

Proxy Form



Registration No. 196501000373 (6171-M)
(Incorporated in Malaysia under the then
Companies Ordinances, 1940 - 1946)

No. of Ordinary Shares held	CDS Account No.

I/We _____ NRIC/Passport/Company No. _____
(Name in block letters)

of _____
(Full address)

being a member of **RHB BANK BERHAD** (the Company) hereby appoint:-

Name _____ NRIC No. (Mandatory) _____
(Name in block letters)

of _____
(Full address)

and/or*

Name _____ NRIC No. (Mandatory) _____
(Name in block letters)

of _____
(Full address)

or failing him/her, the CHAIRMAN OF THE MEETING, as my/our* proxy to vote for me/us* and on my/our* behalf at the Fifty Fourth (54th) Annual General Meeting (AGM) of the Company to be held at Meeting Room 3, Level 16, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur on Friday, 29 May 2020 at 10.00 a.m. or at any adjournment thereof.

The proportion of my/our* holding to be represented by my/our* proxies are as follows:

First Proxy (1) <input type="text"/>	Second Proxy (2) <input type="text"/>
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My/Our proxy* is to vote as indicated below:

Resolutions		For	Against
Ordinary Resolution 1	To approve a single-tier final dividend of 18.5 sen per share in respect of the financial year ended 31 December 2019.		
Ordinary Resolution 2	To re-elect the following Directors pursuant to Clause 94 of the Company's Constitution: (1) Tan Sri Dr Rebecca Fatima Sta Maria		
Ordinary Resolution 3	(2) Dato' Khairussaleh Bin Ramli		
Ordinary Resolution 4	To re-elect the following Directors pursuant to Clause 98 of the Company's Constitution: (1) Datuk Seri Dr Govindan A/L Kunchambo		
Ordinary Resolution 5	(2) Dato' Mohamad Nasir Bin Ab Latif		
Ordinary Resolution 6	To approve the payment of Directors' fees and Board Committees' allowances amounting to RM1,690,547.97 to the Non-Executive Directors for the financial year ended 31 December 2019.		
Ordinary Resolution 7	To approve the payment of Directors' fees and Board Committees' allowances to the Non-Executive Directors from 1 January 2020 until the 55 th AGM of the Company.		
Ordinary Resolution 8	To approve the payment of Directors' remuneration (excluding Directors' fees and Board Committees' allowances) amounting up to RM1.79 million to the Non-Executive Directors from 30 May 2020 until the 55 th AGM of the Company.		
Ordinary Resolution 9	To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company to hold office until the conclusion of the 55 th AGM of the Company, at a remuneration to be determined by the Directors.		
Ordinary Resolution 10	To authorise the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		

(Please indicate with an "X" in the spaces provided above as to how you wish to cast your vote. If no specific directions as to voting are given, the proxy shall vote or abstain from voting at his/her full discretion.)

Dated _____, 2020

Signature
(If shareholder is a corporation, this part
should be executed under its seal)

* Delete if not applicable

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 May 2020 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the 54th AGM of the Company.
2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one (1) or more proxies to attend and vote in his/her place. A proxy may but need not be a member of the Company.
3. The Form of Proxy must be signed by the appointer or his/her attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its attorney duly authorised in writing.
4. If the Form of Proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit.
5. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), it may appoint at least one (1) proxy in respect of each Securities Account which is credited with ordinary shares of the Company.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
7. The Form of Proxy or other instruments of appointment must be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or lodged electronically via "Boardroom Smart Investor Portal" at www.boardroomlimited.my not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

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Postage
Stamp

The Share Registrar of **RHB BANK BERHAD**
BOARDROOM SHARE REGISTRARS SDN BHD
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor

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