

CORPORATE GOVERNANCE REPORT

STOCK CODE : 1066
COMPANY NAME : RHB Bank Berhad
FINANCIAL YEAR : December 31, 2022

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 PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	: Applied
Explanation on application of the practice	<p>The Board is collectively responsible to provide leadership on both governance and strategy to create sustainable value for all stakeholders associated with RHB Banking Group. The Board ensures the best practices along with strong governance processes are continuously practiced throughout the Group's business operations as these are integral to the Group's business strategy, long-term sustainability and alignment of decision-making processes.</p> <p>RHB Banking Group's P.R.I.D.E. Core Shared Values:</p> <ul style="list-style-type: none"> • Professional We are committed to maintaining a high level of proficiency, competency and reliability in all that we do. • Respect We are courteous, humble and we show empathy to everyone through our actions and interactions. • Integrity We are honest, ethical and uphold a high standard of governance. • Dynamic We are proactive, responsive and forward thinking. • Excellence We will continuously achieve high standards of performance and service deliverables. <p>RHB's Culture Components:</p> <ul style="list-style-type: none"> • One RHB Demonstrate willingness to put the organisation's needs over personal achievement by fostering teamwork, empowerment and knowledge sharing. • Results Oriented Demonstrate commitment and drive in delivering quality work output, and treat all matters with urgency. • Customer First

Demonstrate unwavering passion to engage and interact with customers to meet their needs, and create great experiences.

RHB's Strategic Statement – TWP24 (3-year Corporate Strategy from 2022-2024):

- Be Everyone's Primary Bank
 - Build deeper relationships with our target customers (e.g. Affluent, Mass Affluent, SME, LC, MC)
 - Embed our presence across all financial needs (e.g. savings, lending, investments, protection)
 - Meet our customers' needs through personalised value proposition
- Prioritise Customer Experience
 - Deliver market leading and differentiated customer experience and service levels
 - Bring together the best digital experiences to help customers manage their financial needs
 - Continue to invest in modern systems, technologies and analytics capabilities (e.g. AI/ML)
- Drive Quality Growth
 - Concentrate on domestic and international growth where we are equipped with the 'right-to-win'
 - Focus on growing our business profitably
 - Priorities ESG and sustainable growth in the near and long-term

TWP24 Focus Areas:

- Be the Primary Financial Services Provider
- Integrate into Key Islamic Ecosystems
- Build an Integrated Overseas Business
- Catalyse Sustainability
- Employ Cutting Edge Technology
- Develop a Future Ready Workforce
- Accelerate Intelligent Banking Services

RHB's AML/CFT Vision and Mission statement:

- **AML/CFT Vision**
Safeguard and protect RHB's financial network from financial crime risks to ensure high level of trust in our services to customers and communities.
- **AML/CTF Mission statement**
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.

RHB's Organisational Anti-Corruption Plan ("**OACP**") **Vision** and **Mission statement**:

- **OACP Vision**
To be a sustainably responsible financial services provider and create long-term value while upholding good enterprise governance practices
- **OACP Mission Statement**
Towards a Corrupt Free Financial Institution

Board Responsibility

Each Board member has an obligation to act in the best interest of RHB and its 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 the following:

- Strategy setting
- Management of the company
- Succession planning
- Risk management & Recovery Planning
- Integrity of internal control
- Communication plan
- E.S.G / E.S.S integration

The primary focus of the Board during Financial Year 2022 ("FY2022") can be clustered under the following categories:

Performance and Strategy

- Reviewed and approved the Group's strategic business plan for the year
- Reviewed and revised the Group's strategic plan – TWP-24
- Received updates from various business units locally and abroad on market conditions and business performance
- Focused on business opportunities and areas requiring review
- Discussed on the challenges and opportunities faced by the Group during the Board off-site session
- Received updates on the progress of Agile@Scale of working
- Continued to review and assess the impact of COVID-19 on the Group's business operations and financial performance
- Received progress updates on the Group's digital banking initiatives and IT transformation

Governance, Sustainability, Risk & Compliance

- Approved the establishment of the Board Sustainability Committee
- Reviewed the Group's risk, compliance and audit reports
- Received various briefing/trainings to equip themselves with latest industry and regulatory developments
- Reviewed the Group's annual Corporate Governance statutory disclosures
- Discussed on the findings and improvement considerations deriving from the annual BEE assessment conducted by an independent external party (periodically required for an independent assessment by a third party)
- Received updates on ESG/Sustainability and Climate Risk Management
- Received regular updates from relevant Board Committees
- Reviewed half-yearly reports to Malaysian Anti-Corruption Commission ("MACC")
- Received updates on matters relating to integrity, governance, whistleblowing and anti-corruption
- Reviewed and received progress updates on RHB Banking Group's Sustainability Strategy and Roadmap (2022 - 2026)
- Received updates on RHB's AML/CFT Capabilities Enhancement (RACE) programme

Financial

- Approved the operational budget for FY2023
- Approved contents of the Integrated Report for FY2021
- Endorsed dividend payment for FY2021/2022
- Reviewed the impact of Moratorium to the Group's financial strategies
- Deliberated various matters related to Moratorium for its stakeholders
- Received updates related to economics and global financial markets
- Received update on Tax related matters
- Reviewed and endorsed the revised Board Remuneration Package
- Assessed Recovery Planning Programme

People & Culture

- Discussed on talent management and succession planning
- Approved appointment of senior management personnel
- Received update on employees' satisfaction surveys
- Received reports on COVID-19 impact on employees' well-being and performance
- Received briefing and update on review of employees' remuneration
- Approved one-month early bonus payout for eligible staff to help alleviate hardship and provide some relief for their children in preparation for new school term.

Board Composition

The Board is committed to improving diversity in its widest sense, including gender, ethnicity, thought, tenure, age, experience, skills, geographical expertise, educational and professional background. During the year, there are **10** directors serving on the Board of RHB Bank Berhad. In line with Bursa Malaysia Securities Berhad's Listing Requirements, which calls for 1/3 of the Board to be Independent Directors and Practice 5.2 of the Malaysian Code on Corporate Governance ("MCCG") for Large Companies board to comprises a majority independent directors, the Board has **6** Independent Non-Executive Directors ("INED"), **3** Non-Independent Non-Executive Directors ("NINED") and **one** Executive Director who is the Group Managing Director/CEO.

As at **15 March 2023**, the Board comprised of **10 Directors** as shown below:

No	Director	Board Attendance Record
1	Tan Sri Ahmad Badri Mohd Zahir Non-Independent Non-Executive Director (Chairman)	15/16
2	Tan Sri Ong Leong Huat @ Wong Joo Hwa Non-Independent Non-Executive Director	15/16
3	Dato' Mohamad Nasir Ab Latif Non-Independent Non-Executive Director	16/16
4	Tan Sri Dr Rebecca Fatima Sta Maria Senior Independent Non-Executive Director	15/16
5	Ong Ai Lin Independent Non-Executive Director	15/16
6	Lim Cheng Teck Independent Non-Executive Director	16/16
7	Sharifatu Laila Syed Ali Independent Non-Executive Director	16/16
8	Donald Joshua Jaganathan Independent Non-Executive Director	16/16
9	Datuk Iain John Lo Independent Non-Executive Director	14/16
10	Mohd Rashid Mohamad Group Managing Director/CEO	10/10

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 136-140 of the RHB Bank Berhad's Integrated Report 2022.

For gender diversity, the details can be found under Practice 5.9 of this Corporate Governance Report 2022.

Supporting Board Committees

The Board of RHB has also instituted several Board Committees to support and supplement the Board in its roles and responsibilities. This delegation of authority is clearly defined within the Terms of References of the respective Board Committees. The demarcation of responsibilities between the Board Committees and Management are outlined in the Board Charter of RHB Bank Berhad. To date, the Board has established the following key Board Committees:

- Board Audit Committee (“BAC”)
- Board Nominating & Remuneration Committee (“BNRC”)
- Board Risk Committee (“BRC”)
- Board Credit Committee (“BCC”)
- Board Sustainability Committee (“BSC”)

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:

- ***Being your trusted partner***
We build trust through our relationships and our desire to meet your personal and financial advisory needs.
- ***Nurturing future generations***
Cherishing the potential of today’s youth and empowering them for a sustainable and better tomorrow.
- ***Providing solutions that help achieve your goals***
Our products and services are designed to support you and your business requirements, so you can focus on what truly matters.
- ***Delivering simple, fast and seamless experiences***
Creating a seamless customer journey that crosses physical and digital boundaries.

Strengthening Sustainability efforts

Following the Group Sustainability Committee’s establishment in 2021 at the management level, the Board further reinforced its commitment by establishing its own Board Sustainability Committee (“BSC”) to supplement the Group’s efforts on the sustainability front. The BSC along with the respective supporting sub-committees will be responsible in spurring our efforts to elevate the Group’s participation in green financing and sustainable business practices. Details on the Group’s sustainability efforts are disclosed within the Group’s **Sustainability Report** as well as under Practice 4.1 to Practice 4.5 (Step-up) in this report.

Conformance to good governance

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 of Directors 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:

1. ASEAN CG Awards 2021 (assessed in 2022)
 - ASEAN Asset Class PLC Award
2. MSWG MALAYSIA-ASEAN CG Awards
 - Industry Excellence Award - Financial Services
3. FTSE4Good : 52 Percentile (as at Sep 2022)
4. MSCI : AA (Leader) (as at Aug 2022)
5. Cambridge IFA's 7th Global Good Governance (3G) Awards 2022
 - 3G Excellence in Corporate Governance Award 2022
 - 3G Sustainable Banking Award 2022
6. Pinnacle Group's Global CSR & ESG Awards 2022
 - Bronze for CSR & ESG Leadership Award.

Management Committees

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

- Group Management Committee
- Group Tender Committee
- Group Assets & Liabilities Committee
- Group Disciplinary Committee
- Group Business Continuity Committee
- Group Credit Committee
- Group Capital and Risk Committee
- Group Human Capital Committee
- Group Wholesale Business Council
- Group Management Recovery Committee
- Group International Business Council
- Group Digital and Technology Committee
- Group Technology Leadership Committee
- Group Sustainability Committee
- Information & Complaint Assessment Committee
- Pandemic Working Group

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

Intended Outcome

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

Practice 1.2

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

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

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

Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>Mohd Rashid Mohamad 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 & 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>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>Mohd Rashid holds a Master of Business Administration with Distinction from the University of Wales, Cardiff, United Kingdom and a Bachelor of Accounting (Hons) from University Technology Mara ("UiTM"), Shah Alam, Selangor.</p> <p>He also holds multiple memberships including Malaysian Institute of Accountants ("MIA"), Industry Advisory Council, PayNet and Financial Market Committee ("FMC") of BNM.</p> <p>Currently Mohd Rashid Mohamad is the CEO of RHB Bank Berhad while Tan Sri Ahmad Badri Mohd Zahir is the Chairman of the same company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 1.4

The 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>	
Application :	Applied
Explanation on application of the practice :	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. The requirement for the Chairman not to be involved in Board Committees' meetings has been codified in RHB Bank Berhad's Board Charter.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of RHB Bank Berhad is supported by an in-house experienced secretarial team led by Mr 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 & 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 & 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 & Solicitor of the High Court of Malaya with a LLB (Honors) from International Islamic University Malaysia (IIUM), a Licensed Company Secretary (LS 0006901), an affiliate of Malaysian Institute of Chartered Secretaries & Administrators ("MAICSA") and is a Certified Integrity Officer ("CeIO") accredited by the Malaysia Anti-Corruption Academy.</p> <p>The following are some of his key responsibilities as the Company Secretary:</p> <ul style="list-style-type: none">• administer all Board and Board Committee's meetings including the scheduling, taking of minutes, preparation of Board meeting materials and information supplied to the Board;• ensure information supplied to the Board such as meeting minutes are accurate, timely and adequate for the Board to carry out its function;• ensure proper record keeping of all deliberations and decisions of the Board and Board Committees;• accord the Board with regular updates and advice on changes to statutory and regulatory requirements including those related to governance matters;

- facilitate a two-way communication between Senior Management and the Board to ensure Board's decisions are communicated in a timely basis;
- facilitate continuous professional development trainings for Directors including induction programmes for newly appointed Directors (refer to Section B of this CG Report for a list of directors training programmes);
- support the Chairman in managing the Annual/Extraordinary General Meeting process;
- serve as a focal point for stakeholders' communication and engagement on corporate governance issues;
- support the Board Nominating & Remuneration Committee ("BNRC") by facilitating the Board Effectiveness Evaluation's yearly exercise (refer to Practice 6.1); and
- undertake own continuous professional development.

As the Chief Integrity & Governance Officer, Azman's responsibilities, amongst others, are to:

- manage the risks of corruption, abuse of power and malpractice in the organisation;
- implement the core functions of the Group Integrity & Governance division to combat bribery and corruption;
- coordinate, supervise, monitor and assess the organisation's integrity strengthening programmes;
- advise the Head of Organisation in matters involving integrity, corruption and abuse of power;
- enhance awareness on corruption, abuse of power and corporate malpractices as well as violation of integrity; and
- ensure the best governance is upheld towards strengthening the integrity of officers and staff in the organisation as well as in dealing with integrity issues, in particular those of corruption, abuse of power and malpractice.

The appointment and removal of the Company Secretary is subject to the approval of the Board. The company secretarial function for RHB Banking Group was assessed for year 2021/2022 as part of the Board Effectiveness Evaluation exercise and scored* a respectable **4.1 out of 5**, with the Board being **very satisfied** with the performance of the secretarial function.

Note*:

Rating	System Rating Description
1	Below Expectations
2	Needs Improvement
3	Satisfactory
4	Very Good
5	Exceptional

	<p>Below are key highlights from the Board Effectiveness Evaluation on the performance of the secretarial function:</p> <p>Areas for improvement</p> <ul style="list-style-type: none"> • More engagement with Chair of relevant Board and Board Committees to tackle the high frequency of special board and committee meetings. • Additional staff need to be recruited as current team of secretaries have had to manage multiple meetings concurrently due to shortage of staff. <p>Areas of strength</p> <ul style="list-style-type: none"> • Company Secretary's level of professionalism and competence are commendable. • Overall team professionalism is appreciated by the Board. • Excellent support provided to the Board and Board Committees. • Although high turnover, the team has continued to persevere and excel in supporting the Board and Board Committees. 	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The secretarial department is a central source of information and advice for the Board and its Committees on issues relating to compliance with laws, rules, regulations and procedures affecting the Company. The operation of the department is guided by 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">• Objective of the paper• Required action by the Board (To note, adopt, approve)• Background of the paper submitted• Recommendation for the Board's consideration• Details of the parties submitting and presenting the papers <p>The key responsibilities of the Company Secretary have been explained per disclosure under Practice 1.5 of this report.</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 demarcation of responsibilities between the board, board committees and management.

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

Practice 2.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of RHB Bank Berhad has in place a Board Charter that clearly outlines the role and responsibilities for each Board member, including the matters reserved for the Board.</p> <p>The Charter clearly defines the roles and responsibilities of Boards, Board Committees, Chairperson, Senior Independent Non-Executive Director and the Group Managing Director/Managing Director (“MD”)/Chief Executive Officer in the areas of strategy setting, management of company, succession planning, risk management, integrity of internal control and communication plan.</p> <p>The Charter also sets out the key corporate governance principles adopted by the Board of Directors of RHB Bank Berhad 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 best interest of its shareholders, employees, clients, the community and other stakeholders.</p> <p>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, Board Credit Committee and Board Sustainability Committee as the case may be.</p> <p>Matters Reserved & Delegated by the Board</p> <p>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:</p>

	<ul style="list-style-type: none"> • Business & Operating Strategies • New or changes to existing Business Plans • New investments/divestments • Mergers & acquisitions • Expansion/entry into new markets/geographies/regions • Corporate restructuring/reorganisation • Set-up of new subsidiaries • Joint ventures • Partnerships or strategic alliances • Acquisitions/disposal of significant assets • Progress of Business Strategy • Senior Officers' Appointment <p>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 back to the Board on the decisions made.</p> <p>The Board and each Director's performance will be assessed annually based on the expectations set out in the Board Charter. With the various positions held by each director on the Board, they are expected to meet the expectations set for each role 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.</p> <p>The provisions contained in this Charter neither replace nor supersede the laws of Malaysia or the applicable 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 3 years or as and when required. A revision was conducted during the year to reflect latest developments.</p> <p>The RHB Bank Berhad's Board Charter can be viewed and downloaded from its corporate website at https://www.rhbgroup.com/others/about-us/corporate-governance</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	

Timeframe	:		
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Intended Outcome

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

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

Practice 3.1

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

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has in place a Code of Ethics and Business Conduct for Directors to promote and inculcate ethical behaviour whilst also fostering a culture imbued with good business ethics and compliance. The Code was crafted to explicate the general standards of conduct for the Board and enhance the standard of corporate governance to achieve the following objectives:</p> <ul style="list-style-type: none">• To exercise their role and responsibilities as prescribed under Section 213 and Section 214 of the Companies Act 2016 at all times;• To establish the appropriate ethical standards for Directors based on acceptable beliefs and values;• To uphold the spirit of corporate responsibility and accountability in line with the governing laws, regulations and guidelines; and• To document and emphasise the integral obligation of each Director in performing his/her duty, to act in a manner that is lawful, honest, ethical and free from any Conflict of Interest or perceived Conflict of Interest. <p>The document also includes principles relating to general standard of conduct, insider trading, maintaining confidentiality, use of corporate assets etc. 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>

As a financial institution which involves in multiple banking and capital market disciplines, specific codes of conducts are also established by the Company to complement the main codes of ethics for directors and employees, namely Code of Conduct for Licensed Representatives and Share Trading Officers, Code of Ethics & Guidelines for Business Conduct for Unit Trust Consultant(s) and Principles to Adopt for Users of Social Media Platforms. The Group has put the following Key Internal Control Policies and Procedures in place to supplement the above mentioned codes of ethics:

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

Within these framework, all the directors, employees and its business partners/representatives are expected to exercise good judgment and be accountable for their actions. Compliance with the 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.

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

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

Policy on Related Party Transactions

The Group has put in place a Policy on Related Party Transaction since 2004 (last revised and updated on 23 December 2021), which guides the review process and reporting of all related party transactions. Under this policy, all related party transactions are reviewed by Group Legal prior to independent review performed by Group Internal Audit before any submission is made to the Board Audit Committee for deliberation. The purpose of this policy

is to ensure all related party transactions are conducted on an arm's length basis. Details of these transactions are set out under Note 53 to the Financial Statements on pages 118 to 123 in the Financial Report 2022.

