

CORPORATE GOVERNANCE REPORT

STOCK CODE : 1066
COMPANY NAME : RHB Bank Berhad
FINANCIAL YEAR : December 31, 2023

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>RHB Bank Berhad is led by an experienced and diverse Board of Directors ("Board") who set the strategic targets for the Company and ensure the business is managed in an effective, responsible and ethical manner. The Board plays an integral role in overseeing RHB Banking Group's long-term value creation process as it oversees the managements strategic proposals and its implementation process. The Board has also continued to support management to foster an ethical and professional culture that operates with transparency and integrity by setting the tone at the top.</p> <p>Board Responsibility</p> <p>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 duty and 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.</p> <p>The Board is principally responsible for:</p> <ul style="list-style-type: none"> • 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 <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</p>

the Group or the Company, which are discussed and deliberated at the Board level, include the following:

- 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 Group's Corporate Strategy

Apart from the aforesaid principal responsibilities of the Board and matters of strategic importance to the Company/Group, the Board has also delegated specific responsibilities to several Board Committees and Management Committees. While the Board/Management Committees have the authority to examine particular issues, they will report to the Board with their decisions and/or recommendations and the ultimate responsibility on all matters lies with the entire Board.

Board Composition

The Board has continued to give its commitment towards improving its diversity in its widest sense. The Board, with the support of the Board Nominating & Remuneration Committee, has ensured that diversity, in its widest sense, is imbued in its composition. This includes diversity in terms of gender, ethnicity, thought, tenure, age, experience, skills, geographical expertise, educational and professional background.

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

The Board underwent a refresh during the year as two (2) women board members retired from the Board to pursue their personal interests. In their place, Hijah Arifakh Othman was appointed as an Independent Non-Executive Director. Her appointment, was part of the Board's existing succession planning programme, which ensured the Board composition remained diverse and met the evolving challenges within the financial domain. Although the bank was short of one female director, to meet the minimum 30% required by the MCCG in 2023, a suitable candidate, namely, Nadzirah Abd Rashid, was identified and appointed to the Board on 15 March 2024.

Board Composition and Attendance Record

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

Notes:

1	Appointed to the Board on 1 June 2023
2	Appointed to the Board on 15 March 2024
3	Resigned from the Board on 1 June 2023

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 134-145 of the RHB Bank Berhad's Integrated Report 2023.

For gender diversity, the details can be found under **Practice 5.9** of this Corporate Governance Report 2023.

Supporting Board Committees

The Board of RHB Bank Berhad 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”)

Board activities and focus during the year

The matters of strategic importance to the Group or the Company, which are discussed and deliberated at the Board level, include the following:

The Board’s **primary focus** during the Financial Year 2023 (“FY2023”) can be grouped under the following areas:

Performance and Strategy

- Deliberated and approved matters related to the Joint Venture Digital Bank
- Assessed, discussed and approved the Group’s strategic business plan for the year – in line with TWP24
- Deliberated on updates from various business units locally and abroad on market conditions and business performance
- Evaluated and prioritised the challenges and opportunities faced by the Group during the Board off-site session
- Discussed and reviewed monthly performance updates from the Group Managing Director
- Deliberated on FY2024-2025 projections
- Assessed and discussed on Group’s Internal Capital Adequacy Assessment Process Report for Assessment Year of 2023
- Considered and deliberated on Strategic Review of business segments and products

Governance, Sustainability, Risk & Compliance

- Discussed on status updates on the Group’s RACE programme
- Deliberated on the Risk Appetite Setting for FY2023 for RHB Banking Group
- Deliberated on the Responsible, Accountable, Consulted and Informed (“RACI”) Framework for the Board Sustainability Committee and other respective Board Committees
- Discussed and reviewed the Group’s risk, compliance and audit reports
- Approved the Group’s annual Corporate Governance statutory disclosures for FY2022
- Updated on ESG/Sustainability and Climate Risk Management
- Received regular updates from supporting Board Committees
- Reviewed and approved half-yearly reports for submission to the Malaysian Anti-Corruption Commission

- Received and approved quarterly updates for submission to Bank Negara Malaysia's Composite Risk Rating
- Discussed and evaluated matters relating to integrity, governance, whistleblowing and anti-corruption
- Received report on the review of the Statement on Risk Management and Internal Control for FY2022
- Deliberated, assessed and approved RHB Banking Group's 5-Year (2022-2026) Sustainability Strategy and Roadmap
- Undertook the board, committee and individual director performance assessment
- Received various briefings/trainings to equip with the latest industry and regulatory developments
- Received and discussed status updates from Chairmen of respective Board Committees

Financial

- Received updates on Liquidity Coverage Ratio Review
- Deliberated on the financial performance of regional subsidiaries and ways to improve the market share
- Approved the operational budget for FY2024
- Approved contents of the Integrated Report for FY2022
- Deliberated and approved dividend payment for FY2022/2023
- Considered and approved the Disposal of unutilised bank-owned assets to ensure economies of scale

People & Culture

- Approved appointment of RHB-Nominated Director to the Joint Venture Digital Bank
- Assessed and deliberated on talent management and succession planning
- Deliberated and approved the Cash Deferred Scheme Payout
- Approved appointment of key senior management personnel for both Malaysian and Regional Operations
- Received updates on employees' satisfaction surveys
- Discussed on COVID-19 impact on employees' well-being and performance
- Received briefings and updates on employee remuneration (performance bonus/incentive for FY2022)
- Determined the FY2023 Balance Scorecard for RHB Banking Group in line with the business strategy.

RHB Banking Group's P.R.I.D.E. Core Shared Values:

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.

RHB's Culture Components:

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 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 Purpose Statement

- Making Progress Happen for Everyone

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

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

A Board Sustainability Committee (“BSC”) was established in 2021. The BSC along with the respective supporting sub-committees are responsible in spurring the Group’s efforts to elevate the Group’s sustainability efforts. Information on the Group’s sustainability

	<p>initiatives are disclosed within the Group’s Sustainability Report as well as Practice 4.1 to Practice 4.5 (Step-up) in this report.</p> <p>Management Committees</p> <p>To ensure effectiveness in discharging the Board’s and Board Committees’ roles and responsibilities, centralised management committees are being set up to oversee, manage and deliver the outcomes. The following management committees, among others, are established to mainly support the Group Managing Director and the Senior Management in managing various activities and operations throughout the Group:</p> <ul style="list-style-type: none"> • Group Management Committee • Group Tender Committee • Group Asset and Liability 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 International Business Council • Group Digital & Technology Committee • Group Technology Leadership Committee • Group Sustainability Committee • Group Management Recovery Committee • Information & Complaints Assessment Committee • Pandemic Working Group <p>Conformance to good governance</p> <p>The Board continues to provide its unwavering commitment to maintain the Group’s exceptional standards of corporate governance and ensure its core shared values and behaviours are consistent across the business activities and operations. Emphasis placed by the Board on its fiduciary duty as guardian of public deposits, customers’ investments and account holders’ policies, through rigorous boardroom scrutiny, decision-making and directives, has gained more trust from its stakeholders and in return, built lasting commercial relationship with the Company’s business partners. These efforts were recognised by reputable and independent third parties’ assessments which have currently positioned the Company, among others, as follows:</p> <ul style="list-style-type: none"> • FTSE4Good Bursa Malaysia: Enlisted since 2016 • MSCI: AA (Leader) (as at October 2023) • Cambridge IFA’s 7th Global Good Governance (3G) Awards 2023 - 3G Excellence in Corporate Governance Award
<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>		
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>The Chairman of the Board is Tan Sri Ahmad Badri Mohd Zahir ("Tan Sri Ahmad Badri", "Tan Sri"). He was first appointed as a Non-Independent Non-Executive Director/Deputy Chairman of RHB Bank Berhad on 16 November 2020 and was later redesignated as the new Chairman of RHB Bank Berhad effective 24 March 2021.</p> <p>Tan Sri Ahmad Badri holds a Degree in Land and Property Management from MARA University of Technology, and Master in Business Administration from University of Hull, United Kingdom.</p> <p>Tan Sri Ahmad Badri started his career as a Senior Valuation Executive at C.H. Williams, Talhar & 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>As the Chairperson of the Board, Tan Sri does not chair or participate by invitation in any of the Board Committees to promote robust and open deliberations by the Board.</p> <p>Tan Sri presides over Board and General Meetings of the Company. He is expected to ensure that the Board is well informed and effective as well as that Board members, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and the Company. Additionally, as Chairman, Tan Sri must ensure that General Meetings are conducted efficiently and that shareholders have adequate opportunity to air their views and obtain answers to their queries.</p>

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

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>Qualification:</p> <ul style="list-style-type: none">• Bachelor of Accounting (Hons), Universiti Teknologi MARA ("UiTM"), Shah Alam, Selangor• Master of Business Administration with Distinction, University of Wales, Cardiff, United Kingdom• Chartered Banker – Asian Institute of Chartered Bankers ("AICB")• Advanced Strategic Management Program, Institute for Management Development ("IMD"), Lausanne, Switzerland <p>External Memberships:</p> <ul style="list-style-type: none">• Chairman of Asian Institute of Chartered Bankers Investment Committee• Council Member of the Association of Banks, Malaysia• Council Member of Asian Institute of Chartered Bankers• Chartered Accountant – Malaysian Institute of Accountants ("MIA") <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	:	

