



RHB BANK BERHAD (6171-M)

Corporate Governance

BOARD CHARTER

(REVISED IN 2019)



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Introduction

This Charter sets out the key corporate governance principles adopted by the Board of Directors (the “Board”) of RHB Bank Berhad (the “Company” or “RHB Bank”) for practicing high standards of corporate governance. In adhering to the responsibilities set out in this Charter, the Board members are expected to perform their duties with integrity, honesty and professionalism in accordance with the law in serving the interest of its shareholders, employees, clients, the community and other stakeholders.

The Board will carry out 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 & Remuneration Committee, Board Risk Committee and Board Credit Committee as the case may be.

The Board and each Director’s performance will be assessed annually based on the expectations set out in this Charter. With the various positions held by each director on the Board, they are expected to meet the expectations set for each position as these are crucial to the long-term success of the Company.

It should be noted that this Charter serves as a reference to the Board members in executing their responsibilities. The provisions contained in this Charter neither replace nor supersede the laws of Malaysia or the regulatory frameworks applicable.

This Charter also makes reference to RHB Banking Group’s Board Governance Manual, which includes the Director’s Internal Guidelines and Procedures.



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Responsibilities of the Board

The Board is charged with leading and controlling the Company in an effective and responsible manner. Each director has a legal duty to act in the best interest of the Company and stakeholders. The directors, collectively and individually, are aware of their responsibilities to shareholders and other stakeholders for the manner in which the affairs of the Company are managed. 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:

◆ **Strategy Setting.**

A key Board role is to review and approve strategic or business plans, financial objectives, major capital and operating budget and matters of policy proposed by senior management team. The Board would monitor the management's performance in implementing the adopted strategies and provide relevant direction and advice where necessary to the senior management team, so as to ensure the achievement of the Company's objectives.

◆ **Management of the Company.**

It is pertinent that the Board oversee the performance of the management, ensuring that the Company is properly managed. To ensure high performance, the Board is encouraged to review and approve performance objectives for the senior management team and monitor the management team's performance on a regular basis.

◆ **Succession Planning.**

As the Board is responsible for appointing the Group Managing Director ("GMD")/Managing Director ("MD")/ Chief Executive Officer ("CEO") and the senior management team to manage the Company, the Board needs to ensure candidates of highest calibre are appointed during the process of selection and assessment. In addition to the Board's responsibility of its own succession planning, the Board is recommended to have in place a succession planning strategy in replacing senior management, when necessary.

◆ **Risk Management.**

The Board is responsible in identifying principal risks and ensures the implementation of appropriate systems to manage these risks. This includes reviewing and approving policies and processes to identify business risks, to determine the risks acceptable to the Company and ensuring that systems and controls are in place to manage them. In addition, the Board should ensure that the Company is adequately capitalised to support the risks undertaken and to meet regulatory requirements.



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◆ Integrity of Internal Control.

The Board is expected to review the adequacy and integrity of the Company's internal control system on a regular basis and ensure that there is an effective and satisfactory framework for reporting internal financial controls and regulatory compliance. In addition, the Board is expected to establish and ensure the effective functioning of an Audit Committee and Internal Audit department.

◆ Communication Plan.

The Board is expected to develop and implement an investor relations programme or shareholder communication policy so as to give regulators, investors and shareholders ready access to clear, balanced and timely information about the Company and its corporate goals. The communication policy should also incorporate a system to receive feedback from shareholders, including designating a senior independent director to whom all concerns may be conveyed. In compliance with regulatory requirements, the Board is expected to establish an effective corporate communication plan for regular and timely public disclosure.

◆ E.S.G. / E.E.S. Integration.

The Board must promote sustainability through appropriate environmental (E), social (S) and governance (G) considerations ("E.S.G.") or similarly environmental (E), economic (E) and social (S) considerations (also known as "E.E.S.") in the Company's business strategies. In line with managing reputational and environmental risks, the Board is expected to implement good corporate governance and risk management that consider environmental, economic and social factors as part of non-financial performance indicators to measure the sustainability and ethical impact of its investment, lending, corporate finance, insurance and other core business activities. In addition, the Board is expected to develop appropriate systems in place to ensure accountability and greater transparency of its ethical and social responsibilities footprint.