Group Integrity & Governance

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:

- Complaints Management/Whistleblowing;
- Detection and Verification;
- Integrity Strengthening; and
- Governance.

The formation of this division in early 2020 is pursuant to top level commitment in-line with the requirement of Strategic Plan of Integrity & 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 the four core functions mentioned above, the Group Integrity & Governance will ensure adequacy of the Group's internal controls and procedures in line with the requirement of the Guidelines on Adequate Procedures issued by the Prime Minister's Department in December 2018 to combat the act of bribery and corruption by any persons associated with a commercial organisation.

Key activities undertaken by the division during year 2022:

In year 2022, Group Integrity & Governance ("GIG")'s main focus was the formulation of the Organisational Anti-Corruption Plan ("OACP") 2022-2026. The OACP journey began in August 2021 and final document was approved by RHB Bank Board of Directors in mid-year 2022. RHB Banking Group's OACP was launched during RHB's Corruption Free Pledge Ceremony on 14 November 2022 as part of RHB's inaugural Integrity Week 2022. The OACP serves as a guide to demonstrate RHB's on-going commitment to fight corruption and improper conduct in the Group.

During Integrity Week 2022, GIG organised two knowledge session sessions and various staff activities such as short video and poster contests, crossword puzzles, word hunts, integrity survey and others. There were also exhibition booths opened throughout the week which included external parties such as Malaysian Anti-Corruption Commission ("MACC"), National Centre for Governance, Integrity & Anti-Corruption ("GIACC"), Malaysian Institute of Integrity ("IIM"), Malaysian Institute of Corporate Governance ("MICG"), Sinar Rasuah Busters and Anti-Bribery & Anti-Corruption Centre of Excellence which also provided awareness and advice to staff as subject matter experts on integrity, governance and anti-corruption matters.

	<p>In addition to the above, GIG also undertook the following:</p> <ul style="list-style-type: none"> • Training and awareness sessions for employees within the Group, which included 10 sessions for Malaysia based employees, registering 535 participants and 14 sessions for the Group's regional/overseas business operations, registering 1,164 participants. • External training and awareness sessions for registered vendors under Group Procurement which included 6 sessions for 318 participants. • Integrity Survey where 72% of staff who participated in the survey said that they are confident to whistleblow in RHB and feel safe from retaliatory action or harassment from the accused or their supervisor. • Engagement with regional branches/subsidiaries on adoption of the updated Group Anti-Bribery & Corruption Policy, Group Whistleblowing Policy and Group Gifts & Hospitality Guideline. 	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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

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

Practice 3.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Whistleblowing continues to be an important tool for RHB Banking Group to provide an avenue for internal and external parties to report on any knowledge of improper conduct without fear of reprisal or retaliation. The Group has in place a Group Whistleblowing Policy since 2007 (last updated on 2021) to provide 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 within the Group.</p> <p>The policy provides any internal or external party with various channels and avenues to report suspected fraud, corruption, dishonest practices or other similar circumstances. This policy advocates both internal and external parties to 'Speak up' or report such matters in good faith, with the confidentiality of the person making such reports being protected from any reprisal in the best possible manner.</p> <p>RHB Banking Group's primary whistleblowing avenues for both internal and external parties are through the designated email, namely speakup@rhbgroup.com. The whistleblowing channel is monitored by the Group Integrity & Governance division, which is overseen by the Chief Integrity & Governance Officer who will report on all whistleblowing matters to the Board Audit Committee.</p> <p>Whistleblowing cases received are treated with the strictest confidentiality. All cases received via the whistleblowing channels are independently reviewed by the Information & 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.</p> <p>For the current year under review, 16 complaints (including 13 whistleblowing reports) pursuant to the Group Whistleblowing Policy were received, investigated and pursued. All reports or complaints are filed with the designated recipients as specified in the Group Whistleblowing Policy.</p>

This is mainly attributed to the continued efforts of Group Integrity & 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.

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.

The key objectives of the Group Whistleblowing Policy are to:

- guide all personnel within the Group when facing concerns over unlawful conducts, unethical occurrences or questionable practices which may adversely affect, to a material extent, the financial position or reputation of the Group, that has been or in the process of being committed. It also states the process for the personnel to relay any information in relation to the above that is being concealed deliberately by their colleagues, their subordinates, their supervisor, Senior Management or Non-Executive Directors within the Group.
- encourage internal or external parties to raise their concerns regarding such malpractice or corporate misdeeds, which they feel the Group should know, without fear of retaliation or discrimination.
- enable the management to be informed of any unlawful conducts, unethical occurrences, corruption or questionable practices at an early stage.
- help nurture the culture of accountability, integrity and transparency among employees within the Group.

In addition to the Group Whistleblowing Policy, the Group has also established the Group Anti-Bribery & Corruption Policy, Group Corporate Sponsorship & Donation Policy and the Group Gifts & 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 overall anti-bribery and corruption initiative currently pursued by the Group.

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 the designated recipients with the support from management. 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").

	<p>The Chairman of Board Audit Committee is responsible for the following matters with regard to the Group Whistleblowing Policy:</p> <ul style="list-style-type: none"> • oversee and assess the effectiveness of the whistleblowing policy and procedures; • ensure management reports on the whistleblowing incidents on a timely and accurate basis to the Board; and • ensure the management develops and maintains a clear structure on reporting, recording and investigating whistleblowing reports. <p>In conjunction with Integrity Week 2022, an Integrity Survey was conducted and 72% of staff who participated in the survey said that they are confident to whistleblow in RHB and feel safe from retaliatory action or harassment from the accused or their supervisor.</p> <p>The Company does not condone any wrongdoings or fraudulent acts engaged by any of its Directors, employees or by those representing or acting on-behalf of the Group. The Group Whistleblowing Policy is made available on the Group's internal portal for the Group's staff's reference and also on its corporate website for external parties' reference.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

The 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.

Application	:	Applied										
Explanation on application of the practice	:	<p>The Board of Directors of RHB Bank Berhad shoulders the responsibility for oversight on the Group's sustainability journey and its execution, ensuring accountability and transparency of its ethical and social responsibility footprints. The Board discusses and receives regular updates on material issues, developments and progress reports on sustainability.</p> <p>During the year, the Board strengthened its sustainability practices and its approach to sustainability matters by establishing its own Board Sustainability Committee ("BSC"). The BSC strengthens the Board's accountability in setting strategic direction of the Group's sustainability objectives, aspirations and key focus areas. The establishment of the BSC is in addition to the Group Sustainability Committee ("GSC") established in 2021 at the management level.</p> <p>The BSC role is to assist the Board in providing oversight and in ensuring the integration of Sustainability, including climate related considerations into the Group's long term corporate strategy and decision making process. The BSC along with the respective supporting sub-committees will be collectively responsible in spurring our efforts to elevate the Group's participation in green financing and sustainable business practices.</p> <p>The membership and attendance of the BSC are as follows:</p> <table border="1"><thead><tr><th>BSC Composition</th><th>Attendance</th></tr></thead><tbody><tr><td>Datuk Iain John Lo (Chairman)</td><td>2/2</td></tr><tr><td>Tan Sri Dr Rebecca Fatima Sta Maria</td><td>2/2</td></tr><tr><td>Dato' Mohamad Nasir Ab Latif</td><td>2/2</td></tr><tr><td>Donald Joshua Jaganathan</td><td>2/2</td></tr></tbody></table>	BSC Composition	Attendance	Datuk Iain John Lo (Chairman)	2/2	Tan Sri Dr Rebecca Fatima Sta Maria	2/2	Dato' Mohamad Nasir Ab Latif	2/2	Donald Joshua Jaganathan	2/2
BSC Composition	Attendance											
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Dato' Mohamad Nasir Ab Latif	2/2											
Donald Joshua Jaganathan	2/2											

The Group has also established a RACI (Responsible, Accountable, Consulted, Informed) Matrix for the BSC and other relevant supporting committees such as the Board Risk Committee (“BRC”), Board Nominating & Remuneration Committee (“BNRC”) and Board Audit Committee (“BAC”) to have primary oversight and decision making authority on the relevant areas of ESG and climate-related matters.

The BRC has oversight 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 Board continued to monitor the progress of the 5-Year (2022-2026) Sustainability Strategy and Roadmap established in 2021 which forms part of RHB’s new long term corporate strategy, supported by the BSC and the GSC, to drive the Group’s sustainability and climate agenda, in line with the Group’s strategic direction and commitments, sustainability vision, as well as prioritised United Nations’ Sustainable Development Goals (“SDGs”) and sustainability pillars, as guided by the Group Sustainability Framework.

The GSC’s efforts are supported by two (2) Sustainability Councils comprising key senior leaders and sustainability champions to ensure successful implementation of Group’s sustainability and climate-related matters. These include:

Sustainable Business Council	Objective: Drive the Group’s Sustainability / Environmental, Social and Governance (“ESG”) which includes Value-based Intermediation (“VBI”) and climate-related business opportunities, managing the associated risks and to implement the relevant initiatives in line with the Group’s Sustainability and climate strategy and roadmap, aspirations and KPIs for all business activities across the Group covering Lending and Financing, Capital Market and Advisory, GTGM Investments and Product Sales, Asset Management / Wealth Management, Insurance and Deposits.
Responsible and Sustainable Practices Council	Objective: Embed and promote Sustainability across the Group’s operational value chain, practices and decision making processes whilst promoting a workplace culture that is fair, inclusive and sustainable in line with the Group’s Sustainability and climate strategies.

In driving the Group’s key focus areas, network of Sustainability Sponsors and Champions comprising members of the senior leadership has also been identified to lead and embed sustainability practices in their respective business and functional areas. The Sustainability Management team, Strategic Business

Groups and Strategic Functional Groups are in charge of implementing the day-to-day sustainability-related tasks and initiatives. The roles and responsibilities of the Sustainability Management team are shown below:

- Act as the Sustainability / ESG advisory and centre of excellence for the development and execution of the Group's Sustainability Strategy and Roadmap.
- Provide support, guidance and input to all SBGs, SFGs and the Sustainability Committees on implementation and delivery of the Group's Sustainability aspirations and objectives.
- Identify frameworks, policies and other tools for adoption towards achieving Aspirations and KPIs under the Group's Sustainability Strategy and Roadmap.
- Jointly develop, plan and facilitate sustainability initiatives with SBGs/SFGs based on the Group Sustainability Aspirations and KPIs.
- Identify and define the reporting metric and data categories for the initiatives for purposes of disclosure and reporting.
- Monitor and report progress of KPIs and initiatives based on agreed reporting metric.
- Collaboratively review materiality matters and sustainability initiatives annually with respective SBGs/SFGs.
- Coordinate collection of data for sustainability report.
- Coordinate the preparation of the periodical and annual sustainability disclosure / updates in collaboration with SBGs/SGFs, particular the annual sustainability report and website dashboard as well as meeting ESG Rating index(s) indicators.
- To obtain assurance of the targeted sustainability KPIs to meet the requirement of Bursa and other adopted reporting and disclosure framework and standards in the annual sustainability report.
- Act as the Secretariat to the Board Sustainability Committee and Group Sustainability Committee.
- Coordinate finalization of sustainability report with relevant Head of SBGs/SFGs, Group Sustainability Committee and GMD.
- Jointly develop Sustainability Culture roadmap with SGBs/SGFs to drive behavior change and transformation.
- Manage and lead external stakeholder engagements to ensure visibility and awareness of the Group's sustainability strategies, initiatives and achievements.

For detailed information on RHB Bank Berhad's sustainability journey, please refer to RHB Bank Berhad's Integrated Report 2022 and **Sustainability Report 2022**. 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.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The 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.

Application	: Applied
Explanation on application of the practice	<p>The Board acknowledges the value in having good sustainability communications which allows for the Group's strategies and initiatives to be communicated to all stakeholders in a timely and effective manner to ensure they are kept informed of the sustainability initiatives and development undertaken by the Group.</p> <p>The primary tool used by the Board is the annual statutory disclosure documents, such as the Sustainability Report ("SR"), the Integrated Report and Corporate Governance Report. Information on RHB's sustainability strategies are laid out through these reports to ensure stakeholders can capture a holistic view of the initiatives.</p> <p>RHB Banking Group's corporate website has a dedicated section on Sustainability, covering details of RHB's Sustainability Pillars, approach to sustainability, community engagements and repository of sustainability reports. (https://www.rhbgroup.com/others/sustainability/index.html)</p> <p>There are mainly three Sustainability Pillars for the Group:</p> <ul style="list-style-type: none"> • Pillar 1: Sustainable & Responsible Banking, speaks of our role as a financial institution by integrating ESG considerations into our business strategies, as well as lending, advisory and investment decision-making activities; • Pillar 2: Embedding Good Practices, aims to foster sustainable practices and responsible behavior amongst our employees across the Group by injecting responsible values into our strategy and goals, policies, existing tools and processes, as well as product design and operations; and • Pillar 3: Enriching & Empowering Communities, describes our aim to create a long-term positive impact to the communities within which we operate through our community engagement initiatives spearheaded by RHB Foundation. <p>Approach to Sustainability - ESG Risk Management We promote sustainable financing by ensuring that our risk management processes integrate ESG considerations. The Group Risk Management Framework sets out the strategic direction for the management of risks within the Group. ESG-</p>

related guidelines and assessments have been incorporated as part of our ESG risk management processes and will be reviewed and enhanced periodically over time as we continue to strengthen our sustainability practices together with our stakeholders.

Sector	Our Approach
Palm Oil	<p>Support sustainable palm oil in line with national and international standards:</p> <ul style="list-style-type: none"> • For customers with plantation size of 100 acres and above: - Must be Malaysian Sustainable Palm Oil (“MSPO”) certified or in the process of obtaining certification - Customers with regional presence may opt for other sustainable certification such as Roundtable on Sustainable Palm Oil (“RSPO”) and Indonesian Sustainable Palm Oil (“ISPO”) • For palm oil estates and smallholdings: - Adherence to Malaysian Palm Oil Board’s(“MPOB”) Code of Good Agricultural Practice for Palm Oil Estates and Smallholdings • To avoid virgin forest, aboriginal or heritage land and land prone to flooding • Peatland is to be avoided, unless it is in accordance to the guidelines for best practices on peatland developed by MPOB • For palm oil mill: MPOB’s Code of Good Milling Practice
Oil & Gas	<p>Proactively engage our borrowers and support their effort towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Managing Greenhouse Gases (GHG) emissions • Reduce reliance on conventional fuels and increase the share of renewable energy in the energy generation mix • Improve energy efficiency • Treating wastewater discharges • Responsible disposal methods of solid waste/sludge • Prevention of oil spills
Manufacturing of Iron, Steel & Other Metals	<p>Proactively engage our borrowers and support their effort towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Managing GHG emissions • Improve energy efficiency • Treating wastewater discharges • Responsible disposal methods of solid waste/sludge • Prevent fire and explosion hazards

Power Producer	Proactively engage our borrowers and support their effort towards sustainable and/or responsible practices such as: <ul style="list-style-type: none"> • Manage GHG emissions from coal-fired power plants • Treating wastewater discharges • Responsible disposal methods of solid waste /sludge • Reducing reliance on conventional fuels and increase the share of renewable energy in the energy generation mix • Improving combustion and conversion efficiency
Manufacturing of Cement	Proactively engage our borrowers and support their effort towards sustainable and/or responsible practices such as: <ul style="list-style-type: none"> • Managing GHG emissions • Treating wastewater discharges • Responsible disposal methods of solid waste /sludge • Improve energy efficiency • Water efficiency initiatives

Approach to Sustainability – Sustainable Lending

The Group is committed to contribute and create positive impact through identified opportunities in the area of sustainable development. Our key focus is to support green activities. The Group is committed to extend RM5 billion by 2025 to support green activities and transition to a low carbon and climate resilient economy, through either lending, advisory and/or investments activities.

Additional details on RHB’s approach to Sustainability can be found on RHB Bank Berhad’s corporate website, within the Sustainability section.

Sustainability Report (“SR”)

The SR covers the strategies, priorities and targets of the Group. It also describes the Group’s sustainability journey, highlighting our governance, strategy, risk management, initiatives, achievements, challenges and key results that are underpinned by our robust Sustainability Framework. Through the SR, we share how our business and operations impact our stakeholders, community and the planet as we strive to improve our performance to ensure long-term value creation.

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”). The SR represents disclosure within the period of the Group’s financial year 2022 (1 January until 31 December).

	<p>The scope and boundary of the SR covers RHB Bank Berhad and its subsidiary companies. An 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>Reporting Principles of the Sustainability Report (“SR”) The following best practices reporting principles were applied when developing the content of the SR:</p> <ul style="list-style-type: none"> • Stakeholder Inclusiveness: Re-evaluated and engaged with identified stakeholder groups to understand their concerns and respond to their expectations • Sustainability Context: Presented information in the wider context of sustainability • Materiality: Focused on issues that matter to stakeholders and impact our business • 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. <p>Analyst Briefing & Stakeholder Engagement The Group also holds quarterly analyst briefing and during these sessions, they are also provided insight on the Group’s Sustainability related 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.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

The 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	:	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. For detailed information on the training programmes attended by RHB Bank Berhad Board members, kindly refer to Section B of this report.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The 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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board continued to undertake its annual performance evaluation via the Board Effectiveness Evaluation (“BEE”) exercise. The latest BEE assessment undertaken for 2021/2022 period highlighted that the Board was pleased with the progress being made, although there was still room for improvement in the sustainability front. The results of the BEE reflected the progress made from the previous assessment.</p> <p>During the BEE assessment conducted in 2021 (for FY2020), it was highlighted that more effort would have to be invested to improve the Board’s oversight on ESG related matters. In line with the BEE findings in 2021, the Board established the Board Sustainability Committee in 2022. The Group’s Sustainability Strategy and Roadmap, which formed a part of RHB’s new long term corporate strategy introduced in 2021 was revised and updated in 2022 to be in-line with the Group’s aspirations go beyond 2026.</p> <p>Sustainability related evaluation is also included on the performance scorecard of the Sustainability Management team, particularly on Norazzah Sulaiman, the Group Chief Sustainability Officer. 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>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The 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.