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 :	<p>The Chairman of the Board, Tan Sri Ahmad Badri Mohd Zahir, does not serve as a member in any of the Group's Board Committees. The Chairman was also not invited to participate in the meeting and deliberation of the specified Board Committees mentioned in this Practice.</p> <p>The requirement for the Chairman not to be involved in Board Committees' meetings has been codified in RHB Bank Berhad's Board Charter.</p>
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 is supported by an in-house experienced secretarial team led by Azman Shah Md Yaman, the Group Company Secretary and Head, Group Legal, Secretariat and Governance. Azman also serves as the Group's General Legal Counsel and the Chief Integrity and Governance Officer ("CIGO") for RHB Banking Group, heading the Group Integrity & 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 authority to appoint and remove the Company Secretary resides with the Board. The company secretarial function for RHB Banking Group was assessed for year 2022/2023 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.</p> <p>Note (*):</p> <table border="1"><thead><tr><th>Rating</th><th>System Rating Description</th></tr></thead><tbody><tr><td>1</td><td>Below Expectation</td></tr><tr><td>2</td><td>Needs Improvement</td></tr><tr><td>3</td><td>Satisfactory</td></tr><tr><td>4</td><td>Very Good</td></tr><tr><td>5</td><td>Exceptional</td></tr></tbody></table>	Rating	System Rating Description	1	Below Expectation	2	Needs Improvement	3	Satisfactory	4	Very Good	5	Exceptional
Rating	System Rating Description												
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4	Very Good												
5	Exceptional												

	<p>The following are some of his key responsibilities as the Company Secretary:</p> <ul style="list-style-type: none"> • administration of all Board and Board Committee meetings including the scheduling, taking of minutes, preparation of Board meeting materials and information supplied to the Board; • ensure information supplied to the Board such as meeting minutes are accurate, timely (within 5 working days of the Board and Board Committee meetings) and adequate for the Board to carry out its function; • ensure proper record keeping and confidentiality of all deliberations and decisions of the Board and Board committees; • accord the Board with regular updates and advice on changes to statutory and regulatory requirements including governance matters; • facilitate a two-way communication between Senior Management and the Board to ensure Board’s decisions are communicated in a timely basis; • facilitate the conduct of continuous Professional Development trainings for Directors including induction programmes for newly appointed Directors; • manage the Annual General Meeting process by supporting the Chairman; • serve as a focal point for stakeholders’ communication and engagement on corporate governance issues; • support the Board Nominating & Remuneration Committee (“BNRC”) by facilitating the conduct of Board Effectiveness Evaluation; and • undertake own continuous professional development. <p>As the Chief Integrity & Governance Officer, Azman’s responsibilities, amongst others, are to:</p> <ul style="list-style-type: none"> • 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.
<p>Explanation for departure</p>	<p>:</p>

<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 1.6

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	:	

<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 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>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 three years or as and when required. A revision was conducted during the year to reflect latest developments.</p>

	The RHB Bank Berhad's Board Charter can be viewed and downloaded from its corporate 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

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> <p>As a financial institution which involves in multiple banking and capital market disciplines, specific codes of conducts are also established by</p>

the Company to complement the main codes of ethics for directors and employees, namely Code of Conduct for Licensed Representatives and Share Trading Officers, Code of Ethics & 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 Policy on Conflict of Interest
- 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 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 51 to the Financial Statements on pages 116 to 121 in the Financial Report 2023.

	<p>Group Integrity & Governance (“GIG”)</p> <p>The formation of this division 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.</p> <p>The division is empowered to strengthen RHB Banking Group’s internal controls with regards to prevention of corruption, abuse of power and other malpractices by fostering the principle of abhorring corruption through coordination of four (4) core functions, namely:</p> <ul style="list-style-type: none"> • Complaints Management/Whistleblowing; • Detection and Verification; • Integrity Strengthening; and • Governance. <p>Highlights of activities undertaken by the division during year 2023:</p> <ul style="list-style-type: none"> • GIG continued to oversee the initiatives and the status of the identified action plans established under the Group’s Organisational Anti-Corruption Plan 2022 – 2026 (“OACP”). • As part of the Group’s effort to communicate on our anti-corruption practices with our business partners, a special engagement session with our suppliers on integrity strengthening was carried out on 3 May 2023. • RHB’s Integrity day 2023 was held in conjunction with the National Integrity month on 14 November 2023 to re-iterate the Group’s commitment towards conducting our business in a clean and transparent environment, free from bribery and corruption. • GIG carried out 24 training sessions with over 1000 staff briefed and trained on the Group’s anti-bribery and corruption policy, gifts and hospitality practices as well as whistleblowing mechanism available to them to whistle-blow. • GIG also appointed Integrity and /or liaison officers within the Group to support the initiatives to be implemented under the OACP. These officers will aid GIG on matters relating to integrity strengthening and anti-corruption. <p>Details of activities undertaken by GIG can also be found on page 182 – 183 of RHB Bank’s Integrated Report 2023.</p>
<p>Explanation for departure</p>	<p>:</p>

<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 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>The Group’s whistleblowing channel continues to be an important tool for internal and external parties to report on any knowledge of improper conduct without fear of reprisal or retaliation. A Group Whistleblowing Policy (“GWP”) was established in 2007 and was last reviewed in 2023. The GWP provides a formal mechanism and minimum standards to be adopted and adhered by the Group’s personnel (Directors, Senior Management and employees) in disclosing or reporting of questionable actions or wrong doings committed by any personnel associated with the Group.</p> <p>The policy provides any internal or external party with various channels and avenues to report suspected fraud, corruption, dishonest practices or other similar circumstances. This policy advocates both internal and external parties to ‘Speak up’ or report such matters in good faith, with the confidentiality of the person making such reports being protected from any reprisal in the best possible manner.</p> <p>RHB Banking Group’s primary whistleblowing avenues for both internal and external parties are through the designated email, namely 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, 15 complaints (including 11 whistleblowing reports) pursuant to the GWP were received, investigated and pursued. All reports or complaints are managed and stored in accordance with the GWP as well as internal functional manuals established as part of the overall governance framework.</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 GWP 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 GWP, the Group has also established the Group Anti-Bribery & Corruption Policy, Group Corporate Sponsorship & Donation Policy, Policy on Conflict of Interest 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"). The whistleblowing channel on the Group's website can be

	<p>accessed via the following link: https://www.rhbgroup.com/-/media/Assets/Corporate-Website/HTML-Component/Section/Corporate-Governance-Link-Panel/files/Group_Whistleblowing_Policy.pdf</p> <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>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

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 has oversight on the Group's material sustainability matters as well as assumes the primary responsibility for providing the strategic direction of the Group Sustainability Strategy and Roadmap, which includes climate-related strategy. The Board of Directors are responsible towards setting clear objectives, outlining actionable roadmaps and regularly reviewing progress to ensure RHB's alignment with regulatory expectations and in support of the nation's goal to achieve Net Zero emissions by 2050.</p> <p>The Board discusses and receives regular updates on material issues, developments and progress reports on sustainability from the Board Sustainability Committee ("BSC").</p> <p>The BSC strengthens the Board's accountability in setting strategic direction of the Group's sustainability objectives, aspirations and key focus areas. The BSC is supported by the Group Sustainability Committee ("GSC") established at the management level.</p> <p>The role of BSC is to assist the Board in its oversight and ensure integration of Sustainability, including climate related considerations into the Group's long term corporate strategy and decision making process. The BSC with the support of relevant sub-committees, are collectively responsible in spurring the Group's efforts to elevate participation in green financing and sustainable business practices.</p> <p>Some of the BSC's key responsibility is to provide the Board of Directors progress updates on the Group's sustainability and climate strategy, including achievements against the Group's key sustainability and climate-related KPIs, on a quarterly basis.</p>

The membership and attendance of the BSC are as follows:

Directors	Attendance
Datuk Iain John Lo (Chairman)	6/6
Hijah Arifakh Othman (Appointed 1 June 2023)	4/4
Dato' Mohamad Nasir Ab Latif	6/6
Donald Joshua Jaganathan	6/6
Tan Sri Dr Rebecca Fatima Sta Maria (Resigned on 1 June 2023)	1/2

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 supports the BSC by providing oversight and decision-making on the Group’s Sustainability risks including climate related risks. The BSC will be duly notified on any approvals made by the BRC on sustainability and climate related risks.

At the management level, a Group Sustainability Committee (“GSC”) has been established. The Committee comprises of the Group’s senior management and is chaired by the Group Managing Director. The GSC is responsible for driving the Group’s Sustainability and climate agenda and reports to the Board Sustainability Committee.

The GSC is supported by two (2) Sustainability Councils that comprise of key senior leaders from the Strategic Business Groups and Strategic Functional Groups to ensure successful implementation of the Group’s sustainability and climate-related key focus areas. These include:

- Sustainable Business Council
Objective: Drives the Group Sustainable Financial Services including the adoption of Value-Based Intermediation (“VBI”) across the Group’s business activities that covers Lending and Financing, Capital Market and Advisory, Investments, Asset Management and Insurance
- Responsible and Sustainable Practices Council
Objective: Drives the Environmental Stewardship agenda 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