Matters Reserved & Delegated by the Board

The duties and responsibilities reserved for the Company's Board and those which are delegated to the Board Committees and Senior Management are laid out per their roles & responsibilities and 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:

- i. Business & Operating Strategies
- ii. New or changes to existing Business Plans
- iii. New investments/divestments
- iv. Mergers & acquisitions
- v. Expansion/entry into new markets/geographies/regions
- vi. Corporate restructuring/reorganisation



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- vii. Set-up of new subsidiaries
- viii. Joint ventures
- ix. Partnerships or strategic alliances
- x. Acquisitions/disposal of significant assets
- xi. Progress of FIT 22

Apart from the aforesaid principal responsibilities of the Board and matters of strategic importance to the Company/Group, the Board has also delegated specific responsibilities to several Board Committees and Management Committees. 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.

Board Meetings

The Board should meet regularly, preferably on a monthly basis, but in any event no less than once every two months to deliberate on the performance of the Company and to provide policy direction and guidance for the management. Should urgent matters arise, additional meetings may be convened.

Board papers shall be provided to directors within a reasonable time-frame prior to the relevant meeting to enable them to familiarise on the issues to be discussed and participate in an informed manner.

Directors are encouraged to attend all Board meetings, with a minimum of 75% attendance in each financial year. If any director contravenes the 75% attendance rule without a valid reason, he or she shall be disqualified from servicing the Board.

Supply of Information

The Board and Board Committees of RHB Banking Group are accorded with all necessary information pertaining the Group in advance of the meeting and in a form and manner appropriate for them to discharge their duties effectively. Directors also have unhindered access to the Group Legal & Secretariat as well as Senior Management personnel and if required, Independent Professional Advice from external sources.

The Group is guided by the Standard Procedures that were formalised and adopted by the Group to allow Directors to have access to Independent Professional Advice. The objective of the Standard Procedures is to enable Directors to have an enhanced perception of issues within the Group by allowing them to obtain independent opinion/advice/consultation from professionals in the relevant areas at the expense of the Group. In essence, the same will ensure consistency throughout the Group on the procedures for Directors of the Group to have access to independent professional advice.



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Maintaining Board Independence and Board Balance

The Board should include a balance of executive directors and non-executive directors (including independent non-executives) such that no individual or small group of individuals can dominate the Board's decision making process. The Board should comprise of at least the minimum number of directors as stipulated in the Company's Constitution, increasing where additional expertise is considered desirable in certain areas.

Executive and non-executive directors have the same fiduciary duties to the Company. However, as non-executive directors are not involved in the day-to-day running of the business, they can bring a fresh perspective in supporting as well as constructively challenging and monitoring the management team. To ensure effectiveness and objectivity of the Board, at least two (2) directors or one third (1/3) of the Board should be Independent Non-Executive Directors ("INEDs") as stipulated/codified under the Bursa Malaysia Securities Berhad's Main Market Listing Requirements ("MMLR") and in line with the Malaysian Code on Corporate Governance ("MCCG"), the Board shall endeavour to maintain a majority of INEDs.

Pursuant to the **BNM's Policy Document on Corporate Governance**:

- (i) the relevant Boards of the RHB Banking Group entities must obtain prior approval from BNM before the removal or resignation of an independent director from the respective Boards take effect;
- (ii) the Board of the Company must not have more than one (1) executive director;
- (iii) Director of the Company and its affiliates within the financial services industry must remain in the minority of the Company; and
- (iv) The Company's Board must pursue to have a majority of INEDs (w.e.f. 3rd August 2021) at all times.

Appointment of Directors

The Board is encouraged to establish policies defining detailed criteria and qualifications for directors and senior management appointments, in particular factors such as the experience and expertise relative to the duties, education level, competencies, capabilities, probity, financial and personal integrity and reputation. A rigorous vetting should be conducted to ensure that the proposed directors meet the minimum criteria stated in these policies.

A Director must not be an active politician who is a member of any national/state legislative body or is an office bearer of, or holds any similar position in a political party at its branch level, district level, state level, regional level, national level or any other similar connotations.

The Board Nominating & Remuneration Committee ("BNRC") is responsible for recommending candidates for appointment to the Board. The primary goal of director selection is to nominate individuals who, as a group, offer a range of specialised knowledge, skills, and expertise that can best contribute to enhancing the Board, and therefore organisational success under existing and future circumstances. As such, consideration should be given to the distinctive skills, perspective and experiences that the candidate, diverse in



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geographic origin and professional experience (public, private and non-profit sectors), can bring to the boardroom.

The Nomination Framework for RHB Banking Group (“Framework”) was formalised and adopted by the Group. The adoption of the Framework is to conform with good corporate governance practices as well as ensure consistency and ease of reference throughout the Group in giving a clear, formal and transparent nomination processes for the benefit of the BNRC, Board and Management pertaining to the appointment of directors, board committee members, Shariah Committee and key senior management officers (which entails Group Managing Director (“GMD”), Chief Executive Officer (“CEO”)/Managing Director (“MD”) who is the Direct Report to the Group MD and any persons as may be decided by the BNRC).