<i>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.</i>	
Application	: Adopted
Explanation on adoption of the practice	: <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 Head of Group Corporate Communications. The SM team provides strategic support in the development and execution of the Group's Sustainability 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>

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is supported by the Board Nominating & Remuneration Committee ("BNRC") to conduct annual review of its composition, assess the suitability of new candidate and to nominate shortlisted candidate that fit the appointment criteria.</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 Board of RHB is heterogeneous and views diversity as a crucial component in forming the Board structure. Criteria such as gender, age, ethnicity and cultural background are considerations that are assessed as the Board strives to establish a perfect balance.</p> <p>Board Composition and Succession Planning</p> <p>The Board understands the inherent value of succession planning which ensures business continuity and long-term sustainability to the Company. As such, the Board must be prepared at all times to ensure it can evolve with a healthy combination of fresh perspective, balance and experience whilst ensuring the business remains protected and sustainable for all stakeholders.</p> <p>The BNRC is entrusted with the responsibility of ensuring members that are nominated for Board appointment are firstly identified, assessed and fulfilled all fit and proper criteria before they are shortlisted and proposed to the Board for deliberation.</p> <p>Key factors that are considered by the BNRC in conducting succession planning or appointing new members to the Board are, as follows:</p> <ul style="list-style-type: none">• Perfect Boardroom Balance<ul style="list-style-type: none">○ The BNRC assesses the Board on a yearly basis to identify the performance level of directors as well as to understand areas of improvement within the Board.○ The BNRC uses this annual board effectiveness evaluation result to ensure candidates that 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.

- **Industry Trends knowledge/expertise**

- 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.

- **Tenure of Board members**

- 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.
- 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.

- **Stakeholder Expectation**

- 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.
- 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.

Change in the Board Committee Composition

There were no changes to the composition of the BNRC during 2022.

Change in Board Composition

The appointment of Mohd Rashid Mohamad to the Board of RHB Bank Berhad as Group Managing Director was the only change to the RHB Bank Berhad Board composition in year 2022.

Annual Review of the Board I.e. Board Effectiveness Evaluation ("BEE")

The BEE is the main mechanism used by the BNRC in conducting its annual review of the Board. The BNRC takes into consideration the current Board skill-set, the current Board composition and the prevailing legal as well as regulatory requirements. These considerations are to ensure formation of a well-balanced Board

that allows for good governance and efficient management of the Group which is agile in its interaction with the evolving business environment and needs.

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

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

The details of the latest BEE exercise can be found under Practice 6.1 of this report.

Directors' Retirement, Re-Appointment and Re-Election

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

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

Summary of Key activities of the BNRC during 2022:

- Reviewed the appointment of the new Group Managing Director / Chief Executive Director of RHB Banking Group
- Reviewed and approved the appointment of Key Senior Officers and Material Risk Takers within RHB Banking Group
- Reviewed the appointment and reappointment of candidates to the Boards of RHB Banking Group of companies
- Approved the appointment of company secretaries within RHB Banking Group
- Conducted the fit and proper assessment of Key Responsible Persons of RHB Bank Berhad, RHB Investment Bank Berhad, RHB Islamic Bank Berhad and RHB Insurance Berhad
- Reviewed the proposed revised organisational structure of RHB Banking Group
- Reviewed the revision to the Board membership and remuneration guideline

	<ul style="list-style-type: none"> • Reviewed the composition of Board Committees for specific subsidiaries • Carried out the assessment on Independence of Independent Directors of RHB Banking Group • Reviewed the Eligible Recipients and the Share Allocation for the Employee Share Grant Scheme • Assessed Board & Individual Director's Performance for FY2021/2022 • Reviewed and approved candidates proposed for appointment as Directors within the Group • Refined performance management framework and its linkage to staff rewards
Explanation for departure :	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 5.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>During the year, the Board was comprised of Six Independent Non-Executive Directors (“INED”), three Non-Independent Non-Executive Directors and One Executive Director.</p> <p>In addition to having a Board comprised of majority INEDs, Tan Sri Dr Rebecca Fatima Sta Maria continues in her role as the Senior Independent Director, acting as a sounding Board to the Board Chairman as well as a conduit between the Chairman and the Independent Board members.</p> <p>As at 15 March 2023, below is the list of the Independent Non-Executive Directors on the Board:</p> <ul style="list-style-type: none"> • Tan Sri Dr Rebecca Fatima Sta Maria (Senior Independent Non-Executive Director) • Ong Ai Lin • Lim Cheng Teck • Sharifatu Laila Syed Ali • Donald Joshua Jaganathan • Datuk Iain John Lo <p>The full profiles of RHB Bank Berhad’s Board members are available on the Group’s website @ www.rhbgroup.com.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 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.

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:	Please provide an explanation on how the practice is being applied.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 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>	
Application	: Adopted
Explanation on adoption of the practice	: The Board has adopted a policy where Independent Non-Executive Directors ("INEDs") may be re-appointed for a new term provided that such service tenure does not exceed a consecutive or cumulative term of 9 years. Computation of the service tenure will commence from the date of his/her appointment in RHB Banking Group. For 2022, the Board has no Independent Directors who had exceeded the 9-year term limit. Information on the tenure limit of INEDs for the Group can be found in RHB Bank 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.

Application	: Applied
Explanation on application of the practice	<p>Board Nominating & Remuneration Committee (“BNRC”) is guided by the Group’s Nomination Framework and Group Fit & Proper Policy in identifying and assessing candidates to be nominated for appointment of directors as well as for Key Senior Management positions.</p> <ul style="list-style-type: none">• Step 1 – Review the optimal Board size and mix of skills• Step 2 – Identification of candidates with the required skills• Step 3 – Selection of candidates through evaluation of time commitment and suitability.• Step 4 – Conduct of fit and proper evaluation• Step 5 – Interact with candidates• Step 6 – Deliberate potential and shortlisted candidates• Step 7 – Recommend to Board for approval <p>The Nomination Framework ensures that individuals appointed to the Board and relevant senior officer positions (independent directorship/key managerial) within the Group have the appropriate fitness and propriety to discharge their prudential responsibilities on and during the course of their appointment. This framework was developed to:</p> <ul style="list-style-type: none">• Summarise and augment the relevant processes of the BNRC in relation to the abovementioned appointments;• Provide a clear and transparent process of the nominating procedures for the benefit of the BNRC, Board and Management; and• Ensure the practices of the BNRC are consistent with and reflect the BNRC’s commitment to best practices in corporate governance. <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 by each</p>

individual, the academic/professional qualification record and the specific vetting checks on criminal record, bankruptcy and regulatory disqualification. The Fit and Proper Policy outlines the following criteria in assessing the suitability of the candidate:

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

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

The Boards' expectations on the time commitment and contribution from the Directors will also be clearly communicated to the proposed candidates. 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 allowed to appoint another person to attend or participate in a board meeting on his or her behalf.

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.

In addition to the BNRC's review, all new directors were vetted and approved by Bank Negara Malaysia prior to their appointment. Induction programs were conducted for newly appointed directors within 3 months of their appointment. During the induction, senior officers shared their views on the business plan, risk management, business operations and other strategic matters.

Talent Development

Talent development within RHB is a key priority to the Board in ensuring a high-performing workforce which contributes to the Company's and the Group's sustainability and competitiveness. The BNRC provides high-level oversight and direction on human resource ("HR") matters such as recommending remuneration

	<p>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, retention plans and incentive schemes for key Senior Management as well as numerous proposed and existing employee value propositions.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board views appointment of candidates with the right calibre as vital to ensuring the Board is composed of capable members. 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>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">• industry talent pool;• available directors' registry (i.e. ICDM, FIDE Forum, 30% Club);• industry and professional associations;• Group's Independent Directors' network; and• Independent search firms. <p>In assessing and appointing a Director, the BNRC is guided by the following internal documents:</p> <ul style="list-style-type: none">• Boardroom Diversity Policy• Guideline on Tenure of Appointment/Re-Appointment of Non-Executive Directors of RHB Banking Group• Code of Ethics and Business Conduct for Directors• Nomination Framework• Remuneration Framework & Policy <p>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.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 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.

Application	:	Applied
Explanation on application of the practice	:	<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>Directors up for re-election The following Directors shall retire at the forthcoming 57th AGM of RHB Bank pursuant to Clause 94 of the Bank's Constitution:</p> <ul style="list-style-type: none">○ Tan Sri Ong Leong Huat @ Wong Joo Hwa (NINED)○ Dato' Mohamad Nasir Ab Latif (NINED)○ Ms Ong Ai Lin (INED)○ Mr Donald Joshua Jaganathan (INED) <p>Assessment of Individual Directors for Re-Election and/or Re-appointment The Board members up for re-election have been assessed and endorsed by the Board Nominating & 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. In line with the 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.</p>

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

Intended Outcome

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

Practice 5.8

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

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

	<ul style="list-style-type: none"> • 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 Independent Non-Executive Directors in conducting executive sessions with senior management without the presence of executive directors and non-independent non-executive directors. <p>The membership and attendance of the BNRC are as follows:</p> <table border="1" data-bbox="560 568 1407 779"> <thead> <tr> <th data-bbox="560 568 1198 600">BNRC Composition</th> <th data-bbox="1198 568 1407 600">Attendance</th> </tr> </thead> <tbody> <tr> <td data-bbox="560 600 1198 674">Tan Sri Dr Rebecca Fatima Sta Maria (SINED) – Chairman</td> <td data-bbox="1198 600 1407 674">13/13</td> </tr> <tr> <td data-bbox="560 674 1198 705">Dato' Mohamad Nasir Ab Latif (NINED)</td> <td data-bbox="1198 674 1407 705">13/13</td> </tr> <tr> <td data-bbox="560 705 1198 739">Datuk Iain John Lo (INED)</td> <td data-bbox="1198 705 1407 739">11/13</td> </tr> <tr> <td data-bbox="560 739 1198 779">Sharifatu Laila Syed Ali (INED)</td> <td data-bbox="1198 739 1407 779">13/13</td> </tr> </tbody> </table>	BNRC Composition	Attendance	Tan Sri Dr Rebecca Fatima Sta Maria (SINED) – Chairman	13/13	Dato' Mohamad Nasir Ab Latif (NINED)	13/13	Datuk Iain John Lo (INED)	11/13	Sharifatu Laila Syed Ali (INED)	13/13
BNRC Composition	Attendance										
Tan Sri Dr Rebecca Fatima Sta Maria (SINED) – Chairman	13/13										
Dato' Mohamad Nasir Ab Latif (NINED)	13/13										
Datuk Iain John Lo (INED)	11/13										
Sharifatu Laila Syed Ali (INED)	13/13										
Explanation for departure :											
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>											
Measure :											
Timeframe :											

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board established and adopted a Boardroom Diversity Policy in 2013. To date, RHB Bank Berhad has three women directors, namely Tan Sri Dr Rebecca Fatima Sta Maria (the Senior Independent Non-Executive Director), Ong Ai Lin and Sharifatu Laila Syed Ali, all Independent Non-Executive Directors, serving on the Board. They make up 30% of the Board in-line with the MCCG requirement.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

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

Application	: Applied
Explanation on application of the practice	<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">• 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;• a minimum of 30% women directors on the Board as recommended by Practice 5.9 of the MCCG and the ASEAN Corporate Governance Scorecard;• adhere to the requirement of Bank Negara Malaysia's policy on Corporate Governance in relation to the Board compositions of financial institutions within RHB Banking Group;• a Board environment that values and utilises the contributions of directors with diverse backgrounds, experiences and perspectives; and• inculcate the practice of diversity within the Group where diversity is valued, respected and built upon fairness and equality for all. <p>The Policy also underlines the Group's commitments to:</p> <ul style="list-style-type: none">• accomplish the objectives with a particular focus on supporting the representation of women at the board of directors' level.• develop strategies to meet the objectives and monitor the progress of the objectives through the evaluation and reporting process identified below.• formulate other initiatives and strategies for achieving gender and other dimension of diversity and monitor their achievement.• 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. <p>The BNRC will monitor the scope, extensiveness and effectiveness of the policy on a periodic basis.</p>

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

Intended Outcome

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

Practice 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>			
Application :	Applied		
Explanation : on application of the practice	<p>The Board continued its annual self-evaluation via the Board Effectiveness Evaluation (“BEE”) exercise reflecting its performance for FY2021-FY2022. Unlike previous years, the assessment was done to cover a period of 18 months, from 1 January 2021 to 30 June 2022. As the BEE is always fluid in its process and timeline, this allows Group to redesign, conduct and generate results for the current financial year of reporting.</p> <p>The BEE process is undertaken by the Board with the support of the Board Nominating & Remuneration Committee (“BNRC”) to assess the performance of individual directors, Independent and Non-Independent Directors and Board Committees. The BEE exercise is designed to detect strengths and weaknesses to improve the Board's overall effectiveness and forms part of the BNRC's evaluation for the re-appointment of Directors.</p> <p>The internal assessment covered three main areas:</p> <ul style="list-style-type: none"> • Part A: Board Evaluation Part A evaluated overall behaviours and culture of the Board and Board Committees. The BEE evaluated the Board as a collective unit based on five (5) dimensions, namely: <ul style="list-style-type: none"> ○ Structure, Strategy & Performance ○ Interaction & Communication ○ Boardroom Culture ○ Environmental, Social & Governance ○ Leadership • Part B: Directors Self & Peer Evaluation Part B evaluated individual Board member's contribution to the Board and competencies of each Board member which included: <table border="1" style="width: 100%; margin-top: 10px;"> <tr> <td style="width: 50%; text-align: center;">Balancing Stakeholders</td> <td style="width: 50%; text-align: center;">Cultivating Innovation</td> </tr> </table>	Balancing Stakeholders	Cultivating Innovation
Balancing Stakeholders	Cultivating Innovation		

Broad Perspective	Strategic Vision
Ensuring Accountability	Developing Talent
Managing Conflict	Courage
Managing Ambiguity	Dedication
Situational Adaptability	Independence

- **Part C: Company Secretary Evaluation**

Part C was to detect and evaluate the Board’s satisfaction level with regards to the performance of the Company Secretary. The evaluation will be used in addition to the existing performance scorecard to measure and improve the deliverables and services rendered by Company Secretary to the Board and Board Committees.

Result of the Company Secretary evaluation is provided under Practice 1.5 of this CG Report.

The BEE results showed an overall good score attained by the Board, supporting Committees and individual Directors. Summary of results depicting areas of strength and improvements are highlighted below:

Areas of strength

- Strong Leadership which allows for views to be heard and members contribute actively to share new ideas to improve Group’s business & compliance.
- Independence. There is a good mix of directors from diverse background which brings balance to the Board.
- Boardroom Culture. There is good discourse and interaction between board members which allow for crystallisation of opinion and sound decision making.

Areas of improvement

- Similar to the assessment in 2021, the Board assessed Environmental Social & Governance (ESG) as an area where more can be done.
- Improvement on directors Training, perhaps introduction of a Directors training calendar and engagement on directors training needs.
- Added focus on internal control functions such as Procurement.

Action Plan post BEE

- Establishment of the Board Sustainability Committee
- Views of directors to be sought early of the year to ensure the training plan meets the Directors’ capacity building needs.

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

Ratings		Description
1	Below Expectations	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 Score for Board:

Dimension	Rating	Score
1 Structure, Strategy & Performance	4.0	80%
2 Interaction & Communication	4.2	83%
3 Boardroom Culture	4.4	89%
4 Environmental, Social & Governance	3.4	69%
5 Leadership	4.3	86%

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

Directors	Competencies	Strategy Setting	Independence
1 Ms Ong Ai Lin	4.0	3.9	4.4
2 Tan Sri Ahmad Badri Mohd Zahir	3.9	3.8	-
3 Datuk Iain John Lo	4.0	4.0	4.3
4 Tan Sri Dr Rebecca Fatima Sta Maria	3.8	3.8	4.2
5 Tan Sri Ong Leong Huat @ Wong Joo Hwa	4.2	4.0	-
6 Mr Lim Cheng Teck	3.9	3.8	4.3
7 Pn Sharifatu Laila Syed Ali	3.9	3.7	4.2
8 Dato' Mohamad Nasir Ab Latif	4.0	3.9	-
9 Mr Donald Joshua Jaganathan	4.1	4.0	4.1
10 En Mohd Rashid Mohamad	4.2	4.2	-

Average Score for the Board based on contribution and competencies assessed:

Contribution and Competencies		Rating	Score
1	Balancing Stakeholders	4.0	80%
2	Cultivating Innovation	3.9	78%
3	Broad Perspective	4.0	81%
4	Strategic Vision	3.9	79%
5	Ensuring Accountability	4.1	81%
6	Developing Talent	4.2	84%
7	Managing Conflict	3.9	78%
8	Courage	4.1	81%
9	Managing Ambiguity	3.8	75%
10	Dedication	4.2	84%
11	Situational Adaptability	4.0	79%

Assessment Result for supporting Board Committees:

Board Committee		Rating	Score
1	RHB Bank Board Audit Committee	4.3	85%
2	RHB Bank Board Nominating & Remuneration Committee	4.4	88%
3	RHB Bank Board Risk Committee	4.1	82%
4	RHB Bank Board Credit Committee	4.5	90%

Note:

1. Each Board Committee was only assessed by the members serving on the committee.
2. The Board Sustainability Committee was not assessed as it was only established post the BEE assessment.

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 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.

Application	:	Applied
Explanation on application of the practice	:	<p>Fair remuneration is critical to attract, retain and motivate capable and talented Directors and senior management officers with the relevant experience and expertise required to lead the Company and the Group. The Board is very aware of this. The Board Nominating & Remuneration Committee ("BNRC") has been entrusted with discharging the remuneration strategies, as outlined in its terms of reference, which can be referred on the Group's corporate website @ www.rhbgroup.com.</p> <p>The Board has established Non-Executive Directors ("NED") Remuneration Framework and Policy ("Policy") that is developed to guide the Board and the BNRC of RHB Bank Berhad ("RHB") and other main operating entities within the Group of Companies ("RHB Banking Group" or "Group") in determining the remuneration of Non-Executive Directors. The Policy is aimed at applying the general principles for the remuneration of NEDs to ensure that remuneration levels commensurate with the responsibilities, risks and time commitment of Boards/Board Committees.</p> <p>The quantum of remuneration proffered by the Group reflects the level of responsibility undertaken by the particular NED concerned within the Company and the Group. It also takes into consideration practices within the industry (benchmarking) and is reviewed at least once every three years. The NEDs fees are not linked directly to RHB's financial performance as this may give rise to a perceived conflict of interest. All NEDs will be paid a fixed and variable sum within the compensation scheme and will not be paid any commission or percentage out of the Company's profit.</p>

Remuneration Structure for Non-Executive Directors (“NED”) is based on the following principles:

- **Fair**
Fair remuneration is critical to attract, retain and motivate directors with relevant industry experience and expertise.
- **Commensurate**
Remuneration proffered must commensurate with the associated responsibilities, risks and time commitment.
- **Risk-based**
The risk-based package includes fixed/variable type and unrestricted/restricted type of remuneration.
- **Market Competitive**
Sufficient to attract and retain quality people but yet not excessive.