	<p>In driving the Group’s key focus areas, a network of Sustainability Sponsors and Champions comprising senior leaders has also been identified to lead and embed sustainability practices within their respective business and functional areas. In 2023, the Group has bolstered its Sustainable Finance team with the appointment of ESG Sector Specialists. As at 31 December 2023, two sector specialists with deep expertise in the oil palm and healthcare industry were appointed. These specialists work hand in hand with the Strategic Business Group in developing effective strategies to support customers in their sustainability journey and in transitioning to low carbon practices, as well as enabling the Group to make well informed decisions.</p> <p>To support the climate-related agenda and regulatory requirements for the Group, the Group Climate Action Programme Project Steering Committee (GCAP PSC) was set up to manage the successful delivery of the initiatives to meet the requirement of the Climate Risk Management and Scenario Analysis issued by Bank Negara Malaysia (“BNM”), and to ensure alignment of the Group’s climate strategy with its overarching sustainability commitments and aspirations, ensuring a consistent and robust approach to tackling sustainability risk and climate risk.</p> <p>The Group Sustainability Management team, working in collaboration with Strategic Business Groups and Strategic Functional Groups to drive the execution of the Group’s sustainability strategy and key focus areas. The roles and responsibilities of the Sustainability Management team are shown below:</p> <ul style="list-style-type: none"> • Sustainability Strategy Provide strategic support to GCSO in driving Sustainability strategy, collaborating with SBGs/SFGs, Business/Practice Councils, and Group Climate Action Project Steering Committee; analyze ESG/climate trends and reassess strategy as needed; act as a center of excellence on Sustainability matters, mitigating legal risk • Sustainable Finance Collaborate with SBGs/SFGs and Sustainable Business Council to drive Group's Sustainable Financial Services, innovate products, support clients' sustainability transition, and monitor product achievements • Framework/Policy setting/ Positioning /Charter Collaborate with SBGs/SFGs, Climate Risk Management team, and Sustainable Business Councils to develop ESG/Climate Policies/Frameworks and ensure their integration into existing policies, including supply chain sustainability strategy • Target setting, Performance Monitoring Collaborate with SBGs/SFGs to establish and track measurable targets and metrics for both publicly committed and internal KPIs, creating a dashboard for regular updates to BODs, BSC, and GSC
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	<ul style="list-style-type: none"> • Sustainability Governance Collaborate with Sustainability leads, Business/Practice Councils, and Climate Risk team to establish and improve sustainability governance aligned with regulations and industry standards, promoting effective decision-making and Group-wide sustainability oversight. Also, oversee Group Sustainability Committee Secretariat tasks for accurate record-keeping and follow-up, and periodically review GSC's TOR for relevance • Brand building and Product visibility Collaborate cross-functionally to enhance Group sustainability visibility and promote sustainable/Green products through marketing collateral and communication efforts • External reporting/disclosures Develop a comprehensive Sustainability and Climate Disclosure Framework in compliance with regulations (SR, TCFD, Webpage, Analyst Briefing) and industry best practices, coordinate with stakeholders for improvement, engage in disclosure initiatives, and ensure data credibility • Stakeholder Management Develop and implement a Stakeholder Engagement Framework, including external communication on ESG/Climate, coordination of responses, and strategic presentations for key stakeholders • Ratings Enhance ESG ratings, identify gaps, collaborate with Sustainability Leads, SBGs/SFGs for improvement • Materiality assessment (MA) & Sustainability Risk Assessment (MRA) Lead Materiality assessment and annual Sustainability Risk assessment, collaborating with Risk Management team • Secretarial Support to the Board Sustainability Committee Support the BSC secretariat, maintain MOM accuracy, and oversee necessary follow-ups • Partnerships /advocacy Awareness Promote sustainability partnerships and advocacy, enhance external awareness, and share ESG/climate trends with stakeholders <p>For more information on RHB Bank Berhad's sustainability journey, please refer to RHB Bank Berhad's Integrated Report 2023 and Sustainability Report 2023. The latter describes the Group's sustainability matters, highlighting RHB's Sustainability and climate-related governance, strategy, risk management, initiatives, achievements, challenges and key results that are underpinned by our robust Sustainability Framework.</p>
<p>Explanation for departure :</p>	

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

Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.2

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 appreciates the value of having good and clear sustainability communications and disclosures which allows for the Group's strategies and initiatives to be communicated to all stakeholders. It is also important for communication to be done in a timely and effective manner to ensure our stakeholders are kept informed of the sustainability initiatives and development undertaken by the Group.</p> <p>A primary mode of communication 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.</p> <p>How we create sustainable value</p> <p>Building a sustainable future for the Group and contributing to sustainable development through impactful actions centred on three thematic pillars. Each pillar and its respective focus areas not only advance our sustainability journey, but also create value across our six capitals and positively contribute to the United Nations Sustainable Development Goals ("UN SDGs").</p> <p>The three Sustainability Pillars and one climate sub-pillar for the Group are as follows:</p> <ul style="list-style-type: none">• Pillar 1: Sustainable and Responsible Finance - Integrate ESG considerations into our business strategies and decision-making process whilst nurturing customers and communities towards achieving sustainable growth• Pillar 2: Embedding Good Practices - Foster responsible practices and nurture a sustainable culture within our organisation• Pillar 3: Enriching & Empowering Communities - Create long term positive impact on the communities, focusing on nurturing children and young adults

- Sub-pillar: Pathway to a Climate-resilient Future – a sub-pillar that cuts across the three (3) key pillars i.e. Sustainable & Responsible Finance, Embedding Good Practices and Enriching & Empowering Communities, which represents our approach and commitment in:
 - I. managing our own operational carbon emissions:
 - II. addressing our financed emissions across key business sectors and activities by integrating climate into our risk management approach and business opportunities: and
 - III. creating awareness amongst communities particularly the young generations on environmental conservations and impact of climate change

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-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	Proactively engage with borrowers and support their efforts towards sustainable practices such as: <ul style="list-style-type: none"> • Support sustainable palm oil in line with national and international standards. • No new planting of oil palm to be undertaken in peatland areas. • Support community engagement and inclusion of smallholders. • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Adopt responsible methods for proper waste, pollution and resources management. • Complying to labour and human rights • Ensuring proper governance is in place
Oil & Gas	Proactively engage with borrowers and support their efforts towards sustainable practices such as: <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company.

		<ul style="list-style-type: none"> • Adopting best practices for proper waste, pollution and resource management. • Reducing dependency on conventional fuels and increasing the share of renewable energy in the energy generation mix. • Improving energy efficiency. • Practising responsible disposal methods of solid waste/sludge. • Preventing oil spills. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement. • Complying to labour and human rights • Ensuring proper governance is in place.
	Energy Supply	<p>Proactively engage with our borrowers and support their efforts towards transitioning to a low-carbon economy and sustainable practices through:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Reduce the share of coal in their total energy mix. • Adopting best practices for proper waste, pollution and resource management. • Practising responsible disposal methods of solid waste/sludge. • Reducing dependency on conventional fuels and increasing renewable energy. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement. • Complying to labour and human rights • Ensuring proper governance is in place.
	Mining & Quarrying	<p>Proactively engage with our borrowers and support their efforts towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Adopting best practices for proper waste, pollution and resource management.

		<ul style="list-style-type: none"> • Practising responsible disposal methods of solid waste/sludge. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement. • Complying to labour and human rights. • Ensuring proper governance is in place.
	Chemical	<p>Proactively engage with our borrowers and support their efforts towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Adopting best practices for proper waste, pollution and resource management. • Practising responsible disposal methods of hazardous waste and solid waste/sludge. • Improving energy efficiency. • Water efficiency initiatives. • Sustainable raw material sourcing. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement. • Complying to labour and human rights. • Ensuring proper governance is in place.
	Steel	<p>Proactively engage with our borrowers and support their efforts towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Reducing dependency on conventional fuels and increasing renewable energy. • Reducing coal use in steel production. • Adopting best practices for proper waste, pollution and resource management. • Improving energy efficiency. • Water efficiency initiatives. • Practising responsible disposal methods of solid waste/sludge. • Sustainable raw material sourcing. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement.

		<ul style="list-style-type: none"> • Complying to labour and human rights. • Ensuring proper governance is in place.
	Transport	<p>Proactively engage with our borrowers and support their efforts towards transitioning to a low-carbon economy and sustainable practices through:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Adopting best practices for proper waste, pollution and resource management. • Reducing fleet’s emissions by transition to vehicles with lower or zero emissions. • Improving energy efficiency. • Water efficiency initiatives. • Practising responsible disposal methods of solid waste/sludge. • Sustainable raw material sourcing. • Supporting community engagement. • Complying to labour and human rights. • Ensuring proper governance is in place.
	Construction	<p>Proactively engage with our borrowers and support their efforts towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Prioritising and implementing energy-efficient practices in its buildings and construction projects. • Reducing dependency on conventional fuels and increasing renewable energy. • Adopting best practices for proper waste, pollution and resource management. • Improving energy efficiency. • Water efficiency initiatives. • Practising responsible disposal methods of solid waste/sludge. • Sustainable raw material sourcing. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement.

		<ul style="list-style-type: none"> • Complying to labour and human rights. • Ensuring proper governance is in place.
	Auto Production	<p>Proactively engage with our borrowers and support their efforts towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Reducing dependency on conventional fuels and increasing renewable energy. • Adopting best practices for proper waste, pollution and resource management. • Improving energy efficiency. • Water efficiency initiatives. • Practising responsible disposal methods of solid waste/sludge. • Sustainable raw material sourcing. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement. • Complying to labour and human rights. • Ensuring proper governance is in place.
	Manufacturing	<p>Proactively engage with our borrowers and support their efforts towards sustainable practices such as:</p> <ul style="list-style-type: none"> • Reduce Greenhouse Gas (“GHG”) emissions by setting GHG emission reducing targets, climate adaptation/ mitigation plan with clear indication of activities and initiatives to be taken by company. • Adopting best practices for proper waste, pollution and resource management. • Practising responsible disposal methods of solid waste/sludge. • Improving energy efficiency. • Water efficiency initiatives. • Sustainable raw material sourcing. • Ensuring projects and operations have no significant adverse impacts on biodiversity and local ecosystems. • Supporting community engagement. • Complying to labour and human rights. • Ensuring proper governance is in place.

Sustainable and Responsible Finance

The Group is committed to contribute and create positive impact through identified business commercial opportunities in the area of sustainable finance. Under the Group's Sustainability Strategy and Roadmap, we have a dedicated core pillar; Sustainable & Responsible Finance, that aims to integrate Sustainability considerations into our business strategies and decision-making processes while nurturing targeted customers and communities towards achieving sustainable growth.

RHB aims to integrate ESG considerations into our business strategies and decision making process while nurturing customers and communities towards achieving sustainable growth. This will be achieved through three focus areas as defined in the Group's Sustainability Strategy:

- **Sustainable Financial Services**
Create positive impacts through our lending, capital markets, wealth management, deposits, investment, asset management and insurance businesses
- **Financial Inclusion**
Promote financial inclusion by providing access to financial products and services to targeted individuals (students, youth, new to the workforce, the underserved) and businesses (SMEs, micro-enterprises, etc.)
- **Advancing SMEs Towards Sustainable Business Practices**
Nurture and support SMEs in their journey towards building a sustainable business

For more information on the above, please refer to our RHB Bank Berhad Sustainability Report 2023.