Pursuant to the Framework, a thorough and comprehensive fit and proper assessment (i.e. background, skills, knowledge and experience) of the candidate is undertaken by the BNRC in accordance with the Policy on Fit and Proper for Key Responsible Persons of RHB Banking Group (“Fit and Proper Policy”), through a transparent nomination process before a recommendation is made to the Board for approval. These assessments are carried out against a benchmark of documented competencies which have been prepared for each role, and also involve a declaration being completed by each individual as well as obtaining documents evidencing material qualification and the carrying out of checks such as criminal record, bankruptcy, and regulatory disqualification checks, amongst others. The fitness and propriety of the directors will be reassessed annually by executing the fit and proper declaration. The Fit and Proper Policy outlines the following criteria for assessment of the suitability of the candidate for appointment:-

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

Should the appointment of directors require any regulators’ approval, the Board should ensure that the approvals are obtained prior to the appointment. A director shall not have competing time commitments that impair his ability to discharge his duties effectively. The board must assess and determine the maximum number of external professional commitments that a director may have, commensurate with the responsibilities placed on the director, as well as the nature, scale and complexity of the financial institution’s operations.

In line with Bursa Malaysia’s MMLR, a director should only hold a maximum of five (5) directorships in local public listed companies. These external professional commitment excludes directorships at public/private companies, foundations, trustees and so forth including any professional membership or fellowship in any professional bodies for accountancy, banking, legal and so forth.

Upon the appointment, the director will receive a formal Letter of Appointment and a comprehensive **Director’s Induction Kit** to assist them in building a detailed understanding of



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the Group's businesses and operations, the long term direction and the statutory obligations as well as the Company's expectation of him/her. Furthermore, the said director is also required to attend in-house orientation organised by the Management initiated by Group Secretariat within three (3) months from his/her date of appointment. Being a Director of the listed company, the Director is required to attend a Mandatory Accreditation Programme ("MAP") within four (4) months after his/her appointment on the Board of RHB Bank. Otherwise, the Director should provide a copy of his/her certificate of MAP to the Company Secretary in the event that he/she has completed the MAP prior to appointment.

Besides attending MAP as part of the Directors' training requirement, a Director must attend the Financial Institution Directors' Education ("FIDE") programme and complete the same within **one (1) year** from the date of appointment. The third mandatory programme which a Director must attend within two (2) years of appointment would be the Islamic Finance for Board of Directors Programme organised by the International Shari'ah Research Academy for Islamic Finance ("ISRA"). Similarly the Director should provide a copy of his/her certificate of FIDE/ISRA to the Company Secretary in the event that he/she has completed the same previously in other Financial Institution.

For good corporate governance, the internal Guidelines on Tenure of Appointment/Re-Appointment of Non-Executive Directors ("NEDs") for RHB Banking Group ("Guidelines") was established. The tenure of appointment or re-appointment of NEDs (save for Non-Independent Non-Executive Directors (NINED") who is a Board representative of the major shareholders) of RHB Banking Group shall be for a **2-year term ("Term")** subject to the relevant conditions as stipulated therein.

The board shall also determine whether an individual to be appointed as an Independent Director is independent in character and judgement, and free from associations or circumstances that may impair the exercise of his independent judgement. An individual shall not be considered to be an independent director if he or any person linked to him–

- I. has been an executive¹ of any RHB Group's entities in the last two years;
- II. is a substantial shareholder of RHB Bank Berhad or any of its affiliates; or
- III. has had a significant business² or other contractual relationship (as determined by the Board from time-to-time) with RHB or any of its affiliates within the last two years.

Remuneration Levels of Directors

The Company aims to set remuneration at levels which are sufficient to attract and retain the directors needed to oversee the Company successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved. The Board is also aware that rising stakeholder expectations, technological advances in the industry and the evolving business models necessitate remuneration packages to be aligned with RHB's long-term business sustainability.

¹ "executive" refers to GMC Members & material risk takers who have management responsibilities within RHB Banking Group or any of its affiliates.

² Pursuant to **Paragraph 10.08** of the MMLR on related party transactions.



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In setting up the remuneration level, fixed and variable components in the forms of basic pay, short-term and long-term nexus need to be incorporated to serve different compensation objectives. The Company should be transparent on each component of the directors' compensation scheme and disclose the overall remuneration package, in line with good corporate governance practices. The standardisation of the Non-Executive Directors/Chairman's benefits had been formalised for adoption by the Group.