Components of NEDs Remuneration Package:

- Base fee
- Role fee (Role as Board Chairman/Board Committee Chairman)
- Meeting attendance fees
- Allowances

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 a 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 approved by the shareholders in the 56th Annual General Meeting. Details of the remuneration structure are set out below:

No.	Description	Non-Executive Chairman (RM)	Non-Executive Directors/ Members (RM)
1	Annual Directors’ Fee	300,000	200,000
Annual Board Committees’ Allowances			
2	Board Audit Committee	60,000	40,000
3	Board Nominating and Remuneration Committee	60,000	40,000
4	Board Risk Committee	60,000	40,000
5	Board Credit Committee	60,000	40,000

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

No.	Description	Non-Executive Chairman (RM)	Non-Executive Directors/ Members (RM)
1	Monthly Fixed Allowance (Applicable only to RHB Banking Group Chairman)	25,000	N/A
2	Meeting Allowance (per meeting): a. Board of the Company b. Board Committees	2,000	2,000
3	Farewell pot: NED who leaves the Group would be entitled to a one- off payment or as decided by the BNRC	RM3,000	
4	Other Benefits: <ul style="list-style-type: none"> Chairman of RHB Bank Berhad: Club Membership. Chairman of RHB Group entities: Driver (or allowance in lieu of), Car (or allowance in lieu of), personal secretary (if required) and petrol allowance. All Non-Executive Directors of RHB Banking Group: Mobile Devices (e.g. iPhone and iPad), Directors & Officers Liability Insurance Coverage, Medical Benefits, Directors Business-Use Credit Card (Limit of RM30,000), Banking Benefits and air travel coverage. 		

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.

Chairman on 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>Recap of Remuneration Review in 2021</p> <p>The Group undertook a review of its Non-Executive Directors (“NEDs”) remuneration structure in 2021 with the support of an independent external consultant, namely Willis Tower Watson (“WTW”) and the revised fee structure was approved at the 56th Annual General Meeting in 2022.</p> <p>Below are the Principles used to derive on the latest RHB's NED remuneration structure:</p> <ul style="list-style-type: none"> • Reflective of RHB’s Outlook • Recognise unique complexity, requirement and responsibility • Must be justified, appropriately valued and suitably disclosed • Benchmark against comparable peers <p>Detailed disclosure on the revised remuneration was provided in RHB Bank Berhad’s Corporate Governance Report FY2021 published last year.</p>	
<p>Explanation for departure</p>	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	:	
<p>Timeframe</p>	:	

Intended Outcome

The 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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's Board Nominating & Remuneration Committee ("BNRC") has specific remuneration roles in implementing key policies and procedures in relation to the remuneration of the Board and the Senior Management. The duties and responsibilities of the BNRC are spelled out in its Terms of Reference ("TOR") which is available on the Company's website (www.rhbgroup.com).</p> <p>As at 15 March 2023, 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 YBhg Tan Sri Dr Rebecca Fatima Sta Maria, the Senior Independent Non-Executive Director ("SINED") of RHB Bank Berhad.</p> <p>The membership of the BNRC is, as follows:</p> <p>Chairperson</p> <ul style="list-style-type: none"> • Tan Sri Dr Rebecca Fatima Sta Maria (SINED) <p>Members</p> <ul style="list-style-type: none"> • Datuk Iain John Lo (INED) • Sharifatu Laila Syed Ali (INED) • Dato' Mohamad Nasir Ab Latif (NINED)
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 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.

Application	:	Applied																												
Explanation on application of the practice	:	<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 43 of the Financial Statements on pages 110 -111 of the Financial Report 2022.</p> <p>During the Annual General Meeting ("AGM") held in 2022, our shareholders approved the directors' latest remuneration for the Board under the following resolutions:</p> <ul style="list-style-type: none"> Ordinary Resolution 5: Increase Of Directors' Fees And Board Committees' Allowances From The 56th AGM Of The Company And The Payment Of The Same To The Non-Executive Directors For The Period From The 56th AGM To The 57th AGM Of The Company <table border="1"> <thead> <tr> <th rowspan="2">Ordinary Resolution</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>Number of Shares</th> <th>%</th> <th>Number of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>6</td> <td>3,401,639,481</td> <td>99.9581</td> <td>1,425,212</td> <td>0.0419</td> </tr> </tbody> </table> <ul style="list-style-type: none"> Ordinary Resolution 6: Payment Of Directors' Remuneration (Excluding Directors' Fees And Board Committees' Allowances) Of An Amount Up To RM2,000,000 To The Non-Executive Directors For The Period From The 56th AGM Of The Company To The 57th AGM Of The Company <table border="1"> <thead> <tr> <th rowspan="2">Ordinary Resolution</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>Number of Shares</th> <th>%</th> <th>Number of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>6</td> <td>3,401,482,414</td> <td>99.9535</td> <td>1,582,030</td> <td>0.0465</td> </tr> </tbody> </table> <p>Details of the Directors remuneration structure for the Company can be found under Practice 7.1 and also in Section B of this report.</p>	Ordinary Resolution	For		Against		Number of Shares	%	Number of Shares	%	6	3,401,639,481	99.9581	1,425,212	0.0419	Ordinary Resolution	For		Against		Number of Shares	%	Number of Shares	%	6	3,401,482,414	99.9535	1,582,030	0.0465
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	Number of Shares	%	Number of Shares	%																										
6	3,401,482,414	99.9535	1,582,030	0.0465																										

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	268	27	-	-	31	302	628	268	27	-	-	31	302	628
2	Tan Sri Ong Leong Huat	Non-Executive Non-Independent Director	192	58	-	-	-	29	279	424	110	-	-	-	49	583
3	Dato' Mohamad Nasir Ab Latif	Non-Executive Non-Independent Director	192	42	-	-	-	26	260	424	80	-	-	25	51	580
4	Tan Sri Dr Rebecca Fatima Sta Maria	Independent Director	192	54	-	-	-	68	314	192	54	-	-	-	68	314
5	Ong Ai Lin	Independent Director	192	51	-	-	-	50	293	344	108	-	-	-	106	558
6	Lim Cheng Teck	Independent Director	192	119	-	-	-	80	391	192	119	-	-	-	80	391
7	Sharifatu Laila Syed Ali	Independent Director	192	40	-	-	-	21	253	344	81	-	-	-	50	475
8	Donald Joshua Jaganathan	Independent Director	192	81	-	-	-	91	364	344	115	-	-	-	114	574
9	Datuk Iain John Lo	Independent Director	192	47	-	-	-	47	286	344	98	-	-	-	93	535
10	Mohd Rashid Mohamad	Executive Director	-	-	2,779 ⁽ⁱ⁾	1,872	28	-	4,682	-	-	2,779 ⁽ⁱ⁾	1,872	28	-	4,682
11	Dato' Khairussaleh Ramli ⁽ⁱⁱ⁾	Executive Director	-	-	740	-	9	-	749	-	-	740	-	9	-	749
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

Note(s):

- (i) *Includes share-based expense of RM266,000.*
- (ii) *Dato' Khairussaleh Ramli resigned as GMD of RHB Bank Berhad on 25 March 2022 and was replaced by Mohd Rashid Mohamad on 1st April 2022.*

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.

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board
Explanation on application of the practice	:	<p>The Board has in place a remuneration framework which sets the standard and guides the Board on the remuneration level for Senior Management personnel. The framework includes a competitive integrated pay and benefit structure which aligns performance with rewards based on the contribution made towards the organisation.</p> <p>In line with the framework, the Key Senior Management personnel's yearly Balanced Scorecard, Performance Appraisal, Performance Reward and Salary Increment are tabled to the Board, with BNRC's recommendation, for approval to assess their performance ensuring they are fairly remunerated. The Non-Executive Directors of the Company review and scrutinise the remuneration package of each Key Senior Management personnel ensuring they are aligned with the remuneration framework.</p> <p>Establishment of Share Grant Scheme ("SGS") The Bank has on 2 June 2022 implemented the SGS, which was approved by the shareholders at an extraordinary general meeting held on 27 April 2022. The SGS is intended to motivate employees, attract talents and retain key employees through the grant of the ordinary shares in the Bank ('RHB Bank Share(s)') of up to 2% of the total number of issued shares of the Bank (excluding treasury shares, if any) at any point in time during the duration of the SGS for employees and Executive Directors of the Bank and its subsidiaries (excluding subsidiaries which are dormant) who fulfil the eligibility criteria ('Eligible Employees').</p> <p>The SGS is to be administered by the Board Nominating and Remuneration Committee ('BNRC') comprising such persons as may be appointed by the Board from time to time, and shall be in force for a period of nine years commencing from the effective date of implementation of the SGS. Details of the SGS can be found in Note 59(2) on page 193 of the Financial Statements 2022.</p> <p>Besides the Group Managing Director/Chief Executive Officer's detailed remuneration disclosed under Practice 8.1, details of remuneration for the other four Key Senior Management</p>

	personnel's remuneration (in RM) including their salary, bonus, benefits-in-kind and other emoluments, in the bands of RM50,000, are shown in the table below:	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Dato' Adissadikin Ali	Head Group Shariah Business, RHB Banking Group; MD/CEO, RHB Islamic Bank Berhad	1,300,001-1,350,000	Choose an item.	1,000,000-1,050,000	0-50,000	450,001-500,000	2,800,001-2,850,000
2	Nik Rizal Kamil Tan Sri Nik Ibrahim Kamil	Group Chief Financial Officer (CFO), RHB Banking Group	1,250,001-1,300,000	Choose an item.	950,001-1,000,000	0-50,000	400,001-450,000	2,600,001-2,650,000
3	Ganesh Sabaratnam	Head, Group Investment Banking, RHB Banking Group, MD/CEO, RHB Investment Bank Berhad	1,950,001-2,000,000	Choose an item.	450,001-500,000	0-50,000	200,001-250,000	2,700,001-2,750,000
4	Oliver Tan	Head, Group Insurance, RHB Banking Group, MD/CEO, RHB Insurance Berhad	950,001-1,000,000	Choose an item.	350,001-400,000	0-50,000	150,001-200,000	1,500,001-1,550,000
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

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.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Audit Committee ("BAC") is led by Ong Ai Lin, an Independent Non-Executive Director who is not the Chairman of RHB Bank Berhad. The Chairman of the Board is Tan Sri Ahmad Badri Mohd Zahir. Ms Ong, as the Chair of the BAC provides monthly updates to the Board on the activities undertaken by the committee to ensure best corporate governance and transparency are practiced.</p> <p>The chair of the BAC holds a Bachelor of Arts (Honours) in Economics from the University of Leeds, United Kingdom. Ms Ong is an Associate of The Institute of Chartered Accountants in England & Wales and a Member of the Malaysian Institute of Accountants. Additionally, she is also a Certified Information System Auditor and a Certified Business Continuity Professional.</p> <p>Ms Ong has over 30 years of experience in providing Business Continuity Management, Governance, Risk and Compliance, Information Security, Cyber Security, Technology Risk and Governance, and Data Privacy services in the United Kingdom, Singapore, Indonesia, Thailand, Vietnam, Philippines, Sri Lanka, Cambodia and Malaysia.</p> <p>The full profile of the BAC members is available on pages 138-140 of the Integrated Report 2022 and on RHB's corporate website at www.rhbgroup.com. The attendance of BAC meetings is disclosed on page 160 and page 179 of the Integrated Report 2022 and Practice 9.4 (Step-up) in this report.</p> <p>Role & Responsibility of the BAC</p> <p>The BAC provides independent oversight of RHB Banking Group's financial reporting and internal control system, ensuring checks and balances for entities within the Group. The BAC also continuously reinforces the independence of the external auditors and provides a line of communication between the Board and the external auditors.</p> <p>The BAC reviews the integrity and reliability of the Company's and the Group's financial statements on a quarterly basis, prior to recommending the same for the Board's approval and issuance to stakeholders. During the reviews, the Group Chief Financial Officer provides assurance to the BAC that:</p>

- Adequate processes and controls are in place for an effective and efficient financial statement close process;
- Appropriate accounting policies have been adopted and applied consistently; and
- The relevant financial statements give a true and fair view of the state of affairs of the Company and the Group in compliance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the Companies Act 2016.

The BAC met with the external auditors **without** the presence of the Group's Management and Executive Directors twice during the year to enable the external auditors to discuss on matters with the committee members privately on the following dates:

- 21 January 2022; and
- 22 July 2022.

During this meeting, the external auditors highlighted there were no major issues to be highlighted to the committee.

The BAC also emphasises the importance of internal audit function by increasing the objectivity and independence of the internal auditors and provides a forum for discussion in absence of the Management.

Additionally, the BAC reviews the quality of the audits conducted by internal and external auditors as well as the Group's financial condition and performance. This enhances the perceptions held by stakeholders (including shareholders, regulators, creditors and employees) of the credibility and objectivity of the financial reports. Detailed disclosures on BAC's governance structure and primary activities are available in the BAC Report on pages 179-184 of the Integrated Report 2022.

The BAC also oversees RHB's integrity and anti-corruption matters by:

- reviewing the effectiveness of the Group Integrity and Governance ("GIG") division in carrying out its core functions;
- overseeing issues of corruption, integrity and whistleblowing within the Group;
- assisting the Board of RHB Bank Berhad, being the holding company, to effectively discharge its responsibility on anti-corruption, institutional integrity and good governance for the Group;
- receiving updates on outcome of investigations relating to corruption and other unethical behaviors within the Group;
- recommending to the Board of RHB Bank Berhad the half-yearly reporting to the Malaysian Anti-Corruption Commission prepared by GIG; and
- monitoring GIG's performance through periodic reporting on efforts undertaken to deter, detect and prevent acts of

	corruption, fraud, malpractices and unethical behaviours within the Group.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 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 since 2021.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 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.

Application	:	Applied
Explanation on application of the practice	:	<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><u>Assessment on suitability and independence</u></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 auditors with professional competence, their objectivity/independence are not impaired, their background are free from criminal dishonesty acts and disciplinary actions taken by the Malaysian Institute of Accountants, and also their tenure of appointment as engagement partner not exceeding 5 continuous years with the Company. For the current financial year, the engagement partner and the concurring partner of the external auditors are in consistent with the regulatory requirement.</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><u>Review of Non-audit Services</u></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 throughout the audit process of the Group's financial statements as well as for all the non-audit engagements undertaken, in</p>

	<p>accordance with the provisions of the By-Laws on Professional Independence of the Malaysian Institute of Accountants.</p> <p>In addition, the performance of the external auditors is assessed via feedback and comments collated through questionnaire/survey with responses from management based on their interaction and dealings with the external auditors throughout the financial reporting year. The questionnaire/survey covers areas such as quality of audit work, coordination, planning and execution of audit work, technical accounting and business knowledge, timeliness, relationship management and staff continuity.</p> <p>Having satisfied itself with their performance and fulfilment of criteria as set out in BNM's Guidelines, the BAC will recommend the re-appointment of the external auditors to the Board, upon which the shareholders' approval will be sought at the general meeting. The tenure of the External Auditor is for one year, subject to approval by the shareholders if the retiree offers to continue its service (at the next general meeting) upon the completion of one-year service.</p> <p>Further details on the assessments made on the external auditors' suitability and independence are set out per BAC activities disclosed under the BAC Report on pages 179-184 of the Integrated Report 2022. A detailed pay out to the external auditors for their audit and non-audit works engaged in 2022 is illustrated, as follows:</p> <table border="1" data-bbox="557 1171 1406 1402"> <thead> <tr> <th rowspan="2">No</th> <th rowspan="2">Type of External Auditors' Fee</th> <th colspan="2">RM ('000)</th> <th colspan="2">Out of Total Fees (%)</th> </tr> <tr> <th>Company</th> <th>Group</th> <th>Company</th> <th>Group</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Audit Fees</td> <td>4,292</td> <td>7,445</td> <td>76</td> <td>84</td> </tr> <tr> <td>2</td> <td>Non-Audit Fees</td> <td>1,368</td> <td>1,368</td> <td>24</td> <td>16</td> </tr> <tr> <td colspan="2">Total Fees</td> <td>5,660</td> <td>8,813</td> <td>100</td> <td>100</td> </tr> </tbody> </table> <p>Details of the above information on audit and non-audit fees are set out under Note 42 of the Financial Statements on page 110 in the Financial Report 2022.</p>	No	Type of External Auditors' Fee	RM ('000)		Out of Total Fees (%)		Company	Group	Company	Group	1	Audit Fees	4,292	7,445	76	84	2	Non-Audit Fees	1,368	1,368	24	16	Total Fees		5,660	8,813	100	100
No	Type of External Auditors' Fee			RM ('000)		Out of Total Fees (%)																							
		Company	Group	Company	Group																								
1	Audit Fees	4,292	7,445	76	84																								
2	Non-Audit Fees	1,368	1,368	24	16																								
Total Fees		5,660	8,813	100	100																								
<p>Explanation for departure</p>	<p>:</p>																												
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>																													
<p>Measure</p>	<p>:</p>																												

Timeframe	:		
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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.