Sustainability Sukuk and Bond Framework

RHB Bank, as a member of the International Capital Market Associations ("ICMA"), has established the Group's Sustainability Sukuk and Bond Framework ("Framework") towards impact investment that benefits society, safeguard our environment and building resilience against climate change. This framework regulates the issuance of debt instruments by RHB and our banking subsidiaries, reinforcing our capabilities and commitments in financing green and social projects that contribute to the United Nations Sustainable Development Goals.

The Framework is aligned with the Green Bond Principles, Social Bond Principles and Sustainability Bond Guidelines issued by ICMA, as well as the ASEAN Green Bond Standards, ASEAN Social Bond Standards and ASEAN Sustainability Bond Standards issued by the ASEAN Capital Markets Forum.

A second-party opinion on the Framework was obtained from Sustainalytics on 15 March 2023. The use of proceeds from such instrument will go towards the following categories of eligible projects and/or activities:

Green		Social
Renewable energy	Sustainable water and wastewater management	Affordable basic infrastructure
Energy efficiency	Climate Change Adaptation	Access to essential services
Pollution prevention and control	Clean transportation	Affordable housing
Environmentally sustainable management of living natural resources and land use	Green Buildings	Food security and sustainable food systems
Eco-efficient and/or circular economy adapted products, production technologies and processes		Employment generation

Additional details on RHB’s approach to Sustainability can be found on RHB Bank Berhad’s Sustainability Report 2023 and Corporate Website.

Sustainability Report (“SR”)

The SR covers the Group’s Sustainability Strategy and Roadmap, governance structure, sustainability key performance indicators, achievements and impacts. Through the SR, we share how we create financial and non-financial values and impacts to 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 2023 (1 January until 31 December).

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.

Reporting Principles of the Sustainability Report (“SR”)

The following best practices reporting principles were applied when developing the content of the SR:

	<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>United Nations Global Compact Network (“UNGC”) RHB became a proud member of the United Nations Global Compact Network (“UNGC”), the world’s largest corporate sustainability network that promotes responsible business practices and the advancement of the Sustainable Development Goals (“SDGs”) on 23 November 2023. This membership reaffirms the Group’s commitment to operating responsibly, advancing societal goals, and catalysing business action to support the UNGC’s goals and ten universally accepted principles in the areas of human rights, labour, environment and anti-corruption. It also aligns with our Group’s sustainability strategy, aspirations and the Group’s overall corporate strategy TWP24, underlining our dedication to promoting responsible business practices and societal growth while upholding good governance to create value</p> <p>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 strategy, initiatives, KPIs, and progress activities. In addition, other stakeholders such as shareholders and regulators are kept abreast on the Group’s sustainability initiatives during some of these engagement sessions as well.</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 4.3

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

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board ensures continuous professional development is undertaken by each of its members. Directors of the Group are accorded relevant opportunities to keep themselves abreast on the latest developments such as legal and regulatory changes, industry developments, business development and sustainability matters.</p> <p>For detailed information on the training programmes attended by RHB Bank Berhad Board members, kindly refer to Section B of this report and our Sustainability Report 2023.</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 4.4

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 undertakes an annual performance evaluation via the Board Effectiveness Evaluation ("BEE") exercise. E.S.G forms a component of the assessment areas which are evaluated. The latest BEE assessment undertaken for 2022/2023 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 positive the progress made from the previous assessment.</p> <p>The assessment indicated that much of the initiatives undertaken were still largely concentrated at the RHB Bank Board, with the support of the Board Sustainability Committee. Subsidiary directors highlighted that there was lack of visibility on initiatives at the subsidiary level as much of the initiatives were carried out at the RHB Bank and Board Sustainability Level. There was indication this can be enhanced at the subsidiary level by including sustainability as part of the Board Agenda at the subsidiary level.</p> <p>Sustainability related evaluation is also included on the performance scorecard of the Group Management Committee ("GMC") members and the Sustainability Management team. This includes the performance evaluation of the Group Chief Sustainability Officer, Norazzah Sulaiman.</p> <p>The scorecard includes evaluation of deliverables such as the Group's overall sustainability initiatives, production of the Group's sustainability report and performance of RHB Bank Berhad on sustainability related Indices.</p> <p>Sustainability-linked Remuneration</p> <p>The Board is cognisant that accountability and commitment from the top is crucial to drive the Group's sustainability agenda across all business segments.</p> <p>To ensure our targets are achieved, the Group has integrated sustainability targets within our performance assessment and reward system, which aligns the Group's executive total remuneration with sustainability performance. For FY2023, sustainability has been included as a Key Performance Indicator ("KPI") with assigned weightage in the Group's FY2023 Balanced Scorecard.</p>

	<p>In addition, the five approved Sustainability KPIs, which also include climate-related KPIs, are embedded into the Balanced Scorecard of the relevant members of the Group Senior Management. The Annual Performance incentive reward of these members of Senior Management, as well as key sustainability champions within the Group, are linked to their respective Balance Scorecard.</p> <p>To spur the implementation of our Net Zero strategy and improve accountability for sustainability implementation Group-wide, the Group is working to enhance our existing approach to performance assessment and rewards. Moving forward, KPIs which are linked to our top five priority sectors, will be integrated into the Group's FY2024 Balanced Scorecard and cascaded across relevant business and functional units, including the Balanced Scorecards of relevant GMC members. This comprehensive approach ensures accountability, aligns individual efforts with Group-wide goals, and drives continuous progress towards our Net Zero ambitions.</p> <p>Detailed information on the Group's Sustainability-linked remuneration can be found within RHB Banking Group's Sustainability Report 2023.</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 Strategy and Roadmap Framework and sustainability material matters together with Sustainability Champions and other Strategic Business Groups/Strategic Functional Groups.</p> <p>The SM team also monitors emerging sustainability trends and acts as the referral point on sustainability matters, besides formulating, coordinating and communicating on sustainability initiatives to promote the Group's sustainability efforts and raise awareness of the on-going initiatives internally and externally.</p> <p>The Group has also established a Group Climate Action Programme Project Steering Committee ("GCAP PSC") to manage the successful delivery of the initiatives to meet the requirement of the Climate Risk Management and Scenario Analysis issued by Bank Negara Malaysia ("BNM"), and to ensure alignment of the Group climate strategy with its overarching sustainability commitments and aspirations, ensuring a consistent and robust approach to tackling sustainability risk and climate risk.</p> <p>The Board receives updates every quarter on climate-related matters based on the progress of the Group Climate Action Programme ("GCAP") and the Group's implementation roadmap towards achieving carbon neutral operations by 2030, which are also part the overall Group Sustainability Strategy and Roadmap.</p>

	<p>For additional information on the adoption of this practice along with the description of the responsibilities of the designated person and actions or measures undertaken, please refer to RHB Bank Berhad's Sustainability Report 2023.</p>
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Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Nominating & Remuneration Committee ("BNRC") supports the Board to conduct annual review of its composition, assess the suitability of new candidate(s) and to nominate shortlisted candidate(s) that fit the appointment criteria for the Board's approval.</p> <p>The BNRC conducts regular review of the Board to ensure its composition consists of individuals who are able to work together as a cohesive unit, foster a strong governance culture, committed, possess understanding of sustainability related matter and have strong financial probity. The BNRC views diversity as a crucial component in forming the Board's structure. Criteria such as gender, age, ethnicity and cultural background are considerations that are assessed as the Board strives to establish a perfect balance.</p> <p>In essence, the BNRC is entrusted with the responsibility of ensuring individuals that are nominated for Board appointment are firstly identified, assessed and fulfil all fit and proper criteria before they are shortlisted and proposed to the Board for deliberation and appointment.</p> <p>Board Composition and Succession Planning</p> <p>The BNRC has continued to invest time and attention on succession planning for the Board. The BNRC's efforts take into account the business continuity and long-term sustainability of the Company in its process. Refreshing the Board provides a healthy combination of fresh perspective, balance and experience which helps to ensure the business remains protected and sustainable for all stakeholders.</p> <p>Key factors that are considered by the BNRC in conducting succession planning or appointing new members to the Board are, as follows:</p> <ul style="list-style-type: none">• Ideal Boardroom Balance<ul style="list-style-type: none">○ Annual Board Effectiveness Evaluation is carried out by the BNRC to identify the performance level of directors as well as to understand areas of improvement within the Board.○ The BNRC uses the 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.

In addition to the above, the BNRC is also guided by the Bursa Malaysia Corporate Governance Guide 4th Edition on matters related to board and board committee refresh.

Changes to the Board in 2023

- Tan Sri Dr Rebecca Fatima Sta Maria, who was the Group's Senior Independent Non-Executive Director ("SINED") and Sharifatu Laila Syed Ali, an Independent Non-Executive Director, both resigned from the Board to pursue their personal interests.
- Hijah Arifakh Othman was welcomed to the Board as a new INED on 1 June 2023. Her appointment to the Board was endorsed by the BNRC and underwent a rigorous assessment process including approval from Bank Negara Malaysia.

Changes to the Board in 2024

- Nadzirah Abd Rashid was appointed to the Board on 15 March 2024 as a new INED. She brings with her valuable experience in the securities market, banking industry, and extensive exposure to regulatory environments.

