank. The number of SGS units to be vested/paid by 2027 is conditional upon the said employees fulfilling the vesting/payment criteria. As at 31 December 2024, the total number of shares awarded to **the Group** and the **Bank's Group Managing Director** and key management personnel amounted to **3,700,000** and **3,230,000** (2023: 2,665,000 and 2,285,000) respectively.

For additional information on Senior Management remuneration, please refer to Note 51(c) of the financial statement on Page 124 of the Financial Report 2024.