Application	:	Adopted								
Explanation on adoption of the practice	:	<p>As at 15 March 2023, the Board Audit Committee ("BAC") has 3 Independent Non-Executive Directors ("INEDs") ensuring the Committee is comprised solely of INEDs.</p> <p>Composition of BAC: Chairperson</p> <ul style="list-style-type: none">• Ong Ai Lin (INED) <p>Members</p> <ul style="list-style-type: none">• Datuk Iain John Lo (INED)• Donald Joshua Jaganathan (INED) <p>The attendance record for the BAC for FY2022 is shown below:</p> <table border="1"><thead><tr><th>BAC Composition</th><th>Attendance</th></tr></thead><tbody><tr><td>Ms Ong Ai Lin (INED)– Chairman</td><td>12/12</td></tr><tr><td>Mr Donald Joshua Jaganathan (INED)</td><td>12/12</td></tr><tr><td>Datuk Iain John Lo (INED)</td><td>11/12</td></tr></tbody></table> <p>There were no changes to the composition of the BAC for the year under review.</p>	BAC Composition	Attendance	Ms Ong Ai Lin (INED)– Chairman	12/12	Mr Donald Joshua Jaganathan (INED)	12/12	Datuk Iain John Lo (INED)	11/12
BAC Composition	Attendance									
Ms Ong Ai Lin (INED)– Chairman	12/12									
Mr Donald Joshua Jaganathan (INED)	12/12									
Datuk Iain John Lo (INED)	11/12									

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 page 138 to 140 of the Integrated Report 2022. Detailed training information of the BAC members are furnished under Section B of this report.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, with the support of the senior management, have continued to maintain a risk-aware culture throughout the Group to ensure we undertake measures to proactively enhance our risk management capabilities including practice of good corporate governance to safeguard shareholders' investments, as well as the Company's and the Group's assets. The Board recognises the importance of a sound system of risk management and internal control to ensure we align our risk appetite to meet the evolving operating environment.</p> <p>As a financial institution operating in a complex and constantly evolving environment, whether it relate to changes in technology, climate or the other types of ever-present risks that our operations and stakeholders are exposed to, we strive to ensure our 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 & Internal Control on pages 187–195 of the Integrated Report 2022.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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.

Application	:	Applied	
Explanation on application of the practice	:	<p>The components of the Company's risk management and internal control framework, as well as the framework's adequacy and effectiveness are scribed in the Statement of Risk Management and Internal Control ("SORMIC") on pages 187 to 195 of the Integrated Report 2022.</p> <p>The SORMIC also provides the mitigating factors that are put in place by those responsible in managing the risks within RHB Banking Group.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 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 board committee comprises of three Independent Non-Executive Directors ("INEDs") who represent the respective major operating entities within the Group.</p> <p>The BRC met 18 times during the financial year 2022. The composition of the BRC and the attendance of members at the committee meetings, held in 2022, are as follows:</p> <table border="1"><thead><tr><th>BRC Composition</th><th>Attendance</th></tr></thead><tbody><tr><td>Donald Joshua Jaganathan (INED) – Chairman</td><td>18/18</td></tr><tr><td>Ong Ai Lin (INED)</td><td>15/18</td></tr><tr><td>Lim Cheng Teck (INED)</td><td>17/18</td></tr><tr><td>Chin Yoong Kheong (INED)</td><td>18/18</td></tr></tbody></table> <p>The full profiles of the Mr Donald, Ms Ong and Mr Lim is made available on pages 138-140 of the RHB Bank Berhad Integrated Report 2022.</p> <p>Chin Yoong Kheong's ("Mr Chin") profile:</p> <p>Mr Chin was appointed as an Independent Non-Executive Director of RHB Investment Bank Berhad on 1 August 2016. He was subsequently re-designated as Senior Independent Non-Executive Director on 30 September 2016. He also serves as the Chairman of the Board Risk Committee of RHB Investment Bank.</p> <p>Mr Chin holds a Bachelor of Arts with Honours in Economics from the University of Leeds and a Fellow of the Institute of Chartered Accountants in England and Wales. He is also a member of the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. Mr Chin has retired as a partner of KPMG, one of the leading accounting firms on 31 December 2013, after having served the firm for more than 34 years in the United Kingdom, Vietnam and Malaysia. Mr Chin's vast experience covers business solutions in areas such as strategy, human resources, performance improvement to the public and</p>	BRC Composition	Attendance	Donald Joshua Jaganathan (INED) – Chairman	18/18	Ong Ai Lin (INED)	15/18	Lim Cheng Teck (INED)	17/18	Chin Yoong Kheong (INED)	18/18
BRC Composition	Attendance											
Donald Joshua Jaganathan (INED) – Chairman	18/18											
Ong Ai Lin (INED)	15/18											
Lim Cheng Teck (INED)	17/18											
Chin Yoong Kheong (INED)	18/18											

	<p>infrastructure sector, consumer and industrial markets, and financial services industry. Throughout his long career with KPMG, Mr Chin's experience was in the audit function before specializing in taxation for 14 years. He was responsible for setting up the KPMG practice in Vietnam and subsequently headed KPMG's consulting practice for more than 7 years.</p> <p>Mr Chin's other directorships in public companies include RHB Islamic International Asset Management Berhad, RHB Securities (Thailand) Public Company Limited and Ayer Holdings Berhad.</p>
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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.

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

Intended Outcome

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.

Application	: Applied
Explanation on application of the practice	<p>Group Internal Audit (“GIA”) reports directly to the Board Audit Committee (“BAC”) and is independent from business and functional activities it audits. Its objectives, scope of authority and responsibilities are defined in the Internal Audit Charter which is approved by the Board.</p> <p>Based on the annual audit plan approved by the BAC, GIA reviews the adequacy and effectiveness of the Group’s risk management, internal control and governance processes implemented by the Management. Further details of the GIA’s activities and functions are set out in the BAC Report on pages 179-184 of the Integrated Report 2022.</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 169 auditors within GIA as at 31 December 2022. The GIA’s auditors are independent of the business operations and activities they audit as well as free from any relationships or conflicts of interest situations.</p> <p>GIA is currently headed by Alex Tan Aun Aun as the Group Chief Internal Auditor. He has more than 25 years of multifaceted experience in the banking business with more than 10 years’ experience in internal auditing. He holds a Bachelor of Commerce (Finance) degree from the University of Toronto and is a professional member of The Institute of Internal Auditors Malaysia.</p>

	<p>The internal audit function is carried out in line with its Internal Audit Charter and the requirements of the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing ("ISPPIA") and Bank Negara Malaysia's Guidelines on Internal Audit Function of Licensed Institutions.</p> <p>For the financial year ended 31 December 2022, the total internal audit cost incurred amounted to RM 35 million (2021: RM32.5 million).</p>	
Explanation for departure :		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board continues to ensure all stakeholders are treated fairly. This includes ensuring there is effective, transparent and regular communication with all our stakeholders to cultivate positive relationship between all parties.</p> <p>Stakeholders form an important part of RHB Banking Group's ecosystem and the Board along with the management of RHB continue to enhance the level of disclosures whilst also complying with the legal and regulatory promulgation that govern the Company. In the course of providing timely information to stakeholders, the Board has identified the following groups as the key stakeholders of the Group:</p> <ul style="list-style-type: none">• Shareholders;• Employees;• Customers;• Suppliers;• Business partners;• Regulators/Policy makers; and• Our local Communities. <p>The following are the methods of communication utilised by the Group to communicate with our stakeholders:</p> <p>General Meeting(s)</p> <p>The Board ensures shareholders are able to exercise their rights in attending and participating the Company's Annual General Meeting ("AGM") as well as other meetings as called by the Company or its shareholders. The Board provides the platform for shareholders to raise their concerns or queries and ensures all matters that are raised warrant a response. To ensure shareholders were accorded sufficient time to prepare for the AGM, the Notice of the AGM held in 2022 was provided 28 days in advance to shareholders.</p> <p>Pursuant to the Companies Act 2016, shareholders of RHB Bank Berhad have the right to, among others, the following:</p> <ul style="list-style-type: none">• vote on resolutions at general meetings;• call for general meeting(s);

- propose resolutions in the meeting agenda;
- appoint and remove directors;
- approve the fee and benefits for directors; and
- approve the fee or removal of auditors.

Corporate Website (www.rhbgroup.com)

The Group's corporate website is an important communication tool. The Website provides information on the Group's products & services, dividend, capital & debt instruments, credit rating, announcements released to media and Bursa Malaysia website, integrated/annual reports, financial reports, corporate structure, corporate governance report, notice of general meetings and minutes of general meetings on RHB Bank and its main operating subsidiaries which are publicly accessible.

The website also provides information on the following:

- Company's Constitution
- Board Charter
- Group Anti-Bribery & Anti-Corruption Policy
- Group Whistleblowing Policy
- Terms of Reference for Board Committees
- RHB's Sustainability journey
- Corporate Integrity Statement
- Organisational Anti-Corruption Plan (OACP)
- Quarterly performance results
- Information on historical general meeting documentation

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.

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

The Group also has 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:

Date	Event	Organizer
28 Feb 2022	Q4 2021 Financial Results Review	RHB, Investor Relations
28 Mar 2022	Investors Meeting	KAF Equities Sdn Bhd
13 Apr 2022	Investors Meeting	Kenanga Investment Bank
30 May 2022	Q1 2022 Financial Results Review	RHB, Investor Relations
1 Jun 2022	Investors Meeting	CLSA
14 Jul 2022	Investors Meeting	AmResearch
25 Jul 2022	Lunch Meeting	Kenanga Investment Bank
4 Aug 2022	TWP24 Analyst Briefing	RHB, Investor Relations
29 Aug 2022	Q2 2022 Financial Results Review	RHB, Investor Relations
06 Oct 2022	Investors Meeting	KAF Equities Sdn Bhd
12 Oct 2022	Investors Meeting	Employees Provident Fund (EPF)
13 Oct 2022	BofA Asian Credit Conference 2022	BofA Securities
29 Nov 2022	Q3 2022 Financial Results Review	RHB, Investor Relations

Further details on RHB's investor relations activities such as roadshows, analyst briefings and media briefings can be found on pages 89-91 of the Integrated Report 2022. Historical analyst/media briefings and press releases can be viewed on the RHB's corporate website @ www.rhbgroup.com.

Disclosures via Bursa Announcement LINK

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

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

	<p>Quarterly Reporting Timely announcements are made in line with the Listing Requirements on RHB's financial performance on a quarterly basis via the Bursa announcement LINK and RHB's Corporate Website.</p> <p>Compliance with Financial Reporting Standards The Board ensures that shareholders are provided with a clear, balanced and meaningful assessment of the Company's and the Group's financial performance, position and future prospects through the Annual Audited Financial Statements, quarterly reports and corporate announcements on significant events affecting the Company in accordance with the Bursa Malaysia's Main Market Listing Requirements and in compliance with relevant Financial Reporting Standards.</p> <p>Update on latest products and offerings RHB ensures its stakeholders are kept up-to-date with its latest financial products offering by disclosing the latest products on its corporate website.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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.

Application	:	Applied	
Explanation on application of the practice	:	The Company has published its 4 th iteration of its Integrated Report 2022 for its annual corporate reporting based on the International Integrated Reporting Council (“IIRC”)’s <IR> Framework.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges and believes that the Annual General Meeting (“AGM”) as a significant event and an important platform that has far reaching implications towards the Group and its stakeholders. As such, clear and timely communication with its shareholders is essential to ensure smooth proceedings.</p> <p>Shareholders are 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 and Corporate Governance Report, at least 28 days before the said meeting. The Notice ensures information on resolutions being tabled are clear and encapsulates necessary information for shareholders to make a clear decision on their voting.</p> <p>A typical RHB Bank Berhad’s Notice of AGM would include the following key information on resolutions to be approved by the shareholders:</p> <ul style="list-style-type: none">• Information on the venue, date and time of the AGM;• Voting rights and procedures;• Re-election and re-appointment of Directors (including profile);• Appointment/re-appointment of auditors;• Material mergers, acquisitions and divestments exercises (only Extraordinary General Meetings); and• Dividend payments. <p>The notice of the 56th AGM for the last meeting held in 2022 was provided 29 days prior to the meeting to shareholders as the announcement was made and the notice was distributed to the shareholders on 29 March 2022 while the AGM was held on 27 April 2022.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 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.

Application	:	Applied
Explanation on application of the practice	:	<p>All Directors attended the virtual Annual General Meeting (“AGM”) held on 27 April 2022 at Meeting Room 3, Level 16, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur (“Broadcast Venue”) and via the Boardroom Smart Investor Portal at www.boardroomlimited.my. The need for all Board members to be present during the AGM is also codified in the Company’s Board Charter.</p> <p>Directors Present</p> <ul style="list-style-type: none">• YBhg Tan Sri Ahmad Badri Mohd Zahir – Chairman• YBhg Tan Sri Dr Rebecca Fatima Sta Maria – Senior Independent Non-Executive Director (vide video conferencing)• YBhg Tan Sri Ong Leong Huat @ Wong Joo Hwa (vide video conferencing)• Ong Ai Lin (vide video conferencing)• Lim Cheng Teck (vide video conferencing)• Sharifatu Laila Syed Ali (vide video conferencing)• YBhg Dato' Mohamad Nasir Ab Latif (vide video conferencing)• Donald Joshua Jaganathan (vide video conferencing)• YBhg Datuk Iain John Lo (vide video conferencing)• Mohd Rashid Mohamad – Group Managing Director <p>Also in attendance</p> <ul style="list-style-type: none">• Azman Shah Md Yaman - Head of Group Legal, Secretariat & Governance/ Group Company Secretary• External Auditors: Messrs PricewaterhouseCoopers PLT (vide video conferencing)• Advocates & Solicitors: Messrs Zaid Ibrahim & Co and Messrs Kadir Andri & Partners (vide video conferencing)• Share Registrar/Poll Administrator: Boardroom Share Registrars Sdn Bhd• Scrutineers: Messrs KPMG PLT <p>A record of proceedings of this AGM can be found at https://www.rhbgroup.com/investor-relations/overview/index.html.</p>
Explanation for departure	:	

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

Intended Outcome

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

Practice 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.

Application	: Applied
Explanation on application of the practice	<p>The Fifty-Sixth Annual General Meeting (“AGM”) of RHB Bank Berhad was conducted fully virtual on 27 April 2022. The entire proceeding was broadcasted live and shareholders were allowed to participate remotely and vote in absentia. The broadcast venue was in RHB Bank Berhad’s corporate headquarters in compliance with the Standard Operational Procedures in-place in view of the enforcement of the Conditional Movement Control Order (CMCO) during the Covid-19 pandemic.</p> <p>The Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors' and Auditors' Reports thereon were received and duly tabled at the 56th AGM under Agenda 1.</p> <p>All resolutions 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 1,005 Members (comprising shareholders, proxies and corporate representatives) for a total of 2,732,373,033 shares representing approximately 65.95% of the total shareholdings have registered for the Company’s 56th AGM (“the Meeting”) through Remote Participation and Electronic Voting (“RPEV”) facilities as 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 https://www.rhbgroup.com/investor-relations/overview/index.html</p>

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

Intended Outcome

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

Practice 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.

<i>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.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Chairman, YBhg Tan Sri Ahmad Badri Mohd Zahir, began the meeting by introducing the members of the Board of Directors ("the Board") (most of whom participated remotely), 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 for the benefit of all shareholders.</p> <p>On behalf of the Board, the Chairman recorded his appreciation to YBhg Dato' Khairussaleh Ramli, the previous Group Managing Director of the Company who had left RHB Banking Group ("the Group") effective 25 March 2022 following 8 years of service since he joined the Group in 2013. He informed the Meeting that YBhg Dato' Khairussaleh Ramli had steered the Group with discipline and commitment, and over the course of his tenure, the Group had achieved many significant milestones while generating solid returns for the Company's shareholders. The Board recognised YBhg Dato' Khairussaleh Ramli's significant contribution to the Company over the past years and wished him all the best in his journey ahead.</p> <p>The Chairman then proceeded to inform members that Boardroom Share Registrars Sdn Bhd was appointed as the Poll Administrator to conduct the poll by way of electronic polling, and Messrs KPMG PLT 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 who were present at the Meeting on the process for online voting via the Boardroom Smart Investor Portal.</p> <p>Mohd Rashid Mohamad, the newly appointed Group Managing Director ("GMD") then proceeded to continue with the highlights of the Group's financial performance and the proposed Dividend</p>

	<p>Reinvestment Plan (“DRP”) and covered questions posed by the Minority Shareholders Watch Group (“MSWG”).</p> <p>The Chairman then highlighted that the Company had received questions from the Members through various medium and invited the GMD to address the said questions. The Chairman then proceeded to open the question and answers session with members. Response to the questions posted were provided by the GMD during the AGM.</p> <p>The complete list of questions (including the names of the members) received prior to and during the 56th AGM together with the answers for the same was attached as Attachment 2 and Attachment 3 to the minutes of AGM posted on RHB Bank Berhad’s corporate website at https://www.rhbgroup.com/files/investor-relations/overview/56th-AGM-Minutes.pdf</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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.

Application	:	Applied
Explanation on application of the practice	:	<p>During the 56th Annual General Meeting held on 27 April 2022, The Chairman, YBhg Tan Sri Ahmad Badri Mohd Zahir, highlighted that the Company had received questions from the Members through various medium including letters and emails and invited the Group Managing Director (“GMD”) to address the said questions.</p> <p>The 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. The Chairman then opened the session for questions and provided ample time for members to take their opportunity to enquire on any related matter. Members took the opportunity to raise questions on the company’s performance on both financial and non-financial matters including corporate governance. The GMD then responded to the questions received from the Members during the Meeting, and provided the responses for the same, accordingly.</p> <p>The complete list of questions received prior to and during the 56th AGM together with the answers for the same is attached as Attachment 2 and Attachment 3 to the Minutes of the 56th Annual General Meeting (“AGM”) of RHB Bank Berhad available for download at https://www.rhbgroup.com/files/investor-relations/overview/56th-AGM-Minutes.pdf</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

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>	
Application	: Applied
Explanation on application of the practice	: 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. A copy of the AGM minutes and webcast can be found at https://www.rhbgroup.com/files/investor-relations/overview/56th-AGM-Minutes.pdf . In addition, the outcome of the AGM was also posted on upon the conclusion of the AGM on 27 April 2022 on the Bursa Malaysia Announcement Link.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

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

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

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

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

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

Name and designation of each director

The disclosure is made on page 136 to 140 of the Integrated Report 2022 as well as on the RHB Group’s corporate website at www.rhbgroup.com.

Key personal details and background of directors

The disclosure is made on page 136 to 140 of the Integrated Report 2022 as well as on the RHB Group’s corporate website at www.rhbgroup.com.