Changes in the Board Committees Composition

The following Board Committees underwent changes to their respective composition:

- **Board Nominating & Remuneration Committee (“BNRC”)**
 - Tan Sri Dr Rebecca Fatima Sta Maria, who was the Group’s Senior Independent Non-Executive Director (“SINED”) resigned from the Board, hence vacating her seat as BNRC Chairman.
 - Datuk Iain John Lo was appointed as the new BNRC chairman.
 - Sharifatu Laila Syed Ali also resigned from the Board and vacated her position as a BNRC member.
 - Hijah Arifakh Othman was appointed as new member on 1 June 2023.
 - Donald Joshua Jaganathan was appointed as new member on 7 June 2023.
- **Board Sustainability Committee (“BSC”)**
 - Tan Sri Dr Rebecca Fatima Sta Maria resigned her membership from the Committee on 1 June 2023.
 - Hijah Arifakh Othman was appointed as new member on 1 June 2023.
- **Board Credit Committee (“BCC”)**
 - Dato’ Abd Rahman bin Dato’ Md Khalid, who was the Chairman of the BCC, retired from the Committee on 1 January 2024.
 - Mr Lim Cheng Teck was elevated to the position of Chairman upon Dato’ Abd Rahman’s departure.
 - Datuk Chung Chee Leong, an Independent Non-Executive Director of RHB Investment Bank was appointed as a member of the BCC on 1 January 2024.
 - Hizamuddin Jamalluddin, an Independent Non-Executive Director of RHB Insurance Berhad, was appointed to the Committee as a member.
- **Board Audit Committee (“BAC”)**
 - Nadzirah Abd Rashid was appointed as a Committee member on 15 March 2024.

Annual Review of the Board i.e. Board Effectiveness Evaluation (“BEE”)

The BEE exercise is an important assessment tool used by the BNRC to facilitate with the annual review of the Board, Board Committees and individual directors. The assessment allows the BNRC to evaluate the performance of directors and remedy areas which require improvement. The assessment ensures the Board and its supporting Committees perform to the high standards required.

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

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 activities undertaken by the BNRC:

- Reviewed the proposed Performance Bonus/Incentive for FY2022
- Reviewed the proposed appointment of RHB-Nominated Directors for the joint venture Digital Bank
- Reviewed the composition of RHB Bank Berhad Board and all subsidiary boards within RHB Banking Group
- Endorsed the appointment of an independent third party to source and facilitate the search for a new independent director for the RHB Bank Berhad board, as recommended by Practice 5.6 of the MCGG.
- 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
- Reviewed the succession planning for the Shariah Committee of RHB Islamic Bank Berhad

	<ul style="list-style-type: none"> • Endorsed the Human Resource Management System • Reviewed the revision to the RHB Bank Berhad’s Board Charter • Endorsed the RHB Banking Group’s Remuneration Framework & Policy • Noted the Responsible, Accountable, Consulted and Informed (“RACI”) Framework for the Board Sustainability Committee and other respective Board Committees • Conducted the fit & proper assessment of Key Responsible Persons of RHB Bank Berhad, RHB Investment Bank Berhad, RHB Islamic Bank Berhad and RHB Insurance Berhad • Reviewed the Eligible Recipients and the Share Allocation for the Share Grant Scheme • Received updates on relevant human capital matters • Assessed the independence of Independent Directors of RHB Banking Group • Reviewed external time commitment of Directors serving on the Boards of RHB Banking Group • Approved the assessment questionnaires for the Boards & Individual Director’s Performance for FY2022/2023
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 5.2

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 2023, the Board underwent changes to its composition. Throughout the process, the Board continued to maintain a majority of Independent Non-Executive Directors.</p> <p>INED Composition from January to June 2023:</p> <ol style="list-style-type: none">1. Ong Ai Lin (SINED)2. Lim Cheng Teck3. Donald Joshua Jaganathan4. Datuk Iain John Lo5. Tan Sri Dr Rebecca Fatima Sta Maria (SINED)6. Sharifatu Laila Syed Ali <p>The Board comprised of Six Independent Non-Executive Directors (“INED”), three Non-Independent Non-Executive Directors and One Executive Director, totalling ten Directors.</p> <p>INED composition from June to December 2023:</p> <ol style="list-style-type: none">1. Ong Ai Lin (SINED)2. Lim Cheng Teck3. Donald Joshua Jaganathan4. Datuk Iain John Lo5. Hijah Arifakh Othman (Appointed on 1 June 2023) <p>In 2023, the Board had nine directors comprising of Five Independent Non-Executive Directors (“INED”), three Non-Independent Non-Executive Directors and One Executive Director.</p> <p>Currently, Ong Ai Lin is the Senior Independent Director of the Board. She acts 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 2024, the Board has six (6) INEDs on the Board. The list of the Independent Non-Executive Directors on the Board is shown below:</p> <ol style="list-style-type: none">1. Ong Ai Lin (SINED)2. Lim Cheng Teck3. Donald Joshua Jaganathan

	<ul style="list-style-type: none"> 4. Datuk Iain John Lo 5. Hijah Arifakh Othman 6. Nadzirah Abd Rashid <p>The full profiles of RHB Bank Berhad's Board members are available on the Group's website and on pages 134 -145 of RHB Bank Berhad Integrated Report 2023.</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 5.3

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	:		
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 nine years. Computation of the service tenure will commence from the date of his/her appointment in RHB Banking Group. For 2023, the Board had no Independent Directors who exceeded the nine-year term limit. Information on the tenure limit of INEDs for the Group can be found in RHB Bank Berhad's Board Charter downloadable from RHB's corporate website.

Intended Outcome

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

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board Nominating & Remuneration Committee (“BNRC”) ensures that any candidate that is considered for appointment for the position of director, chief executive officer or key senior management position passes the 'litmus test' of character, experience, integrity, competence and time commitment to effectively discharge his or her role for the betterment of the Company.</p> <p>The BNRC is guided by the Group’s Nomination Framework and Group Fit & Proper Policy in identifying and assessing candidates who are nominated for appointment of directors as well as for Key Senior Management positions.</p> <p>The design of the Framework is as follows:</p> <ul style="list-style-type: none">• 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 framework was carefully developed to:</p> <ul style="list-style-type: none">• Summarise and augment the relevant processes of the BNRC in relation appointments of directors and key senior management officers;• Provide a clear, structured 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.

Appointment of new Directors

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 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 be 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 three months of their appointment. During the induction, senior officers shared their views on the business plan, risk management, business operations and other strategic matters.

	<p>New Director Appointment</p> <ul style="list-style-type: none"> Hijah Arifakh Othman was appointed to the Board on 1 June 2023. Hijah was already a Director within the Group as she was appointed to the Board of RHB Investment Bank Berhad as an Independent Non-Executive Director on 1 September 2022. Her elevation to the RHB Bank Berhad Board underwent rigorous assessment by the BNRC and was subject to approval from Bank Negara Malaysia. Nadzirah Abd Rashid was appointed to the Board on 15 March 2024. She was also appointed to the Board Audit Committee on the same day. Her appointment was carried out in-line with the BNRC's Framework and received the approval of Bank Negara Malaysia. <p>Nurturing and developing talent</p> <p>The Board firmly believes that developing talent within RHB is important to ensure there is a holistic process of developing the appropriate culture and values to strengthen its succession planning process for key positions.</p> <p>This in return cultivates a high-performing workforce which contributes to the Company's and the Group's growth, sustainability and competitiveness. The BNRC provides high-level oversight and direction on human resource ("HR") matters such as recommending remuneration and HR strategies on employee value propositions, retention strategies, performance management and succession planning.</p> <p>The BNRC also approves changes to Group HR policies in line with the HR strategy and direction set by the Board. The BNRC also continuously monitors succession planning updates presented by Group HR to ensure smooth transitions of key personnel into critical positions, and ensures that the development plans for identified successors are put in place based on their readiness to assume the critical positions.</p> <p>Other major issues deliberated by the BNRC were the salary and grading structure, flexible working arrangements, retention plans and incentive schemes for key Senior Management as well as numerous proposed and existing employee value propositions.</p>	
<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

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 has always ensured any candidate sourced and shortlisted meets the right calibre. The process of identifying candidates for directorship is very critical due to its far-reaching implications towards the performance of the Board as a cohesive unit. As such, the Board does not solely rely on recommendations from existing board members, management or major shareholders.</p> <p>In 2023, the BNRC with the support of management, appointed an independent external professional search firm to source for a suitable female candidate for the position of independent non-executive director of RHB Bank Berhad. The criteria's set for the search was based on an internal review of the board composition carried out by the committee during the year.</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>All candidates shortlisted by the BNRC will be subject to rigorous vetting and approval by Bank Negara Malaysia before they are appointed to the Board and Board Committees. In assessing and appointing a Director, the BNRC is guided by the following internal documents:</p> <ul style="list-style-type: none">• 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

	<ul style="list-style-type: none"> • Nomination Framework • Remuneration Framework & Policy 	
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 58th AGM of RHB Bank pursuant to Clause 94 of the Bank's Constitution:</p> <ul style="list-style-type: none">• Tan Sri Ahmad Badri Mohd Zahir (NINED/Chairman)• Lim Cheng Teck (INED)• Datuk Iain John Lo (INED) <p>The following Directors are retiring pursuant to Clause 98 of the Bank's Constitution:</p> <ul style="list-style-type: none">• Hijah Arifakh Othman (INED)• Nadzirah Abd Rashid (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.</p>

	<p>Rationale for re-election</p> <ul style="list-style-type: none"> • Tan Sri Ahmad Badri Mohd Zahir (NINED/Chairman) As the Chairman of the RHB Bank Berhad, Tan Sri has continued to lead in a fair and objective manner, always placing the best interest of the Group ahead of personal views. He is a well-respected individual with vast experience in the industry having also holding the position of Chairman of the Employee Provident Fund (“EPF”). • Lim Cheng Teck (INED) Mr Lim brings continues to positively contribute to the Board with his experience and skillset horned over the years in the financial industry. As an INED, he continues to share his views and expertise without hesitation during Board deliberation and decision making process. Mr Lim is also a member of the Board Credit Committee. • Datuk Iain John Lo (INED) Besides being an INED, Datuk Iain is also the Chairman of the BNRC and Board Sustainability Committee and a member of the Board. Datuk Iain actively contributes to the discussion and deliberation and provides exemplary leadership to members of the Board Committees where he presides as the Chair. • Hijah Arifakh Othman Pn Hijah was only appointed to the Board on 1 June 2023. Her appointment underwent rigorous assessment from the BNRC and received approval from Bank Negara Malaysia. Although new to the Board, she has continued to flourish and actively contribute to the Board’s decision making process. She is also a member of the BNRC and Board Sustainability Committee. • Nadzirah Abd Rashid Pn Nadzirah was appointed to the Board on 15 March 2024. Along with Pn Hijah, her appointment underpins the Group’s commitment to have a diverse and well-structured board. Her appointment has also undergone the rigorous review and received the approval of Bank Negara Malaysia. She is also a member of the Board Audit Committee. <p>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>
<p>Explanation for departure</p>	<p>:</p>