Re-election, Retirement and Resignation of Directors

Each director is required to submit themselves for re-election at regular intervals, at least once every **three (3) years**. Pursuant to the Company's Constitution, at least one third of all directors should retire by rotation in every year and be eligible for re-election at the annual general meeting.

The selection of directors who are retiring every year shall be those who have been longest in office since their appointment or last election. For those who became directors on the same day, those to retire shall (unless they agree amongst themselves) be determined by lot.

The internal review of appointment/re-appointment of NEDs conducted **once every 2 years** shall be applicable to all entities within the Group, subject to the following provisions as stipulated in the Directors' internal Guidelines:-

- i. INEDs may be re-appointed for a new term provided that such service tenure shall not exceed a **consecutive or cumulative term of 9 years**. Computation of the service tenure will commence from the date of his/her appointment in the Group.

Upon completion of the 9 years, an Independent Non-Executive Director ("INED") shall retire at the next AGM of the company concerned or when new incumbent is available to replace the INED concerned on the Board, whichever is earlier.

- ii. An INED who has been re-designated as NINED and is not a Board representative of the major shareholders may continue his/her tenure upon completion of the 9 years, subject to approval of the Board upon recommendation of the BNRC. Otherwise, he/she shall retire at the next AGM of the company concerned.
- iii. Important information such as the candidates profile must be provided to shareholders prior to AGM for directors seeking re-election.

Should such re-election/re-appointment or resignation require any regulators' approval, the Board should ensure that necessary application for re-election or resignation is submitted to the regulators within the stipulated timeframe.

Board Effectiveness Evaluation

The Board Effectiveness Evaluation ("BEE") is designed and established with the objective of assessing the effectiveness of the Board and Board Committees, as well as the individual directors. It aims to improve the Board's effectiveness as well as draw the Board's attention to key areas that need to be addressed or improved. The BEE is based on a combination of self and peer assessment performed via a customised questionnaire.



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To ensure integrity and independence of the appraisal process, an independent facilitator or consultant (which is independent of the Management) will be periodically engaged for the said exercise to supplement the annual BEE exercise conducted in-house for a maximum period of 3-year cycle. The BEE may also include interviews with Directors and senior management which are conducted in an in-depth manner to encompass areas which fall outside the realm of the written assessment. The independent facilitator will discuss the detailed results with the Chairmen of the Board and the BNRC. A summarised report thereof will then be presented to the BNRC and the Board to enable them to identify the areas for improvement and put in place appropriate measures.

Continuous Education of Directors

Continuous education programmes are implemented to ensure that directors may appropriately and effectively perform their duties.

The Company has adopted educational/training programmes to update the Board in relation to new developments pertaining to the laws and regulations and changing commercial risk factors which may affect the Board and/or the Group.

In ensuring consistency throughout the Group in developing in-house orientation and continuing education programmes for its directors to familiarise them with the industry and the company/licensed institution, Standard Procedures on Directors' In-House Orientation and Continuing Education Programme for RHB Banking Group was formalised and adopted by the Group. It is also aimed to provide the Directors 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 on-going basis in assisting them to better perform their duties and address issues that may arise therefrom.

Responsibilities of Directors

In order to achieve the Board's objective, major commitment is required on the part of the directors. The commitment carries with it a responsibility for a near perfect attendance at Board and Board Committee meetings, including specially called sessions and being sufficiently prepared to participate in the discussions.

To effectively discharge their duties, the directors are responsible to:

- ◆ Be proactive in seeking more information within the Company and the industry, in an effort to have a broad current knowledge so as to participate and contribute effectively in the meetings;
- ◆ Exercise independent judgement when making decisions and act strictly in the best interest of the Company and its shareholders generally and not in the interest of any one shareholder or group of shareholders. Directors are encouraged to be forthright in Board meetings, to question, request information or raise any issue of concern with the Board and management;



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- ◆ Seek professional independent advice at the Company's expense, where he or she perceives an irregularity in the Company related matter. The director must ensure that the costs are reasonable and must discuss with the Chairperson before the advice is obtained;
- ◆ Maintain confidentiality on Board discussions and deliberations. Similarly, all confidential information received by a director in the course of the exercise of his or her duties remains the property of the Company. It is, therefore improper to disclose it or allow it to be disclosed, unless the disclosure has been authorised by the Board or required by law;
- ◆ Maintain the independence of the Board by being sensitive to conflicts of interest or duty that may arise and mindful of their fiduciary obligations. In view of this, directors must disclose in writing to the Board any actual or potential conflict of interest or duty that might reasonably be thought to exist as soon as the situation arises, and in addition take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
- ◆ Continuously educate themselves to maintain the necessary depth and breadth of knowledge and skills.