Chairman and members of each board committee

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

Committee	Reference Document	Page/Section
Board Audit Committee	Integrated Report 2022	Pg 138 to Pg 140 & Pg 179
	CG Report 2022	Practice 9.4 (Step-up)
Board Nominating & Remuneration Committee	Integrated Report 2022	Pg 137 to Pg 140
	CG Report 2022	Practice 5.8
Board Risk Committee	Integrated Report 2022	Pg 138 to Pg 140
	CG Report 2022	Practice 10.3 (Step-up)
Board Sustainability Committee	Integrated Report 2022	Pg 137 to Pg 140
	CG Report 2022	Practice 4.1

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

Board Credit Committee (“BCC”) – Membership

- **Dato’ Abd Rahman Dato’ Md Khalid (Chairman)**
Profile: Dato’ Abd Rahman is the Senior Independent Non-Executive Director of RHB Islamic Bank. He also serves as the Chairman of RHB Islamic Bank’s Risk Management Committee.
- **Tan Sri Ong Leong Huat**
Profile: 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.
- **Lim Cheng Teck**
Profile: Mr Lim is an Independent Non-Executive Director of RHB Bank Berhad. He is also a member of Board Risk Committee.

Responsibility

The BCC is responsible to affirm, veto or include additional conditions on all types of credit applications (including understock/futures broking) and all types of underwriting applications for amounts above the defined thresholds of the Group Credit Committee (“GCC”) and the Group Investment & Underwriting Committee (“GIUC”), both which reside at the management level. For the financial year under review, there were **32 meetings** held with **no absentees**.

Investment Committee (RHB Insurance Berhad) - Membership

- **Shaifubahrim Bin Mohd Saleh (Chairman)**
Profile: Encik Shaifubahrim Mohd Saleh 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.
- **Wong Pek Yee**
Profile: Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad.
- **Dato’ Darawati Hussain**
Profile: Dato’ Darawati is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.

Responsibility

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

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

- **Yap Chee Meng (Chairman)**
Profile: Mr Yap is an Independent Non-Executive Chairman of RHB Asset Management Sdn Bhd.
- **Dato’ Darawati Hussain**
Profile: Dato’ Darawati is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
- **Sharifatu Laila Syed Ali**
Profile: Puan Sharifatu is an Independent Non-Executive Director of RHB Bank Berhad. She also serves as a Member of the Board Nominating & Remuneration Committee.

Responsibility

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

Shariah Committee (“SC”) - Membership

- Dr Ahmad Basri Ibrahim (Chairman)
- Dr Kamaruzaman Noordin
- Shabnam Mohamad Mokhtar
- Dr Md. Nurdin bin Ngadimon
- Dr Abdul Rahman A. Shukor

The full profile of the Shariah Committee members can be found on page 144 to 145 of the Integrated Report 2022.

Responsibility

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

Islamic Board Risk Management Committee (“IBRMC”) - Membership

- **Dato’ Abd Rahman Dato’ Md Khalid (Chairman)**
Profile: Dato’ Abd Rahman is the Senior Independent Non-Executive Director of RHB Islamic Bank.
- **Dato’ Foong Chee Meng**
Profile: Dato’ Foong is the Independent Non-Executive Director of RHB Islamic Bank.
- **Ong Ai Lin**
Profile: Ms Ong is an Independent Non-Executive Director of RHB Bank Berhad. She also serves as the Chairperson of the Board Audit Committee and a Member of the Board Risk Committee.

Responsibility

The IBRMC 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 IBRMC 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.

Audit Committee (RHB Asset Management Sdn Bhd - “ACRHAM”) - Membership

- **Chin Yoong Kheong (Chairman)**
Profile: Mr Chin is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
- **Dato’ Darawati Hussain**
Profile: Dato’ Darawati is an Independent Non-Executive Director RHB Asset Management Sdn Bhd.
- **Hijah Arifakh Othman**
Profile: Hijah Arifakh is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.

The full profile of the ACRHBAM members can be found on the corporate website.

Responsibility

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

Risk Committee (RHB Insurance Berhad - "BRCI") - Membership

- **Wong Pek Yee (Chairman)**
Profile: Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad.
- **Shaifubahrim Bin Mohd Saleh**
Profile: Encik Shaifubahrim is an Independent Non-Executive Director of RHB Insurance Berhad.
- **Jahanath Muthusamy**
Profile: Mr Jahanath is an Independent Non-Executive Director of RHB Insurance Berhad. The full profile of the BRCI members of RHB Insurance Berhad can be found on the corporate website.

Responsibility

The Risk Committee provides oversight and governance of risks for the Company to ensure that the risk management processes are functional and effective.

Audit Committee (RHB Insurance Berhad - "BACI") - Membership

- **Donald Joshua Jaganathan (Chairman)**
Profile: Mr Donald is the Independent Non-Executive Director of RHB Bank Berhad and RHB Insurance Berhad.
- **Wong Pek Yee**
Profile: Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad.
- **Sharifatu Laila Syed Ali**
Profile: Puan Sharifatu is an Independent Non-Executive Director of RHB Bank Berhad and RHB insurance Berhad. She also serves as a Member of the Board Nominating & Remuneration Committee.

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.

Meeting attendance of Directors

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

Board & Board Committee	Reference Document	Page/Section
RHB Bank Berhad Board	Integrated Report 2022	Pg. 136 to Pg. 140
	CG Report 2022	Practice 1.1
Board Audit Committee	Integrated Report 2022	Pg. 179
	CG Report 2022	Practice 9.4 (Step-up)
Board Nominating & Remuneration Committee	Integrated Report 2022	Pg. 161
	CG Report 2022	Practice 5.8

Board Risk Committee	Integrated Report 2022	Pg. 161
	CG Report 2022	Practice 10.3 (Step-up)
Board Sustainability Committee	Integrated Report 2022	Pg. 161
	CG Report 2022	Practice 4.1
Board Credit Committee	CG Report 2022	Pg. 111 (Section B)

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

During FY2022, the Board welcomed a new member as the Group oversaw changes to its senior leadership with the elevation of Encik Mohd Rashid Mohamad to the position of Group Managing Director/Chief Executive Officer of RHB Banking Group.

The appointment of Encik Mohd Rashid from within ensured business continuity and is a testament to our faith and commitment in our succession planning process put in place by the Board.

Board Training and Development – Induction Programme

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

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.

Directors' Continuous Development

The Board has in place a Standard Procedures on Directors' In-House Orientation and Continuous Education Programme for RHB Banking Group to ensure the Directors are accorded sufficient support in receiving the required development to perform their duties.

The Board emphasises the importance of continuing education and training for its Directors to ensure they keep up with the latest developments in the areas related to their duties. A budget for Directors' training is provided each year by RHB Bank. The Board, as part of the Board Effectiveness Evaluation ("BEE") exercise, assesses the training needs of each Director annually.

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

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

During 2022, the Directors of RHB Bank Berhad attended the following training/programmes:

No	Directors	Topic	Venue / Organisation	Training Scope & Description
1	Tan Sri Ahmad Badri Mohd Zahir (Chairman)	MyFintech Week 2022 (24-28 January 2022)	Bank Negara Malaysia	<ul style="list-style-type: none"> Promote awareness on critical issues concerning the financial sector Advance policy initiatives and spur digitalisation of the economy Act as a platform for stakeholders within the Malaysian fintech ecosystem to connect and collaborate with one another
		Fostering Market Dynamism: Advance the Development of Open Data Ecosystem and Potential Shared Data Infrastructures (27 January 2022)	Bank Negara Malaysia	<ul style="list-style-type: none"> Development of open data ecosystem
		Board & Leadership Talk Series #1 – What Matters in Customer Experience Transformations (7 February 2022)	Employees' Provident Fund (EPF)	<ul style="list-style-type: none"> Customer Experience Transformations
		In House Training 'Interbank Transactions and Counterparty Limits' (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> Types of FI Relationship Relationship Management Application Methodology Framework for Setting of Bank Limit Risk Mitigation Measures Nostro & Vostro Accounts
		TCFD Climate Disclosure Training Programme - (Complimentary CPD-certified programme provided by the UN SSE, IFC and CDP in collaboration with Bursa Malaysia) (2 March 2022)	Bursa Malaysia	<ul style="list-style-type: none"> Climate risk & opportunity, financial stability and reporting Global & Malaysian reporting landscape Overview of the TCFD Recommendations Interactive discussion exercise Practical steps for implementation Support and resources available
		TCFD Climate Disclosure Training Programme - (Complimentary CPD-certified programme provided by the UN SSE, IFC and CDP in collaboration with Bursa Malaysia) (9 March 2022)	Bursa Malaysia	<ul style="list-style-type: none"> Provides an in-depth programme during which participants will review sample TCFD reports and wider good practice. The course will also focus on setting up internal processes for reporting and potential first areas to get started on. Deep dive into the TCFD recommended disclosures including good practice case studies.

				<ul style="list-style-type: none"> • Developing internal processes & overcoming challenges • Disclosure review discussion exercise • Supporting your TCFD journey: Further resources & TCFD
		<p>“Overview on Corruption Risk Management (“CRM”) & Organisational Anti-Corruption Plan (“OACP”) (9 March 2022)</p>	RHB Banking Group	<ul style="list-style-type: none"> • Corruption Risk Management • Organisational Anti-Corruption Plan
		<p>Board & Leadership Talk Series #2 – Power Up Your Culture (6 May 2022)</p>	Employees’ Provident Fund (EPF)	<ul style="list-style-type: none"> • Understanding culture of diversity, inclusivity and equality • Role of leaders to drive and power up culture in an organisation • Appreciating the evolving culture in organisation
		<p>ICDM Training “The Rise of ESG and Sustainability in the Boardroom” (1 June 2022)</p>	Sime Darby Berhad	<ul style="list-style-type: none"> • Define Sustainability & ESG from the risk & opportunity’s perspective • Integrate the identified ESG parameters into organisation’s vision, goals and metrics • Increase engagement on ESG matters, both internally and externally • Identify the challenges in accelerating the ESG strategy programme • Develop best practices to build an ESG conscious culture within the organisation
		<p>Board & Leadership Talk Series #3 – Wellness Leadership (15 July 2022)</p>	Employees’ Provident Fund (EPF)	<ul style="list-style-type: none"> • Understanding wellbeing leadership and the practice to be part of it • Leadership behaviours that will help to improve wellbeing of the team • Things that leaders can help to reduce emotional exhaustion among employees
		<p>Board & Leadership Talk Series #4 – Cloud is the Future (12 August 2022)</p>	Employees’ Provident Fund (EPF)	<ul style="list-style-type: none"> • Benefits of cloud adoption • Mitigating risks associated with cloud adoption
		<p>Board & Leadership Talk Series #5 – In a Crisis, Agility is Ability, Flexibility is a Superpower (9 September 2022)</p>	Employees’ Provident Fund (EPF)	<ul style="list-style-type: none"> • Understanding the difference between agility and flexibility • The reasons why Leaders need to be agile and flexible
		<p>IIC-SIDC Corporate Governance Conference 2022 (23 September 2022)</p>	Securities Commission Malaysia	<ul style="list-style-type: none"> • Discuss key trends impacting the Boards and companies • Assess the challenges facing CG actors, particularly independent directors, to discharge its oversight and stewardship roles

				<ul style="list-style-type: none"> Develop the plans and strategies in enhancing corporate governance practices in investee companies
		<p>Training on “Conflict of Interest Management” (7 October 2022)</p>	RHB Banking Group	<ul style="list-style-type: none"> Primer on conflicts of interest (“COI”) Directors’ duties in general and duty to avoid conflict Types of COI including elements of potential conflict Applicable legal and regulatory requirements, including – Malaysian Code on Corporate Governance, SC’s Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements Key provisions of RHB Conflict Policy Managing COI Examples of common COI scenarios Assessment of risks Managing COI – record-keeping, implementing policies and escalation procedures
		<p>World Social Security Forum (24-26 October 2022)</p>	International Social Security Organisation	<ul style="list-style-type: none"> Key role of social security for resilience and inclusive societies Sustainable, adequate, well-governed and accessible social security systems. New ISSA global Network, share, learn and shape the future of social security together.
		<p>Shariah Program: Blue Economy Opportunities, Challenges and Lessons for Islamic Finance (23 November 2022)</p>	RHB Islamic Bank Berhad	<ul style="list-style-type: none"> About the Ocean & Blue Economy Function of Ocean – Environmental & Economic Role Blue Economy Sectors – Energy, Fishery, Aquaculture, Coral Reef, Shipping, Plastic UN Global Compact 10 Ambitions for Ocean Stewardship Opportunities in the Blue Economy Challenges in the Blue Economy Interconnectivity Awareness & Investor Approach
2	Mohd Rashid Mohamad (GMD /GCEO)	<p>Interbank Transactions & Counterparty Limit (11 February 2022)</p>	RHB Banking Group	<ul style="list-style-type: none"> Transactions and counterparty limits
		Module 1:	Securities Industry Development	<ul style="list-style-type: none"> Board Fundamental and Core Duties

		<p>Directors as Gatekeepers of Market Participants</p> <p>Module 2A: Business Challenges and Regulatory Expectations (Equities & Futures Broking)</p> <p>Module 2B: Business Challenges and Regulatory Expectations (Fund Management)</p> <p>(21 - 23 February 2022)</p>	<p>Corporation (SIDC)</p>	<ul style="list-style-type: none"> • Board and the Malaysian Code on Corporate Governance • Nature of the relevant business (stockbroking, investment banking and futures broking), including its shifting trends and regulatory and competitive changes • Overview of the expected competencies to understand the nature, conduct and performance of the relevant business • Challenges in the operations, systems and procedures in terms of minimum requirements and best practices to meet the expectations laid out in the applicable SC Guidelines • Nature of fund management business • Overview of the expected skillset of directors to understand their overall responsibilities, the nature, conduct and performance of fund management business • Challenges in the operations, systems and procedures in terms of minimum requirements and best practices to meet the expectations laid out in the applicable SC Guidelines
		<p>Module 3: Risk Oversight and Compliance – Action Plan for Board of Directors</p> <p>To be advised</p> <p>Module 4: Current and Emerging Regulatory Issues in the Capital Market</p> <p>(26 – 27 May 2022)</p>	<p>Securities Industry Development Corporation (SIDC)</p>	<ul style="list-style-type: none"> • Role of the board of directors in building and sustaining an effective ethics and compliance framework that aims to meet the directors' fiduciary duties • The board's role in managing conflicts of interest situations • Recognise the emerging issues potentially affecting the business of licensed intermediaries • The Securities Commission Malaysia: Regulatory Expectations
		<p>FIDE Core Program Module A (Bank)</p> <p>(13 – 16 June 2022)</p>	<p>FIDE Forum</p>	<ul style="list-style-type: none"> • Understanding of sound governance principles, their roles and responsibilities, and how these responsibilities are fulfilled in practice. • Engage with international thought leaders with vast experience and knowledge in the field of corporate governance. • Highly interactive and stimulating experience, during which the faculty will take participants through real-life case studies and scenarios.

		ICDM Mandatory Accreditation Programme (MAP) (21 – 23 June 2022)	ICDM	<ul style="list-style-type: none"> • Identify the knowledge, competencies and attributes that are expected from the directors of today • Recognize the legal, regulatory & governance issues and challenges that board members face in the current business environment / climate • Describe the role of the board as stewards of the organisation especially in relation to board dynamics, power, influence and conflicts • Establish what makes exemplary boards including determinants of board effectiveness • Explore contemporary 6 yet critical topics including culture, stakeholder and the sustainability agenda • Outline a director's responsibilities and obligations under Bursa Malaysia's Listing Requirements
		FIDE Core Program Module B (Bank) (8 - 11 August 2022)	FIDE Forum	<ul style="list-style-type: none"> • Understanding of sound governance principles, their roles and responsibilities, and how these responsibilities are fulfilled in practice. • Engage with international thought leaders with vast experience and knowledge in the field of corporate governance. • Highly interactive and stimulating experience, during which the faculty will take participants through real-life case studies and scenarios.
		Training on "Conflict of Interest Management" (7 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Primer on conflicts of interest ("COI") • Directors' duties in general and duty to avoid conflict • Types of COI including elements of potential conflict • Applicable legal and regulatory requirements, including – Malaysian Code on Corporate Governance, SC's Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements • Key provisions of RHB Conflict Policy • Managing COI • Examples of common COI scenarios • Assessment of risks

				<ul style="list-style-type: none"> Managing COI – record-keeping, implementing policies and escalation procedures
		Islamic Finance for Board of Directors (IF4BOD) (9 – 10 November 2022)	ISRA International Consulting Sdn. Bhd.	<ul style="list-style-type: none"> Enhance Director's appreciation on the dynamics of Shariah principles in shaping different offerings of Islamic banking business. Provide Directors with diverse perspectives from within and beyond the Islamic banking community on contemporary issues in the industry. Equip Directors with practical understanding on the value propositions of Islamic finance and its specificities vis-à-vis conventional banking with the aim of enhancing business potential.
		Blue Economy Opportunities, Challenges and Lessons for Islamic Finance -Shariah Program (23 November 2022)	RHB Banking Group	<ul style="list-style-type: none"> About the Ocean & Blue Economy Function of Ocean – Environmental & Economic Role Blue Economy Sectors – Energy, Fishery, Aquaculture, Coral Reef, Shipping, Plastic UN Global Compact 10 Ambitions for Ocean Stewardship Opportunities in the Blue Economy Challenges in the Blue Economy Interconnectivity Awareness & Investor Approach
		Anti-Bribery and Corruption (e-learning) (9 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> Laws governing bribery & corruption Internal Policies and Procedures Whistleblowing channels Gift & Hospitality
		Secrecy and Information Protection Training (e-learning) (9 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> Importance of protecting information Legal requirements of protecting confidential information
		Information Security Awareness (e-learning) (10 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> Cultivating strong security culture Importance of IT security
		Introduction to Data and Information Management (e-learning) (13 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> Information and data management
		RHB AML/CFT (Malaysia) (e-learning) (12 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> Culture, Conduct and Accountability AML Governance Sanctions Transaction Monitoring