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

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 Datuk Iain John Lo, an Independent Non-Executive Director (“INED”). Under Datuk Iain’s leadership, the committee oversees the following activities:</p> <ul style="list-style-type: none"> • 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, Datuk Iain 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>The membership and attendance of the BNRC are as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #00a0e3; color: white;"> <th>Director</th> <th>Attendance</th> </tr> </thead> <tbody> <tr> <td>Datuk Iain John Lo (Chairman) (INED)</td> <td>11/11</td> </tr> <tr> <td>Dato’ Mohamad Nasir Ab Latif (INED)</td> <td>11/11</td> </tr> <tr> <td>Hijah Arifakh Othman (INED)^</td> <td>7/8</td> </tr> <tr> <td>Donald Joshua Jaganathan (INED)^</td> <td>7/8</td> </tr> <tr> <td>Tan Sri Dr Rebecca Fatima Sta Maria*</td> <td>3/3</td> </tr> <tr> <td>Sharifatu Laila Syed Ali*</td> <td>3/3</td> </tr> </tbody> </table>	Director	Attendance	Datuk Iain John Lo (Chairman) (INED)	11/11	Dato’ Mohamad Nasir Ab Latif (INED)	11/11	Hijah Arifakh Othman (INED)^	7/8	Donald Joshua Jaganathan (INED)^	7/8	Tan Sri Dr Rebecca Fatima Sta Maria*	3/3	Sharifatu Laila Syed Ali*	3/3
Director	Attendance														
Datuk Iain John Lo (Chairman) (INED)	11/11														
Dato’ Mohamad Nasir Ab Latif (INED)	11/11														
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	Notes: <table border="1" data-bbox="560 230 1407 349"> <tr> <td data-bbox="560 230 616 288">^</td> <td data-bbox="616 230 1407 288">Hijah Arifakh Othman was appointed to the BNRC on 1 June 2023 and Mr Donald Joshua Jaganathan was appointed to the BNRC on 7 June 2023.</td> </tr> <tr> <td data-bbox="560 288 616 349">*</td> <td data-bbox="616 288 1407 349">Tan Sri Dr Rebecca Fatima Sta Maria and Sharifatu Laila Syed Ali both resigned from the Board and BNRC on 1 June 2023.</td> </tr> </table>		^	Hijah Arifakh Othman was appointed to the BNRC on 1 June 2023 and Mr Donald Joshua Jaganathan was appointed to the BNRC on 7 June 2023.	*	Tan Sri Dr Rebecca Fatima Sta Maria and Sharifatu Laila Syed Ali both resigned from the Board and BNRC on 1 June 2023.
^	Hijah Arifakh Othman was appointed to the BNRC on 1 June 2023 and Mr Donald Joshua Jaganathan was appointed to the BNRC on 7 June 2023.					
*	Tan Sri Dr Rebecca Fatima Sta Maria and Sharifatu Laila Syed Ali both resigned from the Board and BNRC on 1 June 2023.					
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board established and adopted a Boardroom Diversity Policy in 2013 which requires the Board to maintain 30% women directors on the Board.</p> <p>In 2023, the Board complied with this requirement for the first half of the year, until 1 June 2023, at which point, Tan Sri Dr Rebecca Fatima Sta Maria and Sharifatu Laila Syed Ali, two thirds of the Board's female members, resigned to pursue their personal interests. As part of the Board's succession planning, the appointment of Hijah Arifakh Othman was already in the pipeline and she was immediately appointed to the Board on 1 June 2023.</p> <p>Due to the aforementioned changes, the Board was one woman director short for the second half of the year. As at 31 December 2023, the Board consisted of 22% women directors serving on the Board.</p> <p>The Board is made of up of a group that is diverse in terms of gender, experience, skillset and professionalism. Although the 30% target was not met, the Board still has two female board members. The calibre of Directors on the Board allowed for deliberation and decision making to be objective and for the betterment of the company, incorporating their diverse views and perspectives.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	To ensure the Bank meets the minimum 30% women directors required by the Malaysian Code on Corporate Governance ("MCCG"), an independent external search firm was appointed by the BNRC to source for a qualified and capable candidate. Following the search efforts, a suitable women candidate was identified, namely Nadzirah Abd Rashid. She met the BNRC's expectation and qualification requirement and was appointed after successful completion of the necessary due-diligence exercise including approval from Bank Negara Malaysia on 15 March 2024.
Timeframe	:	Within 1 year

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	:	

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

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	: The Board continued its annual self-evaluation via the Board Effectiveness Evaluation (“BEE”) exercise reflecting its performance for FY2022-FY2023. 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. The internal assessment covered three main areas: <ul style="list-style-type: none">• Part A: Board Evaluation Part A evaluated the overall behaviours and culture of the Board and Board Committees, as a collective unit based on the following areas, namely:<ul style="list-style-type: none">○ Overall Board Effectiveness○ Structure, Strategy & Performance○ Interaction & Communication○ Boardroom Culture○ Environmental, Social & Governance (“ESG”)○ Leadership (Chairman/GMD/MD/CEO/PO)• Part B: Directors’ Self & Peer-Assessment Part B evaluated individual Board member’s contribution to the Board and competencies of each board member and the performance of the Independent Directors. Areas assessed included:<ul style="list-style-type: none">○ Board Dynamics and Participation○ Leadership, Integrity and Objectivity

	<ul style="list-style-type: none"> ○ Knowledge and expertise ○ Independence <ul style="list-style-type: none"> ● Part C: Company Secretary Evaluation The Company Secretary Effectiveness Evaluation (“CSEE”) was designed to detect and evaluate the Board’s satisfaction level with regards to the performance of the Company Secretary. <p>Overview of results – RHB Bank Berhad</p> <p>Overall results indicated that the performance of the Board and individual Directors have met the expectation and there have been no below-par performance observed (score of < 3) and directors have continued to conduct themselves in a professional manner.</p> <p>Summary of results depicting areas of strength and improvements are highlighted below:</p> <p>Area of strength:</p> <ul style="list-style-type: none"> ❖ Boardroom Cohesion Results indicated that the board members work well together in a collegial manner. Members carry themselves well and there is mutual respect for each other’s experience and views. ❖ Boardroom Diversity The current composition has a very good mix of expertise and background of multiple disciplines. This forms a strong base which allows for good discussion, deliberation and decision making. ❖ Boardroom Culture The Board is agile in adapting to different demands, with the ability to share insights on emerging topics and guidance, especially at times of uncertainty. <p>Area of focus for 2024:</p> <ul style="list-style-type: none"> ❖ Gender Diversity Improving on women director compositions. ❖ Board Administration & Proceedings Improvement on meeting time management as some deliberation have been noted to go beyond allocated time. ❖ Boardroom Culture Improving on communication between Board and Senior management as well as quality of presentation content. ❖ E.S.G (Climate Risk) Very good progress has been made over the last two years. Board must continue with the same momentum and ensure clearer targets are set for Sustainability objectives.
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Action Plan post BEE

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

Information of assessment results

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

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

Summary of Overall BEE Score for Board:

Dimensions	Rating	Score
Overall Board Effectiveness	4.1	82%
Structure, Strategy & Performance	3.9	78%
Interaction & Communication	4.0	80%
Boardroom Culture	4.0	80%
Environmental, Social & Governance	3.8	76%
Leadership – Chairman	3.9	77%
Leadership – GMD	4.3	86%
Independence	4.1	83%

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

No	Director	Board Dynamics and Participation	Leadership, Integrity and Objectivity	Knowledge and Expertise	Independence
1	Tan Sri Ahmad Badri Mohd Zahir	3.9	4.0	3.9	-
2	Tan Sri Ong Leong Huat @ Wong Joo Hwa	4.0	4.1	4.0	-
3	Ong Ai Lin	4.1	4.1	4.2	4.2
4	Lim Cheng Teck	4.0	4.1	4.1	4.1
5	Dato' Mohamad Nasir Ab Latif	4.1	4.1	4.2	-
6	Donald Joshua Jaganathan	4.3	4.2	4.2	4.3

	7	Datuk Iain John Lo	4.2	4.1	4.2	4.1																								
	8	Hijah Arifakh Othman	3.9	3.9	3.8	4.0																								
	9	Mohd Rashid Mohamad	4.3	4.2	4.1	-																								
<p>Assessment Result for supporting Board Committees:</p> <table border="1"> <thead> <tr> <th colspan="2">Board Committees</th> <th>Rating</th> <th>Score</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Board Audit Committee</td> <td>4.2</td> <td>84%</td> </tr> <tr> <td>2</td> <td>Board Nominating & Remuneration Committee</td> <td>4.4</td> <td>87%</td> </tr> <tr> <td>3</td> <td>Board Risk Committee</td> <td>4.0</td> <td>80%</td> </tr> <tr> <td>4</td> <td>RHB Bank Board Credit Committee</td> <td>4.1</td> <td>82%</td> </tr> <tr> <td>6</td> <td>Board Sustainability Committee</td> <td>4.1</td> <td>83%</td> </tr> </tbody> </table> <p>Note:</p> <p>1. Each Board Committee was only assessed by the members serving on the committee.</p> <p>In line with the requirements of the Bank Negara Malaysia's Policy Document on Corporate Governance and the Malaysian Code on Corporate Governance, which call for the appointment of an external party on periodic basis to conduct an objective and independent board assessment, we appointed Ernst & Young Consulting Sdn Bhd ("EY") in 2021 to facilitate our BEE exercise. EY also conducted a 'pulse check' on the progress of BEE issues identified during the last assessment in 2022. In line with the regulatory requirements above, the next cycle of external BEE assessment will take place for the FY2025 assessment.</p>							Board Committees		Rating	Score	1	Board Audit Committee	4.2	84%	2	Board Nominating & Remuneration Committee	4.4	87%	3	Board Risk Committee	4.0	80%	4	RHB Bank Board Credit Committee	4.1	82%	6	Board Sustainability Committee	4.1	83%
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<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