The Code of Ethics and Business Conduct for Directors ("Code") was adopted by the Group. The Code speaks of ethical and moral behaviour forming an integral part of minimising corporate risk and ensuring sustainability. The Code is a dynamic document with ethical values as the central theme. It is not assigned with a definitive and rigid interpretation but rather governed by customs and conventions, unless such interpretation is legally contradictory to the laws of the land.

The Group has in place a Policy on Related Party Transactions ("RPTs") which includes 'Review Process' to manage situation where conflict of interest arising from the interest (direct or indirect) of a director, major shareholder or person connected with such director or major shareholder in a transaction proposed to be entered into or action/decision to be taken by the Company and its subsidiaries. Such policy serves as a guide for reviewing and reporting of all RPTs as well as ensuring all such transactions are carried out on an arm's length basis. Pursuant to the Companies Act 2016, BNM's Policy Document on Related Party Transaction and BNM's Policy Document on Corporate Governance, the interested director is required at all times to declare his conflict of interest position and must abstain from Board or Board Committee deliberation and voting on the relevant resolution in respect of the RPT. All the RPTs are reviewed by Group Legal prior to presentation to the Board Audit Committee and Board for consideration.

Responsibilities of Senior Independent Non-Executive Director

The Board should appoint a senior independent non-executive director to address the needs and issues of concern of the shareholders and non-executive directors. Among his or her responsibilities are to:

- ◆ Be available to shareholders if they have concerns relating to matters which contact through normal channels of Chairperson or CEO/MD has failed to resolve, or for which such contact is inappropriate;



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- ◆ Be the conduit between the Independent Directors and the Board Chairman;
- ◆ Maintain contact as required with major shareholders to have a balance understanding on their issues and concerns;
- ◆ Be the focal point for internal and external parties to whistle blow any unethical behaviours or business misconducts by internal parties (including Directors) of the Company and within RHB Banking Group; and
- ◆ Lead the INEDs in conducting executive sessions with senior management without the presence of executive directors and non-independent non-executive directors.

Responsibilities of Nominee Directors

A Director that is appointed as a representative³ of a major shareholder shall act in the best interest of the Group and in the event of any conflict between his/her duty to his nominator, he/she shall not subordinate his/her duty to act in the best interest of RHB Banking Group.

Responsibilities of the Chairperson

It is widely recognised that the appointed Chairperson should be a non-executive director and the roles of the Chairperson and the CEO/MD should be split. However, if the roles are combined, a decision to combine these roles should be publicly explained. It is also vital that the chairman must not be an Executive Director, and must not have served as a CEO of any RHB Banking Group's companies in the past five years.

The Chairperson is appointed by the Board with primary regard to his or her skills, expertise and experience relevant to the role. It is recommended that the Chairperson should have a good understanding and experience in the industry, in addition to Malaysia boardroom and corporate governance issues.

The Chairperson reports to the Board and shareholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities. He or she is expected to spend whatever time necessary to fulfil his or her duties.

The Chairperson of the Board does not chair any of the Board Committees to promote robust and open deliberations by the Board.

The Chairperson presides over Board and General Meetings of the Company. He or she is expected to ensure that the Board is well informed and effective as well as that 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, the Chairperson must ensure that General Meetings too are conducted efficiently and that shareholders have adequate opportunity to air their views and obtain answers to their queries.

In addition to the above, the responsibilities of the Chairperson are to:

- ◆ Provide effective leadership in formulating the strategic direction for the Company and the Board and achieving the objectives of the Company;

³ *Nominee director of a major shareholder.*



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- ◆ Work with the Company Secretary to schedule Board and Committee meetings and ensure that directors receive accurate, timely and clear information in particular about the Company's performance, to enable the Board to make sound decisions, monitor effectively and provide sound advice to achieve the Company's objectives;
- ◆ 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 of each Board Committee;
- ◆ 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);
- ◆ Ensure that the Board and individual directors fully exercise their responsibilities and fully comply with applicable policies, laws, regulations, rules, directives and guidelines;
- ◆ 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;
- ◆ 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 Chairperson should encourage regular Board discussions and assessments of the CEO/MD and the senior management team's performance;
- ◆ Promote effective relationships and open communication between the Board and senior management team, in relation to corporate governance matters and corporate performance; and
- ◆ 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 Chairperson is encouraged to use his best endeavours to promote the Company's business in Malaysia and overseas.