		Media Spokespersons Training (e-learning) (20 July 2022)	RHB Banking Group	
3	Tan Sri Ong Leong Huat (NINED)	Briefing session on Interbank Transactions & Counterparty Limit (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Types of FI Relationship • Relationship Management Application • Methodology Framework for Setting of Bank Limit • Risk Mitigation Measures • Nostro & Vostro Accounts
		Training on “Conflict of Interest Management” (7 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Primer on conflicts of interest (“COI”) • Directors’ duties in general and duty to avoid conflict • Types of COI including elements of potential conflict • Applicable legal and regulatory requirements, including – Malaysian Code on Corporate Governance, SC’s Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements • Key provisions of RHB Conflict Policy • Managing COI • Examples of common COI scenarios • Assessment of risks • Managing COI – record-keeping, implementing policies and escalation procedures
		Shariah Program: Blue Economy Opportunities, Challenges and Lessons for Islamic Finance (23 November 2022)	RHB Islamic Bank Berhad	<ul style="list-style-type: none"> • About the Ocean & Blue Economy • Function of Ocean – Environmental & Economic Role • Blue Economy Sectors – Energy, Fishery, Aquaculture, Coral Reef, Shipping, Plastic • UN Global Compact 10 Ambitions for Ocean Stewardship • Opportunities in the Blue Economy • Challenges in the Blue Economy • Interconnectivity • Awareness & Investor Approach
4	Dato’ Mohamad Nasir Ab Latif (NINED)	EPF Climate Change and Workers Well Being (17 January 2022)	Employees Provident Fund (EPF)	<ul style="list-style-type: none"> • Climate Change • Employees health and well being
		PLUS Safety Day 22 (21 January 2022)	PLUS Berhad	<ul style="list-style-type: none"> • Safety and Health
		In House Training ‘Interbank Transactions and Counterparty Limits’	RHB Banking Group	<ul style="list-style-type: none"> • Types of FI Relationship • Relationship Management Application

		(11 February 2022)		<ul style="list-style-type: none"> • Methodology Framework for Setting of • Bank Limit • Risk Mitigation Measures • Nostro & Vostro Accounts
		Sustainability for the Palm Oil Sector (17 March 2022)	FIDE Forum	<ul style="list-style-type: none"> • List the issues pertaining to palm oil sustainability; • Articulate the expectations of different of stakeholder groups within the palm oil sector; • List some strategies palm oil companies can employ to mitigate their sustainability risks; • Explain some challenges that may arise in managing these risks.
		Sustainable Investment Policy (31 March 2022)	Employees Provident Fund (EPF)	<ul style="list-style-type: none"> • Sustainability focused investment
		Sustainability in the Energy Sector (12 April 2022)	FIDE Forum	<ul style="list-style-type: none"> • Explain how technical, political, and economic factors are changing the world's energy mix; • List policy instruments that governments are deploying to promote green investments and how they affect capital allocation; • List some strategies palm oil companies can employ to mitigate their sustainability risks; • List the main ESG concerns that investors have and how firms in the energy value chain are dealing with them; • Identify some key issues and pitfalls especially in the transition journey that directors should be looking out for.
		Task Force on Climate Related Financial Disclosures Impact of Covid & Emerging Risks and What we need to Do Ready Our Organisation (8 May 2022)	ERM Consulting	<ul style="list-style-type: none"> • Climate Related Financial Disclosures • COVID-19 impact
		Empowering and Rewarding the Boardroom Brigade (18 May 2022)	KPMG	<ul style="list-style-type: none"> • Directors' and Officers' (D&O) Indemnity Insurance - Are NEDs appropriately covered? • Narrowing the disparity between Board Committee Remuneration • Incorporation of Environmental, Social and Governance (ESG) into Remuneration Policies • Increase in overall remuneration package for High Stature Individuals

			<ul style="list-style-type: none"> • Impact of Covid-19 on meeting allowances and benefits-in-kind • Say on pay strategy and remuneration framework
		Fiduciary Duties of Board and Investment Panel (7 June 2022)	Messrs Shook Lin & Bok <ul style="list-style-type: none"> • Fiduciary Duties & Responsibilities of Directors
		Heavy Vehicle Technology and Safety Conference (17 August 2022)	MIROS Malaysia <ul style="list-style-type: none"> • Technology & Safety
		Talk on “Corporate Governance & Remuneration Practices for The ESG World” (6 September 2022)	FIDE Forum <ul style="list-style-type: none"> • Sustainability governance and management structures; • Appointment, experience, qualifications and reporting relationships of chief sustainability officers; • Use of independent assurance for sustainability reports; • Incorporating ESG factors into remuneration policies; • Other possible changes in current corporate governance practices to align with the focus on ESG factors.
		Training on “Conflict of Interest Management” (7 October 2022)	RHB Banking Group <ul style="list-style-type: none"> • Primer on conflicts of interest (“COI”) • Directors’ duties in general and duty to avoid conflict • Types of COI including elements of potential conflict • Applicable legal and regulatory requirements, including – Malaysian Code on Corporate Governance, SC’s Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements • Key provisions of RHB Conflict Policy Managing COI • Examples of common COI scenarios • Assessment of risks • Managing COI – record-keeping, implementing policies and escalation procedures
		Navigating Venture Capital and Technology Investment in Malaysia (19 October 2022)	Ernst & Young Advisory <ul style="list-style-type: none"> • Venture Capital • Investment in Technology in Malaysia
		Shariah Program: Blue Economy Opportunities, Challenges and Lessons for Islamic Finance (23 November 2022)	RHB Islamic Bank Berhad <ul style="list-style-type: none"> • About the Ocean & Blue Economy • Function of Ocean – Environmental & Economic Role

				<ul style="list-style-type: none"> • Blue Economy Sectors – Energy, Fishery, Aquaculture, Coral Reef, Shipping, Plastic • UN Global Compact 10 Ambitions for Ocean Stewardship • Opportunities in the Blue Economy • Challenges in the Blue Economy • Interconnectivity • Awareness & Investor Approach
		ESG Disclosures: Improving the Quality of ESG Data and its Impact (24 November 2022)	SIDC	<ul style="list-style-type: none"> • length the ESG disclosures dynamics and perspectives in relations to its importance, the quality of data and information gathered, disclosure gaps as well as the challenges it brings. • explore Bursa Malaysia's Sustainability reporting and how business organisations may benefit and make a greater impact in showcasing the organisation's sustainable performance and overall value to its stakeholders.
5	Tan Sri Dr Rebecca Fatima Sta Maria (Senior INED)	Briefing session on Interbank Transactions & Counterparty Limit (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Types of FI Relationship • Relationship Management Application • Methodology Framework for Setting of Bank Limit • Risk Mitigation Measures • Nostro & Vostro Accounts
		Overview on Corruption Risk Management (CRM) & Organizational Anti-Corruption Plan (OACP) (9 March 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Corruption Risk Management • Organisational Anti-Corruption Plan
6	Datuk Iain John Lo (INED)	Briefing session on Interbank Transactions & Counterparty Limit (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Types of FI Relationship • Relationship Management Application • Methodology Framework for Setting of Bank Limit • Risk Mitigation Measures • Nostro & Vostro Accounts
		BNM-FIDE FORUM Dialogue: Climate Risk Management and Scenario Analysis (8 March 2022)	FIDE Forum	<ul style="list-style-type: none"> • Effective oversight of climate-related risks to safeguard the financial institution's resilience against the adverse impacts of climate change.
		Overview on Corruption Risk Management (CRM) & Organizational Anti-Corruption Plan (OACP) (9 March 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Corruption Risk Management • Organisational Anti-Corruption Plan
		OTC Asia Setting the Pace for Future Energy (22 March 2022)	OTC Asia	<ul style="list-style-type: none"> • How can technology breakthroughs and innovations set the pace for transition and future energy?

				<ul style="list-style-type: none"> • Which business models are best suited to capture emerging growth opportunities? • What does the next phase of the energy transition look like? • How is the industry addressing the challenges of the energy transition? • What are the key lessons being learned? • What new approaches are being pioneered in Asia? • What are the successful strategies that have been adopted elsewhere that could be applied in Asia?
		<p>Elective Program Namely Risk Management in Technology (RMiT): Sharing of Insights and Discussion on the Strategic Aspects of IT Risks (20 July 2022)</p>	Asia School of Business (ASB)	<ul style="list-style-type: none"> • Overview of the RMIT Policy and its impact on the role and responsibilities of directors on the boards of financial institutions, particularly in providing oversight of strategic aspects of IT risks. • Readiness and capacity of board members to deal with an expanded list of responsibilities in an industry that is facing both technological and financial disruptions. • Are boards of financial institutions sufficiently equipped to provide governance and strategic leadership in the journey of digital transformation of their institutions? • What can be done to close the gaps in the process?
		<p>Emerging Trends Talk #3: ESG Oversight: Role of the Board (25 August 2022)</p>	Institute of Corporate Directors Malaysia (ICDM)	<ul style="list-style-type: none"> • Identify opportunities, risks and potential impact of existing and emerging ESG issues on the organization • Determine the current maturity of their organization's ESG strategies • Identify tips to maximize the effectiveness of board's ESG oversight
		<p>Corporate Governance & Remuneration Practices for The ESG World (6 September 2022)</p>	Asia School of Business (ASB)	<ul style="list-style-type: none"> • Sustainability governance and management structures; • Appointment, experience, qualifications and reporting relationships of chief sustainability officers; • Use of independent assurance for sustainability reports; incorporating ESG factors into remuneration policies; • Other possible changes in current corporate governance practices to align with the focus on ESG factors.

		MOGSEC Conference Charting the Future of Oil, Gas and Energy in the Region (15 September 2022)	MOGSC	<ul style="list-style-type: none"> • Become more aware of the challenges and opportunities for the petrochemical industry and its value chain. • Learn about the latest technologies that can support the industry transition. • Interact with key policy makers and learn how new policies can support the industry transition. • Have questions answered directly by experts in the industry, government and academia. • Network with professionals and thought leaders (movers and shakers') impacting the petrochemical sector and beyond.
		Climate Governance Initiative Global Summit 2022: Ambition to Action (12 October 2022)	Climate Governance Initiative	<ul style="list-style-type: none"> • New Zealand's progress toward climate-related disclosures • Zero ambitions: What is the role of board on climate • Agriculture sector – challenges and action • What gets measured: how investors approach climate disclosure and metrics • Sustainable financing, sustainable future
		Securities Commission Malaysia's (SC) Audit Oversight Board (AOB) (17 November 2022)	Securities Industry Development Corporation (SIDC)	<ul style="list-style-type: none"> • Role of AOB in promoting high quality auditing through their oversight of the audit process and the auditor. • Engaging with the ACs and equipping them with information to enable them to carry out their oversight responsibilities more effectively.
		ERM COP27 C-Suite Takeaways for Malaysia (5 December 2022)		<ul style="list-style-type: none"> • Risk Management • Challenges
		ICDM Advocacy Dialogue on Bursa's Enhanced Sustainability Reporting (12 December 2022)	Institute of Corporate Directors Malaysia (ICDM)	<ul style="list-style-type: none"> • Discussion on the enhanced requirements – key highlights of the additional disclosures • Understanding the disclosure requirements and its implications – existing and new • Strengthening compliance with the enhanced framework.
7	Ong Ai Lin (INED)	BNM-FIDE FORUM MyFintech Week Masterclasses (27 January 2022)	FIDE Forum	<ul style="list-style-type: none"> • Securing Results from Digital Transformation • Web 3.0 and the future of finance • Deep dive into DeFi
		Interbank Transactions & Counterparty Limit (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Types of FI Relationship • Relationship Management Application • Methodology Framework for Setting of Bank Limit

			<ul style="list-style-type: none"> • Risk Mitigation Measures • Nostro & Vostro Accounts
		BNM-FIDE FORUM Dialogue: Climate Risk Management and Scenario Analysis (8 March 2022)	FIDE Forum <ul style="list-style-type: none"> • Effective oversight of climate-related risks to safeguard the financial institution's resilience against the adverse impacts of climate change.
		Overview on Corruption Risk Management (CRM) & Organizational Anti-Corruption Plan (OACP) (9 March 2022)	RHB Banking Group <ul style="list-style-type: none"> • Corruption Risk Management • Organisational Anti-Corruption Plan
		TCFD Climate Disclosure Training Programme [Complimentary CPD-certified programme provided by the UN SSE, IFC and CDP in collaboration with Bursa Malaysia] (9 March 2022)	Bursa Malaysia <ul style="list-style-type: none"> • Provides an in-depth programme during which participants will review sample TCFD reports and wider good practice. The course will also focus on setting up internal processes for reporting and potential first areas to get started on. • Deep dive into the TCFD recommended disclosures including good practice case studies. • Developing internal processes & overcoming challenges • Disclosure review discussion exercise • Supporting TCFD journey: Further resources & TCFD
		BNM-World Bank Group Report Launch (15 March 2022)	BNM and World Bank <ul style="list-style-type: none"> • Launching of a report on Exploring Nature-Related Financial Risks in Malaysia. Malaysia's experience as a "megadiverse" emerging nation provides an opportunity to see how nature-related risks can be assessed and opportunities considered to improve economic and nature-related outcomes.
		The Golden Key to Zero Trust Security (28 April 2022)	Ernst & Young Advisory <ul style="list-style-type: none"> • Managing cyber risk • Challenges if de-centralisation of IT
		MIA International Accountants Conference 2022 (8 –9 June 2022)	Malaysian Institute of Accountants (MIA) <ul style="list-style-type: none"> • Charting the Sustainability Journey • Driving Sustainable Development Through Tax Transparency • Adapt and Thrive – Transform the Profession Globally
		Training on "Conflict of Interest Management" (7 October 2022)	RHB Banking Group <ul style="list-style-type: none"> • Primer on conflicts of interest ("COI") • Directors' duties in general and duty to avoid conflict • Types of COI including elements of potential conflict • Applicable legal and regulatory requirements, including – Malaysian Code

				<p>on Corporate Governance, SC's Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements</p> <ul style="list-style-type: none"> • Key provisions of RHB Conflict Policy Managing COI • Examples of common COI scenarios • Assessment of risks • Managing COI – record-keeping, implementing policies and escalation procedures
		<p>Inflation, Looming Recession & Climate Change: A Tricky Balancing Act by Professor Roberto Rigobon and Mr. Allen Ng (7 November 2022)</p>	<p>Asia School of Business (ASB)</p>	<ul style="list-style-type: none"> • Disruptions to global supply chains especially of food and fuel. • Containing the inflationary pressures • Climate change
		<p>Shariah Program: Blue Economy Opportunities, Challenges and Lessons for Islamic Finance (23 November 2022)</p>	<p>RHB Islamic Bank Berhad</p>	<ul style="list-style-type: none"> • About the Ocean & Blue Economy • Function of Ocean – Environmental & Economic Role • Blue Economy Sectors – Energy, Fishery, Aquaculture, • Coral Reef, Shipping, Plastic • UN Global Compact 10 Ambitions for Ocean Stewardship • Opportunities in the Blue Economy • Challenges in the Blue Economy • Interconnectivity • Awareness & Investor Approach
		<p>The Emerging Trends Threats and Risks to the Financial Services Industry - Managing Global Risk Investment and Payment System (24 November 2022)</p>	<p>Asia School of Business (ASB)</p>	<ul style="list-style-type: none"> • Future trends towards policy development and investment • Emerging trends in varied disruptions and how advanced risk management is necessary towards price stability, and investment climate • Polarization of different economic stand from expert opinions, and predictions from the experts on the opportunities from these developments • Response of nations in coping with economic hegemony • Policy risk impact of climate change, international trade disruptions
8	Sharifatu Laila Syed Ali (INED)	<p>FIDE Core Program Module A (Insurance) (13 – 14 January 2022)</p>	<p>Asia School of Business (ASB)</p>	<ul style="list-style-type: none"> • To emphasize and reinforce a clear understanding of the role of the board and the

				<p>fiduciary responsibilities of individual directors to all stakeholders.</p> <ul style="list-style-type: none"> To deepen boards' understanding of the principles of sound governance, and to translate these into practice; lessons from within best-in-class organizations, and how they inculcate values throughout the organization and promote organizational values and effectiveness. To equip directors with tools and strategies that can be applied to build a dynamic and sustainable management team.
		BNM-FIDE FORUM MyFintech Week Masterclasses (27 January 022)	FIDE Forum	<ul style="list-style-type: none"> Securing Results from Digital Transformation Web 3.0 and the future of finance Deep dive into DeFi
		In House Training 'Interbank Transactions and Counterparty Limits' (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> Types of FI Relationship Relationship Management Application Methodology Framework for Setting of Bank Limit Risk Mitigation Measures Nostro & Vostro Accounts
		BNM-FIDE FORUM Dialogue: Climate Risk Management and Scenario Analysis (8 March 2022)	FIDE Forum	<ul style="list-style-type: none"> Effective oversight of climate-related risks to safeguard the financial institution's resilience against the adverse impacts of climate change.
		In House Training on "Overview on Corruption Risk Management ("CRM") & Organisational Anti-Corruption Plan ("OACP") (9 March 2022)	RHB Banking Group	<ul style="list-style-type: none"> Corruption Risk Management Organisational Anti-Corruption Plan
		Ethical Finance ASEAN 2022 ESG in a Volatile World – Profit, Principles or Politics (29 June 2022)	Asian Institute of Chartered Bankers (AICB)	<ul style="list-style-type: none"> How the megatrends of 2022 are affecting ASEAN economies Financing nature and biodiversity in ASEAN: sustainable palm oil and deforestation The role of the SDGs as a coordinating framework, and progress on financing the 2030 goals Core priorities on the S in ESG for ASEAN economies Perspectives from local and international finance leaders
		FIDE FORUM - CGM Conversations with Chairmen: A Standing Item in Board Agendas (15 August 2022)	FIDE Forum	<ul style="list-style-type: none"> To meet and discuss with Member Directors on pressing issues relating to climate governance; To update about the latest developments by businesses

				<p>and industries on climate actions; and</p> <ul style="list-style-type: none"> To provide perspectives of institutional investors as they demand better reporting and disclosure
		<p>Training on "Conflict of Interest Management" (7 October 2022)</p>	RHB Banking Group	<ul style="list-style-type: none"> Primer on conflicts of interest ("COI") Directors' duties in general and duty to avoid conflict Types of COI including elements of potential conflict Applicable legal and regulatory requirements, including – Malaysian Code on Corporate Governance, SC's Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements Key provisions of RHB Conflict Policy Managing COI Examples of common COI scenarios Assessment of risks Managing COI – record-keeping, implementing policies and escalation procedures
		<p>Shariah Program: Blue Economy Opportunities, Challenges and Lessons for Islamic Finance (23 November 2022)</p>	RHB Islamic Bank Berhad	<ul style="list-style-type: none"> About the Ocean & Blue Economy Function of Ocean – Environmental & Economic Role Blue Economy Sectors – Energy, Fishery, Aquaculture, Coral Reef, Shipping, Plastic UN Global Compact 10 Ambitions for Ocean Stewardship Opportunities in the Blue Economy Challenges in the Blue Economy Interconnectivity Awareness & Investor Approach
		<p>The Emerging Trends Threats and Risks to the Financial Services Industry - Managing Global Risk Investment and Payment System (24 November 2022)</p>	Asia School of Business (ASB)	<ul style="list-style-type: none"> Future trends towards policy development and investment Emerging trends in varied disruptions and how advanced risk management is necessary towards price stability, and investment climate Polarization of different economic stand from expert opinions, and predictions from the experts on the opportunities from these developments