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>This Group NEDs Remuneration Framework and Policy ("Policy") is developed to guide the Board and the Board Nominating & Remuneration Committee ("BNRC") of RHB Bank Berhad ("RHB") and other main operating entities within its Group of Companies ("RHB Banking Group" or "Group") to determine the remuneration of Non-Executive Directors. The Policy is developed with the objective of attracting and retaining experienced, qualified and high calibre members of the Board taking into consideration the demands of the responsibility, intricacy, skills and experience and performance of the Group as well as industry norms.</p> <p>Board Remuneration Systems</p> <ul style="list-style-type: none">• The Board is supported by the BNRC in implementing and reviewing the remuneration policy and procedures as well as all matters relating to the remuneration of Non-Executive Directors ("NED") within the Group.• The BNRC is guided by its Terms of Reference ("ToR") which elucidate its authority and duties, as disclosed on the Group's website at https://www.rhbgroup.com/-/media/Assets/Corporate-Website/HTML-Component/Section/Corporate-Governance-Link-Panel/files/TOR-BNRC.pdf.• The BNRC may enlist the services of external independent advisors to subscribe to external expertise in reviewing the Remuneration Policy and Framework.• Executive Director(s) shall abstain from all deliberation and approval of their remuneration package. In line with the MCCG, the BNRC shall consist only of Non-Executive Directors. Executive Directors may, in special circumstances, be invited by the BNRC to attend the BNRC meetings.• The Board of RHB Bank Berhad shall review and endorse the remuneration package of the Board, subsidiary Boards and all

relevant Board Committee members of RHB Banking Group on an annual basis.

- Directors who are shareholders of RHB Bank Berhad shall abstain from voting at the general meetings in relation to their own remuneration.
- The fees and benefits payable to the Non-Executive Directors and any compensation for loss of employment of a Director or former Director of the Group (if any) shall be approved at the general meeting in line with Section 230(1) of Companies Act 2016 and Paragraph 7.24 of Listing Requirements.
- This Remuneration policy shall also be reviewed by the Board Risk Committee and Board to ensure elements of risk exposures and outcomes are sufficiently covered as and when any changes are made to the Policy.

Design Principles for RHB NED Remuneration Structure is as follows:

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

Components of NEDs Remuneration Package:

- Base fee
- Role fee (Role as Board Chairman/Board Committee 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 2021. Details of the remuneration structure are as follows:

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

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

- Chairman of RHB Bank Berhad: Monthly Fixed Allowance of RM25,000 and Club Membership.
- RM2,000 for Meeting Allowance (Per Meeting) for Board and Board Committee Meeting for Chairman and Members.
- Chairman of RHB Group's main operating entities:
 - Car (or allowance in lieu of amounting to RM5,000)
 - Driver (or allowance in lieu of amounting to RM1,500)
 - Personal secretary (if required)
 - Petrol allowance (RM1,500)
- A farewell gift with the value of up to RM3,000.00 will be granted to a Non-Executive Director for the entire tenure of directorship upon his/her exit from the Group, either upon retirement or resignation.
- All Non-Executive Directors of RHB Banking Group: Mobile Devices (e.g. iPhone and iPad), Directors & Officers Liability Insurance Coverage, Medical Benefits, Directors Training (e.g. Training Fee, Accommodation, Travel Fare, Stipend, etc.)
- Business-Use Credit Card (Limit of RM30,000), Banking Benefits and air travel coverage.

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 of the Board and Board Committees will be accorded higher remuneration packages to reflect their role and responsibility as well as the complexity and amount of preparation required in chairing the meeting and leading the respective Boards and Board Committees.

Explanation for departure	:
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<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 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 roles in implementing key policies and procedures in relation to the remuneration of the Board and the Senior Management. The duties and responsibilities of the BNRC are spelled out in its Terms of Reference ("TOR") which is available on the Company's website.</p> <p>As at 15 March 2024, the BNRC comprises four Non-Executive Directors ("NEDs"), of whom three are Independent Non-Executive Directors ("INEDs") and one is Non-Independent Non-Executive Director ("NINED"), representing the respective main operating entities within the Group. The BNRC is chaired by Datuk Iain John Lo, an Independent Non-Executive Director ("INED") of RHB Bank Berhad.</p> <p>The membership of the BNRC is, as follows:</p> <ul style="list-style-type: none">• Datuk Iain John Lo (INED/Chairman)• Hijah Arifakh Othman (INED) – Appointed 1 June 2023• Donald Joshua Jaganathan (INED) – Appointed 7 June 2023• Dato' Mohamad Nasir Ab Latif (NINED)
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

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 41 of the Financial Statements on pages 108 -109 of the Financial Report 2023.</p> <p>The disclosure provided in this practice also includes the details of remuneration paid to Tan Sri Dr Rebecca Fatima Sta Maria and Sharifatu Laila Syed Ali, both resigned from the Board in 2023.</p> <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. The remuneration payable to the Board members of RHB Bank Berhad are as follows:</p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Ahmad Badri Mohd Zahir	Non-Executive Non-Independent Director	300	30	Input info here	Input info here	31	303	664	300	30	Input info here	Input info here	31	303	664
2	Tan Sri Ong Leong Huat	Non-Executive Non-Independent Director	200	60	Input info here	Input info here	Input info here	30	290	460	112	Input info here	Input info here	80	50	702
3	Dato' Mohamad Nasir Ab Latif	Non-Executive Non-Independent Director	200	47	Input info here	Input info here	Input info here	43	290	460	86	Input info here	Input info here	17	83	646
4	Ong Ai Lin	Independent Director	200	58	Input info here	Input info here	Input info here	53	311	360	121	Input info here	Input info here	Input info here	113	594
5	Lim Cheng Teck	Independent Director	200	114	Input info here	Input info here	Input info here	83	397	200	114	Input info here	Input info here	Input info here	83	397
6	Donald Joshua Jaganathan	Independent Director	200	101	Input info here	Input info here	Input info here	133	434	360	145	Input info here	Input info here	Input info here	173	678
7	Datuk Iain John Lo	Independent Director	200	62	Input info here	Input info here	Input info here	78	340	360	115	Input info here	Input info here	Input info here	154	629
8	Hijah Arifakh Othman	Independent Director	117	27	Input info here	Input info here	Input info here	25	170	352	86	Input info here	Input info here	Input info here	67	505
9	Mohd Rashid Mohamad	Executive Director	Input info here	Input info here	2,400	2,100	35	1,109	5,644	Input info here	Input info here	2,400	2,100	35	1,109	5,644
10	Sharifatu Laila Syed Ali	Independent Director	83	17	Input info here	Input info here	Input info here	10	110	151	35	Input info here	Input info here	Input info here	23	209
11	Tan Sri Dr Rebecca Fatima Sta Maria	Independent Director	83	18	Input info here	Input info here	Input info here	41	142	83	18	Input info here	Input info here	Input info here	41	142
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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

Intended Outcome

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

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

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 SGS was introduced in June 2022 and 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 52 on page 122 of the Financial Statements 2023.</p>

	<p>Under this practice, the following Senior Management’s remuneration, besides the Group Managing Director/Chief Executive Officer, are disclosed:</p> <ol style="list-style-type: none"> 1. Dato’ Adissadikin Ali Head Group Shariah Business, RHB Banking Group; MD/CEO, RHB Islamic Bank Berhad 2. Nik Rizal Kamil Tan Sri Nik Ibrahim Kamil* Group Chief Financial Officer (CFO), RHB Banking Group 3. Ganesh Sabaratnam Head, Group Investment Banking, RHB Banking Group, MD/CEO, RHB Investment Bank Berhad 4. Oliver Tan Head, Group Insurance, RHB Banking Group, MD/CEO, RHB Insurance Berhad <p>Note: <i>*Nik Rizal vacated his position as Group Chief Financial Officer (CFO), RHB Banking Group on 31 December 2023.</i></p> <p>Detailed remuneration disclosed under Practice 8.1, details of remuneration for the other four Key Senior Management 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:</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>		

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	1,350,001-1,400,000	Choose an item.	1,050,001-1,100,000	0-50,000	350,001-400,000	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.	Choose an item.	0-50,000	Choose an item.	1,250,001-1,300,000
3	Ganesh Sabaratnam	Head, Group Investment Banking, RHB Banking Group, MD/CEO, RHB Investment Bank Berhad	2,050,001-2,100,000	Choose an item.	450,001-500,000	0-50,000	Choose an item.	2,550,001-2,600,000
4	Oliver Tan	Head, Group Insurance, RHB Banking Group, MD/CEO, RHB Insurance Berhad	1,100,001-1,150,000	Choose an item.	500,001-550,000	0-50,000	200,001-250,000	1,850,001-1,900,000
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, the Senior 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 full profile of the BAC members is available on pages 139-145 of the Integrated Report 2023 and on RHB's corporate website at www.rhbgroup.com. The attendance of BAC meetings is disclosed on page 172 and page 190 of the Integrated Report 2023 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. The BAC reviews the integrity and reliability of the Company's and the Group's financial statements on a quarterly basis, prior to recommending the same for the Board's approval and issuance to stakeholders. During the reviews, the Group Chief Financial Officer provides assurance to the BAC that:</p> <ul style="list-style-type: none">• 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. <p>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:</p>