Absence of the Chairperson

In the absence of the Chairperson, the Deputy Chairperson (if any), or, in the event that there are more than one Deputy Chairpersons, the senior independent non-executive director, shall preside at the meetings of the directors. If such person is not present within the stipulated duration after the time appointed for a meeting, the directors present shall choose one of their numbers to be the Chairperson of such meeting.



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Responsibilities of Group Managing Director/Chief Executive Officer

The Group MD/CEO assumes the overall responsibilities for the execution of the Group's strategies in line with the Board's direction, oversees the listed entity's operations and drives the Group's businesses and performance towards achieving the Group's vision and goals.

The key roles of the Group MD/CEO include, amongst others:-

- ◆ To put in place initiatives that will shape the corporate direction and values of RHB Banking Group towards the achievement of a "customer centric" corporate culture as defined in RHB Banking Group's Strategy 2012 to 2025, and underpinned by the Group's PRIDE values;
- ◆ To lead, manage and provide strategic direction to the RHB Banking Group towards achieving the Group's aspiration to be the "Leading Financial Services Provider in Asia";
- ◆ To plan, develop and execute the Group's strategic initiatives towards achieving the Group's vision and strategic direction in accordance with the RHB Banking Group's Strategy 2012 to 2025;
- ◆ To oversee the internal control systems and the risk management processes and ensure these systemised processes are appropriate and effective;
- ◆ To ensure value creation to shareholders through profitable growth;
- ◆ To leverage on the strength of the Group and synergies across businesses and ensure collaboration amongst business entities and in doing so to ensure optimisation of resources towards achieving the Group's targeted level of growth;
- ◆ To develop and ensure execution of the Group's communication and brand strategy;
- ◆ To provide strong leadership that is, effectively communicating a vision, management philosophy and business strategy to the employees and building up a strong management team for the Group;
- ◆ To create a high performance organisation that will attract, motivate and retain best talent;
- ◆ To put in place an effective succession plan for key positions within the Group, leadership development programme and talent retention strategy; and
- ◆ To maintain effective relationships between the Management, the Board and other stakeholders.

Board Committees⁴

The Board of RHB Bank Berhad may from time to time establish Board Committees to assist it in carrying out its responsibilities and shall adopt Term of Reference(s) ("TOR") setting out

⁴ The above Board Committees are shared with the relevant entities within the Group.



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matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate. A Board Committee Chairperson would be appointed by each Board Committee members to provide effective leadership for the Board Committee.

The Board has delegated some of its powers and functions to each of the following Board Committees to assist it in carrying out its responsibilities, to share detailed work and consider certain issues and functions with greater focus:

- ◆ Board Audit Committee
- ◆ Board Nominating & Remuneration Committee
- ◆ Board Risk Committee
- ◆ Board Credit Committee

The above Board Committees (save for Board Credit Committee) shall not have executive Director(s) on its membership.

Board Committees Chairperson

The Chairperson of each Board Committee is appointed by its Committee members. He or she will preside at the meetings of the Board Committee and ensure that the Board Committee operates effectively and efficiently as a team. The Chairman of the Board shall not chair any of the Board Committees.

The Board Committee Chairperson is responsible for:

- ◆ Ensuring the Board Committee membership consists of a balance of skills and experience that would enhance the Board Committee's activities and discussions;
- ◆ Ensuring the Board Committee's work is in accordance with best practices so that it is able to discharge its duties effectively and comply with regulatory requirements;
- ◆ Empowering all Board Committee members to challenge issues and manage these debates without creating unnecessary conflicts;
- ◆ Ensuring that the Board Committee is provided with appropriate flow of information to enable them to perform their duties competently; and
- ◆ Ensuring high quality reporting to the Board on the work of the Board Committee including identification of solutions to issues and concerns identified by the Board Committee.

The Chairman of the Board Audit Committee shall also be responsible for the following in respect of the Group's whistleblowing function:

- ◆ oversee and assess the effectiveness of the whistleblowing policy and procedures;



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- ◆ ensure management reports on the whistleblowing incidents on a timely and accurate basis to the Board; and
- ◆ ensure the management develops and maintains a clear structure on reporting, recording and investigating whistleblowing reports.

Board Audit Committee

Board Audit Committee (“BAC”) is responsible to provide independent oversight over the management of the financial reporting and internal control system and ensuring checks and balances for entities within the Group and to review the financial condition and performance of the Group. It assists the Boards of the respective entities in the discharge of their responsibilities by reviewing the effectiveness, adequacy and integrity of the Group’s internal control systems and management information systems, including systems for risk management, governance processes and compliance with applicable laws, regulations, rules, directives and guidelines as well as quality of the audits conducted by the internal and external auditors of the Company.