				<ul style="list-style-type: none"> • Response of nations in coping with economic hegemony • Policy risk impact of climate change, international trade disruptions
9	Lim Cheng Teck (INED)	Briefing session on Interbank Transactions & Counterparty Limit (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Types of FI Relationship • Relationship Management Application • Methodology Framework for Setting of Bank Limit • Risk Mitigation Measures • Nostro & Vostro Accounts
		In House Training on “Overview on Corruption Risk Management (“CRM”) & Organisational Anti-Corruption Plan (“OACP”) (9 March 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Corruption Risk Management • Organisational Anti-Corruption Plan
		Training on “Conflict of Interest Management” (7 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Primer on conflicts of interest (“COI”) • Directors’ duties in general and duty to avoid conflict • Types of COI including elements of potential conflict • Applicable legal and regulatory requirements, including – Malaysian Code on Corporate Governance, SC’s Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements • Key provisions of RHB Conflict Policy Managing COI • Examples of common COI scenarios • Assessment of risks • Managing COI – record-keeping, implementing policies and escalation procedures
		Shariah Program: Blue Economy Opportunities, Challenges and Lessons for Islamic Finance (23 November 2022)	RHB Islamic Bank Berhad	<ul style="list-style-type: none"> • About the Ocean & Blue Economy • Function of Ocean – Environmental & Economic Role • Blue Economy Sectors – Energy, Fishery, Aquaculture, Coral Reef, Shipping, Plastic • UN Global Compact 10 Ambitions for Ocean Stewardship • Opportunities in the Blue Economy • Challenges in the Blue Economy • Interconnectivity • Awareness & Investor Approach

10	Donald Joshua Jaganathan	In House Training 'Interbank Transactions and Counterparty Limits' (11 February 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Types of FI Relationship • Relationship Management Application • Methodology Framework for Setting of Bank Limit • Risk Mitigation Measures • Nostro & Vostro Accounts
		In House Training on "Overview on Corruption Risk Management ("CRM") & Organisational Anti-Corruption Plan ("OACP")" (9 March 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Corruption Risk Management • Organisational Anti-Corruption Plan
		TCFD Climate Disclosure Training Programme (Complimentary CPD-certified programme provided by the UN SSE, IFC and CDP in collaboration with Bursa Malaysia) (9 March 2022)	Bursa Malaysia	<ul style="list-style-type: none"> • Provides an in-depth programme during which participants will review sample TCFD reports and wider good practice. The course will also focus on setting up internal processes for reporting and potential first areas to get started on. • Deep dive into the TCFD recommended disclosures including good practice case studies. • Developing internal processes & overcoming challenges • Disclosure review discussion exercise • Supporting your TCFD journey: Further resources & TCFD
		MIA International Accountants Conference 2022 (8 –9 June 2022)	Malaysian Institute of Accountants (MIA)	<ul style="list-style-type: none"> • Charting the Sustainability Journey • Driving Sustainable Development Through Tax Transparency • Adapt and Thrive – Transform the Profession Globally
		Preparing Banking Leaders for the Post Pandemic Future (4 – 9 September 2022)	Asia School of Business (ASB) University of Edinburgh, Scotland	<ul style="list-style-type: none"> • Respond to the main challenges in the post pandemic world that will likely affect financial institutions; • Manage changes and organisational resilience strategically in times of uncertainty; • Assess the impact of climate change and associated regulations on –financial institutions; • Understand the effects, opportunities and ethical issues related to the use of technology in banking; and • Lead and foster innovation in their organisations
		Training on "Conflict of Interest Management" (7 October 2022)	RHB Banking Group	<ul style="list-style-type: none"> • Primer on conflicts of interest ("COI") • Directors' duties in general and duty to avoid conflict

				<ul style="list-style-type: none"> • Types of COI including elements of potential conflict • Applicable legal and regulatory requirements, including – Malaysian Code on Corporate Governance, SC's Guidelines on Conduct of Directors of Listed Issuers and their Subsidiaries, BNM Guidelines on Corporate Governance and Listing Requirements • Key provisions of RHB Conflict Policy Managing COI • Examples of common COI scenarios • Assessment of risks • Managing COI – record-keeping, implementing policies and escalation procedures
		Securities Commission Malaysia's (SC) Audit Oversight Board (AOB) (17 November 2022)	Securities Industry Development Corporation (SIDC)	<ul style="list-style-type: none"> • Role of AOB in promoting high quality auditing through their oversight of the audit process and the auditor. • Engaging with the ACs and equipping them with information to enable them to carry out their oversight responsibilities more effectively.

Function and conduct

The roles and responsibilities of each Board Committee and its respective Chairperson have been disclosed in their respective Terms of References ("ToR"), Board Charter of RHB Bank Berhad as well as the Integrated Report 2022 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 187 to 195 in its Integrated Report 2022 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. These documents are kept in the centralized repository for employees' reference and controlled by a dedicated functional unit namely Operations and Methods for maintaining quality assurance purpose. While these internal control documents/measures are implemented to mitigate conflicts of interest, abuses of position, regulatory breaches and consumer facades, such efforts also promote investors' confidence, boost good brand image and stimulate sustainable growth.

No	Title	Description
1	Group Code of Ethics & Business Conduct for Directors	RHB Banking Group (“Group”) places importance of top down compliance culture within the organization, hence this document is available and disclosed in the Company’s website. Directors’ adherence to ethical values highlighted in this document demonstrates their commitment as responsible leadership to creation of an ethical culture which will strengthen the confidence level of the employees and the public at large.
2	Group Code of Ethics & Conduct for Employee	This document aids identification of the areas and situations where public trust and confidence might be compromised or a law might be violated. The purpose of this Code is to articulate the high standards of conduct and behaviour that should be adopted as good ethical business practices.
3	Group Gifts & Hospitality Guideline	This document sets the standards of conduct of giving and accepting gifts and hospitality, including business entertainment. It is designed to help the Group and its employees understand respective parties’ obligations in upholding corporate integrity.
4	Group Whistleblowing Policy	This policy document provides a proper mechanism and minimum standards to be adhered by employees of the Group in dealing with disclosure on questionable actions or wrong doings in the Group. It is intended to guide all employees facing concerns over unlawful conducts, unethical occurrences or questionable practices which may adversely affect to a material extent the financial position or reputation of the Group. Furthermore, it helps nurture the culture of accountability, integrity and transparency among employees within the Group.
5	Group Compliance Management Framework & Policy	The documents lay out the governing principles and roles of board, management and staff in managing compliance risk in the Group.
6	Group Anti-Money Laundering (AML) & Counter Financing of Terrorism (CFT) Policy	The policy is formulated towards building a stronger and robust AML/CFT compliance within the Group. It informs and mandates all employees on their respective roles and responsibilities, focusing on the continuing efforts in combating money laundering and countering terrorist financing activities.
7	Group Chinese Wall and Insider Trading Policy	The document establishes governance procedures to control the flow of confidential or material non-public and price sensitive information within the Group to avoid the risk of possible breach of the insider trading provisions under the Capital Market Services Act and to protect client confidentiality.
8	Orderly and Fair Market Policy	The policy aims to facilitate the Group to comply with the applicable laws, guidelines and rules in

		relation to maintaining an orderly and fair market. It underlines relevant principles and guidance towards safeguarding the integrity of the market.
9	Group IT Security Policy & Standards	The policy and standards enable a structured approach of governing confidentiality, integrity and availability of information as the Company's important business assets. The holistic IT Security is achieved by implementing a suitable sets of controls to ensure that the specific security objectives (e.g. permitted disclosure, personal data protection) of the Group are met.
10	Group Asset & Liability Management Policy	The policy document sets out a consistent approach in the management of the balance sheet mismatch with the goal for long-term growth and managing the risk exposures due to Interest Rate Risk/Rate of Return Risk (IRR/ROR) and structural foreign exchange risk in accordance with the risk appetite statements of the Group and the respective entity within the Group.
11	Group Guidelines on Personal Data Protection Act 2010 (PDPA)	The document provides guidance on how to comply with PDPA's and Bank Negara Malaysia's requirements to safeguard individual's personal data from being misused. Protection of personal data basically is to secure any personal data used and processed in commercial transactions which may include any information such as name, address, account details and identity card number of the Group's customers.
12	Group Policy on Related Party Transactions (RPTs)	The policy deals with the reporting and review process for RPTs under Bursa Malaysia's Listing Requirements, Companies Act 2016 and Capital Markets and Services Act 2007, which should be conducted on an arm's length basis. The guiding principles are to avoid conflicts of interest and promote transparency and accountability in its related party transactions.
13	Group Risk Management Framework	The document sets out the strategic direction for the management of risks in the Group. It is also an aspiration statement with regards to the long-term objective for the development of risk management capabilities and infrastructure.
14	Group Shariah Risk Management Guidelines	The document primarily intends to assist staff in undertaking business and support activities in line with Shariah principles for the respective Islamic Banking products and to ensure that the management of Shariah non-compliance risk principles in the Group is clearly and systematically identified, measured, monitored, controlled and reported.
15	Group Credit Policy	The policy document encapsulates broad policy statements governing lending/financing activities, ranging from the credit governance and functional responsibilities, to credit functions in

		the credit chain process. It enunciates the essence of the credit fundamentals to address the credit management, in particular from credit creation to credit recovery.
16	Group Treasury & Global Markets General Guidelines	The document sets out best and prudent business practices and good corporate governance and against a background of clear Treasury business strategies and business plans currently applicable and in existence within RHB Banking Group.
17	Group Corporate Communications Operations Manual	The document provides guidance and structure in disseminating corporate information to, and in dealing with, media representatives, employees and the public. While it intends to ensure compliance with legal and regulatory requirements on disclosure, it also raises awareness about, and focus management and employees on, disclosure requirements and practices
18	Group Reputational Risk Management Policy	The policy sets out the approach which the Group will adopt in managing reputational risks of the Group.
19	Group Manual of Authority	The document defines clear responsibilities and approving matrix of authorized officers in the Group to approve its purchase or payment of capital and operating expenditure.
20	Group Policy on Product Development and Approval	The policy applies to all product development initiatives within the Group and highlights fundamental principles to staff in approaching product development and approval across the Group, while ensuring sound risk management practices in managing and controlling product risk.
21	Group Brand Marketing Operations Manual	The document sets to provide guidance and structure in disseminating corporate information to, and in dealing with, media representatives, employees and the public. The manual also aims to ensure compliance with legal and regulatory requirements for the Group's activities in relation to advertisement and promotions.
22	Social Media Operations Manual	This document describes the operations, roles & responsibilities and business rules in respect of the Social Media. The purpose of this manual is to meet internal and external requirements while delivering effective digital communication strategies for the Group.
23	Group Fraud Risk Management Policy	The policy document defines the core governing principles for fraud management within the Group which include leadership and ethical culture, fraud awareness, detection, reporting and escalation, as well as fraud response with appropriate corrective actions. The purpose of this policy is to promote consistent organisational behaviour through the development,

		implementation and regular review of fraud prevention, detection and response strategies.
24	Group Fit & Proper Policy	The Policy document on Fit and Proper for key responsible persons serve as policy statements for assessing a person's capacity to act as a fit and proper person. It sets out the requirements to assess and determine the fitness and propriety of key responsible persons in RHB Banking Group.
25	Group Corporate Sponsorship and Donations Policy	The Policy sets the minimum standards that must be applied and adhered to in the granting of Corporate Sponsorship and Donation, and the process and procedures that needs to be complied with by RHB Banking Group entities.
26	Group Reputational Risk Management Policy	A good reputation strengthens market position, reduces the cost of doing business and increases shareholder value. It insulates or reinforces corporate credibility, permits higher prices and helps to attract top talents. The Policy sets out the approach which RHB Banking Group will adopt in managing reputational risks of the Group.

Remuneration Qualitative - Disclosures

For detailed information on the directors' remuneration, please refer to Practice 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"> • Fixed monetary reward provided to employees in the form of monthly base salary and fixed allowances. • It takes into consideration an employee's experience, skill/ competency levels and responsibilities. • Internal and external benchmarking are reviewed annually to remain competitive to the market.
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"> • Performance measure is generally within a short duration of a Financial Year. • Performance achievement is determined based on the KPIs and target set at the beginning of the Financial Year. • In order to take into account the potential financial risks over a long period of time, a portion of the variable pay is deferred for a maximum duration of 3 years. • The clawback clause in the policy also allows Management to retrieve money already paid out to employees in the event of financial misstatements, malfeasance of fraud, material restatement of financial results and other material legal, regulatory or policy breaches. • Variable pay in RHB is through payment of Performance Bonus, Treasury Incentive and Fee-Based Incentive.

II. Long Term Incentives

- An incentive plan to retain employees by rewarding them to reach certain performance targets or goals over a longer duration and ensuring alignment the company's strategic objectives.
- RHB had newly implemented its Long-Term Incentives in FY2022 to selected key personnel within the Group in the form of shares.

b) Benefits

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

RHB had in January 2022 introduced semi-health flex benefits for new joiners with opt-in option for existing employees. It covers, among others includes traditional medicine/ alternative treatment, optical for prescriptive glasses or lenses, wellness programmes e.g. gym, pilates, vitamins, traditional medicine, acupuncture, etc and premium for private medical insurance.

c) Working Environment

RHB ensures that the employees are working in a conducive environment and this includes Flexible Working Arrangement ("FWA"). RHB had implemented Flexi-Hours Arrangement (Staggered Hours) since 2015 and Work From Home arrangement ("WFH") since 2016. Post Covid pandemic, the WFH continues to be a permanent feature of RHB's FWA with 20% of the workforce working from home.

d) Learning & Development Opportunities

RHB invest extensively in developing its talents and ensure continuous growth through classroom training, on the job training, coaching/ mentoring, overseas exposure.

In 2022, 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.

Long Term Incentive Scheme – RHB Bank Share Grant Scheme ("SGS")

On 2 June 2022, the Bank implemented the Share Grant Scheme (SGS). This scheme was approved by the shareholders at an Extraordinary General Meeting ('EGM') held on 27 April 2022. The SGS shall be in force for a period of nine (9) years commencing from the effective date of implementation of the SGS.

The SGS was offered through grant of the ordinary shares of up to 2% of the total number of issued shares of the Bank (excluding treasury shares, if any) at any point in time during the duration of the SGS. The SGS is offered to employees and Executive Directors of the Bank and its subsidiaries (excluding subsidiaries which are dormant) who fulfil the SGS

eligibility criteria ('Eligible Employees'). The Bank had on 4 July 2022, made an offer of 4,685,000 units of RHB Bank Shares to Eligible Employees, of which the vesting period of the shares offered will be 3 years from event date.

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.

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.

Quantitative Disclosures

Currently the Company discloses the breakdown of its Non-Executive Directors' and Top 5 senior officers', including its Chief Executive Officer's (cum Executive Director) remuneration package, remuneration received and/or receivable from RHB Bank Berhad and the Group, in the Company's Integrated Report, Corporate Governance ("CG") Report and Financial Report on named basis. Some of the key issues with regards to the quantitative remuneration disclosures are being shared under Practice 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 2022 per BNM Policy disclosure requirement is laid out as follows:

No.	Non-Executive Directors' Remuneration Scheme	Unrestricted/Non-Deferred	Total (RM'000)	Restricted/Deferred	Total (RM'000)
A. Fixed-type Remuneration					
i.	Cash-based	<ul style="list-style-type: none"> • Fixed Fees • Directors' Fees¹ • Committee Allowances² • Chairmen's premium³ for various entities & committees • Other emoluments 	2,518	Nil	
ii.	Shares & share-linked instruments	Nil	-	Nil	
iii.	Others	Benefits-in-kind	31	Nil	

B. Variable-type Remuneration					
i.	Cash-based	Meeting Attendance Allowance	519	Nil	
ii.	Shares & share-linked instruments	Nil	-	Nil	
iii.	Others	Directors' & Officers' Liability Insurance ⁷	722	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 FY2022 was about RM1.8 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. Chairmen's Premium

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

4. Farewell Pot

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

5. Benefits-in-kind

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

6. Meeting attendance allowance

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

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

During the financial year, Directors of the Group and the Bank are covered under the Directors' 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 (2021: RM200 million). The total amount of premium paid for the Directors' Liability Insurance by the Group and the Bank was RM848,000 and RM 722,000 (2021: RM922,000 and RM783,000) 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 FY2022 compensation package for those identified as Senior Management Officers and Other Material Risk Takers of RHB Bank Berhad is summarised, as follows:

Category	Senior Management (20 officers)		Other Material Risk Takers (13 officers)	
	Unrestricted/ Non-Deferred (RM '000)	Restricted/ Deferred (RM '000)	Unrestricted/ Non-Deferred (RM '000)	Restricted/ Deferred (RM '000)
Fixed Type Remuneration ("FTR")				
Cash Based	19,957 ¹ (20 Officers)	-	6,926 (13 Officers)	-

Share & share-linked instruments	-	-	-	-
Others	233 (14 Officers)	-	-	-
• Benefits-in-kind				
• Club subscription Fees				
• Leave Passage				
• Mobile Phone				
Variable Type Remuneration (“VTR”)				
Cash Based	12,413 (18 Officers)	5,119 (14 Officers)	3,248 (13 Officers)	850 (6 Officers)
Share & share-linked instruments	(ii)	(ii)	(ii)	(ii)
Others	-	-	-	-
Total (RM ‘000)	32,603	5,119	10,174	850

Note(s):

- (i) Includes data for Dato' Khairussaleh (Former Group Managing Director) & Dr. Siew (Former Group Chief Strategy & Innovation Officer), both resigned from RHB Bank Berhad in FY2022.
- (ii) In FY2022, a total of **1,210,000** and **240,000 units** of RHB shares under RHB Group Employees' Share Grant Scheme (SGS) were awarded to **16 Senior Officers** and **10 OMRTs** of RHB Bank. The number of SGS units to be vested/paid by 2025 is conditional upon the said employees fulfilling the vesting/payment criteria.

For additional information on Senior Management remuneration, please refer to Note 52 of the financial statement on Page 122 of the Financial Report 2022.