The BAC also reinforces the independence of the external auditors and thereby rendering assurance that they will have free rein in the audit activities. The BAC also provides emphasis on the internal audit function by increasing the objectivity and independence of the internal auditors and provides a forum for discussion that is among others independent of the management. The Committee also provides oversight over any related party transaction that is transacted within the Group ensuring all transactions are conducted within an arm’s length basis.

The Committee is also responsible to ensure that Senior Management is taking necessary corrective actions in a timely manner to address the external audit findings and recommendations.

Board Nominating & Remuneration Committee

Board Nominating & Remuneration Committee (“BNRC”) supports the Boards in reviewing and assessing the appointment of directors, board committee members, Shariah Committee (“SC”) and key senior management officers (which entails GMD, CEO/MD who report directly to the GMD and any person(s) may be decided by the Committee) for recommendation to the Board.

The BNRC also advises the Board(s) on the optimal size and mix of skills required for its composition. In addition, the BNRC provides oversight and direction on Human Resource matters and operations, and to recommend to the Boards for approval the remuneration and human resource strategies. The BNRC will also be responsible to approve changes to Group Human Resources policies, in line with human resource strategy and direction set by the Board.

As part of the BNRC’s role, the Committee is also responsible to review the remuneration of directors on the Board, particularly on whether remuneration remain appropriate to each director’s contribution taking into account the level of expertise, commitment and responsibilities undertaken.



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Board Risk Committee

Board Risk Committee (“BRC”) is responsible to provide oversight and governance of risks at the Group. It oversees senior management’s activities in managing risk and to ensure that the risk management process of each entity in the Group is in place and functioning as well as promotes the management of the Group’s risk in accordance with a risk-return performance management framework. The BRC also supports and provides the overall leadership to the senior management in driving the Risk Culture and Risk Ownership in the Group.

BRC’s other duties and functions among others include the following:

- ◆ To review and approve proposed changes to Delegated Lending (Financing) Authorities/ Discretionary Powers/Powers of Attorney, limits for business and operations;
- ◆ To review and approve changes to policies and frameworks (excluding Human Resource related policies and framework), risk methodologies/models and other significant risk management matters, in line with the approved risk strategy; and
- ◆ To review and approve new/existing products with material variations in product features.

The BRC and BAC shall meet periodically to ensure effective exchange of information so as to enable effective coverage of all risks, including emerging risk issues that could have an impact on the RHB’s risk appetite and business plans⁵.

In assisting the implementation of a sound remuneration system, the committee also examines whether incentives provided by the existing remuneration system by taking into consideration risks, capital, liquidity, the likelihood and timing of earnings, without prejudice to the tasks of the Board Nominating & Remuneration Committee.

Board Credit Committee

Board Credit Committee (“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”). It oversees the management of impaired loans/assets as well as monitors the recovery of impaired loans/assets to enhance the Committee’s oversight of the loan/asset recovery functions as well as oversees the performance of rescheduled and restructured accounts to minimize credit loss and maximise the recovery of such accounts.

The BCC is also responsible to endorse and recommend write-offs to the respective Boards for approval as well as to endorse all policy loans/financing and loans/financing required by Bank Negara Malaysia (or required by local regulatory authorities of the host country as in the case of overseas operations) to be referred to the respective Boards for approval.

⁵ Principle 2, Paragraph 20 BNM policy on Risk Governance for FI’s



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General Meeting

Directors shall attend, participate and engage with shareholders during the Bank's Annual General Meeting and Extraordinary General Meetings. The following are the responsibilities of the Directors of RHB Bank Berhad during General Meetings:

- ◆ respond to questions raised by shareholders;
- ◆ provide update on the company's performance;
- ◆ explain the voting process during the meeting (supported by the Company Secretary); and
- ◆ introduce Board members to shareholders (supported by the Chairman of the meeting).

Financial Reporting

The Company aims to present a clear and balanced assessment of the Company's financial position and future prospects that extends to the interim and price-sensitive information and other relevant reports submitted to regulators.

The directors ensure that the financial statements are prepared so as to give a true and fair view of the current financial status of the Company in accordance with the approved accounting standards.

The Board has established formal and transparent arrangements to consider the manner financial reporting and internal control principles will be applied and to maintain an appropriate relationship with the Company Auditors through its Board Audit Committee.

The Company has a well-resourced internal audit function, which critically reviews all aspects of the Company's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The Head of Group Internal Audit has direct access to the Board through the Chairman of the Board Audit Committee.

Investor Relations and Shareholder Communication

The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company to foster a relationship built on trust and understanding and as such adopts an open and transparent policy in respect of its relationship with its shareholders and investors.

The Board of RHB has ensured communications mediums such as the Group's corporate website is well equipped to provide shareholders with timely and accurate information regarding the Group. The Group's website provides the following primary information to shareholders:

- ◆ Financial & Corporate Reporting;
- ◆ Group's Investor relations;
- ◆ Group's Corporate Governance and sustainability practices;
- ◆ Media announcements; and



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- ◆ Information on the Group's structure and Business presence.

Relationship with External Auditors

The Company's external auditor plays an essential role in providing credibility to the financial statements by performing the requisite audit procedures so as to have a reasonable basis for the opinion that they render on the financial statements. The Board, through the Board Audit Committee maintains an active and open communication with the external auditors ensuring all identified audit matters are addressed by the Group. An officer or Partner of the external audit firm can only be considered for appointment to the Board/BAC at least two years after:-

- he or she ceases to be an officer or partner of that firm; or
- the firm last served as an auditor of the financial institution.

Appointment of a former key audit partner as a member of the Board/BAC without observing two (2) years cooling-off period is a breach and non-compliance of Standard 10.5 of Bank Negara Malaysia's Policy on Corporate Governance. In this case, a key audit partner is defined as the engagement partner, the individual responsible for the engagement of quality control review, and other audit partners, if any, on the engagement team who make key decisions or judgements on significant matters with respect to the audit of the Company's financial statements, on which the auditor will express an opinion.

Relationship with Other Stakeholders

In the course of pursuing the vision and mission of the Company, the Board recognises that no Company can exist by maximising shareholders value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration.

Company Secretary

The Board has the authority to appoint and remove the Company Secretary.

The Company Secretary is accountable to the Board through the Chairperson of the Board and Committees on all governance matters. The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company.

The following are some of the key responsibilities of the Company Secretaries:

- ◆ administration of all Board and Board Committee meetings including the scheduling, taking of minutes, preparation of Board meeting materials and information supplied to the Board;
- ◆ ensure information supplied to the Board such as meeting minutes are accurate, timely (within 5 working days of the Board and Board Committee meetings) and adequate for the Board to carry out its function;
- ◆ ensure proper record keeping and confidentiality of all deliberations and decisions of the Board and Board committees;



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- ◆ accord the Board with regular updates and advice on changes to statutory and regulatory requirements including governance matters;
- ◆ facilitate a two-way communication between Senior Management and the Board to ensure Board's decisions are communicated in a timely basis;
- ◆ facilitate the conduct of continuous Professional Development trainings for Directors including induction programmes for newly appointed Directors;
- ◆ manage the Annual General Meeting process by supporting the Chairman;
- ◆ serve as a focal point for stakeholders' communication and engagement on corporate governance issues;
- ◆ support the Board Nominating & Remuneration Committee ("BNRC") by facilitating the conduct of Board Effectiveness Evaluation; and
- ◆ undertake own continuous professional development.

The company secretary shall keep confidential the affairs of RHB and its officers at all times. Accordingly, where the company secretary also serves as company secretary for a financial institution's affiliates, he/she shall not disclose the affairs of the Company or its officers to the affiliates except with the knowledge and consent of the Company.

Board Governance Manual

In addition to the Board Charter, the Board has in place a Group Governance Manual that provides guidance to the Board with regards to its governance processes. The Group Governance Manual was assiduously prepared to ensure the Board upholds the highest standard of governance in executing its duties and responsibilities.

Directors' Indemnity

The Company maintains the Directors' and Officers' (D&O) Liability Insurance annually to indemnify them from any liability incurred while discharging their duties as the Company's D&O. The Company and individual directors contribute jointly to the premium payment of the D&O Liability Insurance policy. This insurance, however, is subject to the prohibitions, conditions and limitations set out in accordance with Section 288 and Section 289 of the Companies Act 2016. For example — the insurance policy does not indemnify a Director or principal officer if he or she is proven to have acted negligently, fraudulently or dishonestly, or in breach of his or her duty of trust.

Changes to this Charter

The principles set out in this Charter are:

- kept under review and updated as practices on Corporate Governance develop and further guidelines on Corporate Governance are issued by the relevant regulatory authorities;
- applied in practice having regard to their spirit and general principles rather than to the letter alone; and



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- summarised in the Annual Report as part of a narrative statement by the directors on Corporate Governance.

The Board endeavours to comply at all times with the principles and practices set out in this Charter.

No changes to this Charter shall be made without the majority approval of the Board. This Charter and the Charter for each Committee established by the Board shall be periodically reviewed by the Board every three (3) years interval, or sooner, if the Board deems appropriate.