	<ol style="list-style-type: none"> 1. 26 January 2023; and 2. 20 July 2023. <p>During this meeting, the external auditors highlighted there were no major issues to be highlighted to the committee.</p> <p>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.</p> <p>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 2023.</p> <p>The BAC also oversees RHB’s integrity and anti-corruption matters by:</p> <ul style="list-style-type: none"> • 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 MCGG to observe a cooling period of 3 years (instead of 2 years) has been adopted and reflected within the Board Charter of RHB Bank Berhad.</p>
Explanation for departure	:	
<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 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 reviewed the performance of the external auditors and being satisfied with their performance and fulfilment of criteria as set out in BNM's Guidelines, the BAC will recommend the re-appointment of the external auditors to the Board, upon which the shareholders' approval will be sought at the general meeting. The tenure of the External Auditor is for one year, subject to approval by the shareholders if the retiree offers to continue its service (at the next general meeting) upon the completion of one-year service.</p> <p>Further details on the assessments made on the external auditors' suitability and independence are set out per BAC activities disclosed under the BAC Report on pages 190 -198 of the Integrated Report 2023. A detailed pay out to the external auditors for their audit and non-audit works engaged in 2023 is illustrated, as follows:</p> <table border="1" data-bbox="557 1048 1406 1232"> <thead> <tr> <th colspan="2" 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>4,947</td> <td>7,947</td> <td>90</td> <td>93</td> </tr> <tr> <td>2</td> <td>Non-Audit Fees</td> <td>572</td> <td>582</td> <td>10</td> <td>7</td> </tr> <tr> <td colspan="2">Total Fees</td> <td>5,519</td> <td>8,529</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 40 of the Financial Statements on page 108 in the Financial Report 2023.</p>	Type of External Auditors' Fee		RM ('000)		Out of Total Fees (%)		Company	Group	Company	Group	1	Audit Fees	4,947	7,947	90	93	2	Non-Audit Fees	572	582	10	7	Total Fees		5,519	8,529	100	100
Type of External Auditors' Fee				RM ('000)		Out of Total Fees (%)																							
		Company	Group	Company	Group																								
1	Audit Fees	4,947	7,947	90	93																								
2	Non-Audit Fees	572	582	10	7																								
Total Fees		5,519	8,529	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>																												
<p>Timeframe</p>	<p>:</p>																												

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 2024, the Board Audit Committee ("BAC") has 4 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 (SINED) <p>Members</p> <ul style="list-style-type: none">• Datuk Iain John Lo (INED)• Donald Joshua Jaganathan (INED)• Nadzirah Abd Rashid (INED)¹ <p>Note: ¹ <i>Nadzirah Abd Rashid was appointed to the BAC on 15 March 2024.</i></p> <p>The attendance record for the BAC for FY2023 is shown below:</p> <table border="1"><thead><tr><th>Composition in 2023</th><th>Attendance</th></tr></thead><tbody><tr><td>Ong Ai Lin (INED) - Chairperson</td><td>15/15</td></tr><tr><td>Datuk Iain John Lo (INED)</td><td>15/15</td></tr><tr><td>Donald Joshua Jaganathan (INED)</td><td>15/15</td></tr></tbody></table>	Composition in 2023	Attendance	Ong Ai Lin (INED) - Chairperson	15/15	Datuk Iain John Lo (INED)	15/15	Donald Joshua Jaganathan (INED)	15/15
Composition in 2023	Attendance									
Ong Ai Lin (INED) - Chairperson	15/15									
Datuk Iain John Lo (INED)	15/15									
Donald Joshua Jaganathan (INED)	15/15									

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	All members of the BAC are financially literate, competent and able to understand all matters under their purview including financial reporting processes. The full profiles of the BAC members along with their professional and educational background are disclosed on pages 139 to 145 of the Integrated Report 2023. 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, gives very high priority towards ensuring a well governed risk management and internal control framework is established and functional. The Group has continued to maintain a risk-aware culture throughout the organisation to ensure measures are undertaken to proactively enhance the Group's risk management capabilities including practice of good corporate governance to safeguard shareholders' investments, as well as the Company's and the Group's assets.</p> <p>Operating in a complex and constantly evolving environment, whether it relates to changes in technology, climate or the other types of ever-present risks that our operations and stakeholders are exposed to, The Board continues to ensure our 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 200 – 209 of the Integrated Report 2023.</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 10.2

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 200 - 209 of the Integrated Report 2023.</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 BRC comprises four Independent Non-Executive Directors ("INEDs") who represent the respective major operating entities within the Group.</p> <p>The BRC met 15 times during the financial year 2023. The composition of the BRC and the attendance of members at the committee meetings, held in 2023, are as follows:</p> <table border="1"><thead><tr><th>Composition</th><th>Attendance</th></tr></thead><tbody><tr><td>Donald Joshua Jaganathan (Chairman)</td><td>15/15</td></tr><tr><td>Ong Ai Lin</td><td>14/15</td></tr><tr><td>Lim Cheng Teck</td><td>13/15</td></tr><tr><td>Chin Yoong Kheong</td><td>15/15</td></tr></tbody></table> <p>The full profiles of the Mr Donald, Ms Ong and Mr Lim is made available on pages 139-143 of the RHB Bank Berhad Integrated Report 2023.</p> <p>Chin Yoong Kheong's ("Mr Chin") profile:</p> <p>Chin Yoong Kheong ("Mr Chin") was appointed as an Independent Non-Executive Director of RHB Investment Bank 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 infrastructure sector, consumer and industrial markets,</p>	Composition	Attendance	Donald Joshua Jaganathan (Chairman)	15/15	Ong Ai Lin	14/15	Lim Cheng Teck	13/15	Chin Yoong Kheong	15/15
Composition	Attendance										
Donald Joshua Jaganathan (Chairman)	15/15										
Ong Ai Lin	14/15										
Lim Cheng Teck	13/15										
Chin Yoong Kheong	15/15										

	<p>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	:	
<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 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 of the 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 190-197 of the Integrated Report 2023.</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 166 auditors within GIA as at 31 December 2023. The internal 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>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</p>

	<p>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 191 – 196 of the Integrated Report 2023.</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>Leadership of Group Internal Audit ("GIA")</p> <p>GIA is currently headed by Alex Tan Aun Aun as the Group Chief Internal Auditor. He has more than 28 years of multifaceted experience in the banking business with more than 13 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 ("ISPPA") and Bank Negara Malaysia's Guidelines on Internal Audit Function of Licensed Institutions.</p> <p>For the financial year ended 31 December 2023, the total internal audit cost incurred amounted to RM40.6 million (2022: RM35 million).</p>
<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

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 is aware that RHB Banking Group's stakeholders form an important part of Group's ecosystem. 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. The Board also strives to ensure all stakeholders are treated fairly by ensuring effective, transparent and regular communication with stakeholders to cultivate positive relationship between all parties.</p> <p>In the course of providing timely information to stakeholders, the Board has identified the following groups as the key stakeholders of the Group:</p> <ul style="list-style-type: none">• Shareholders;• Employees;• Customers;• Suppliers;• Business partners;• Regulators/Policy makers; and• Our local Communities. <p>General Meeting(s)</p> <p>The Board ensures shareholders are able to exercise their rights in attending and participating at 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 2023 was provided 30 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)
- Anti-Bribery & Corruption Handbook
- 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	Organiser
6 Jan 2023	J.P Morgan ASEAN Financial Forum	J.P Morgan Securities
27 Feb 2023	Q4 2022 Financial Results Review	RHB, Investor Relations
27 Mar 2023	Investors Meeting	Kenanga Investment Bank
12 Apr 2023	Investors Meeting	AmResearch
26 May 2023	Q1 2023 Financial Results Review	RHB, Investor Relations
21 Jul 2023	Investors Meeting	Citi Investment Research
29 Aug 2023	Q2 2023 Financial Results Review	RHB, Investor Relations
8 Sep 2023	TWP24 Analyst Briefing	GCFO's Office
22 Sep 2023	JP Morgan ASEAN Financial Forum	JP Morgan Securities
9 Nov 2023	Investors Meeting	UOB Kay Hian (Malaysia) Holdings Sdn Bhd
27 Nov 2023	Q3 2023 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 42 - 47 and 78 – 79 of the Integrated Report 2023. Historical analyst/media briefings and press releases can be viewed on the RHB's corporate website.

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.

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>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>:</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

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 5 th iteration of its Integrated Report 2023 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 57th AGM for the last meeting held in 2023 was provided 30 days prior to the meeting to shareholders as the announcement was made and the notice was distributed to the shareholders on 10 April 2023 while the AGM was held on 10 May 2023.</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

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 Annual General Meeting (“AGM”) held virtually 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 https://investor.boardroomlimited.com/ on Wednesday, 10 May 2023 at 10.00 a.m.</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• Ong Ai Lin• Lim Cheng Teck (vide video conferencing)• Sharifatu Laila Syed Ali• YBhg Dato' Mohamad Nasir Ab Latif• Donald Joshua Jaganathan• YBhg Datuk Iain John Lo• 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• Share Registrar/Poll Administrator, Boardroom Share Registrars Sdn Bhd• Scrutineers: Messrs KPMG Management & Risk Consulting Sdn Bhd (“KPMG MRC”).• Advocates & Solicitors: Messrs Kadir Andri & Partners (vide video conferencing) <p>A record of proceedings of this AGM can be found at the Group’s Corporate website or using the following link: https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/57th-AGM-Minutes.pdf</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>All resolutions tabled at the 57th AGM were voted on a poll via Remote Participation and Voting (RPV) facilities which are encrypted at the Virtual Meeting Portal in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The detailed poll results were verified by the Independent Scrutineer, Messrs KPMG PLT.</p> <p>A total of 1,348 Members (comprising shareholders, proxies and corporate representatives) for a total of 2,677,005,844 shares representing approximately 63.03% of the total shareholdings have registered for the Company's 57th AGM through the Remote Participation and Electronic Voting ("RPEV") facilities per the Attendance Record.</p> <p>The voting technology used for the AGM as well as the hosting site for the AGM was secured by the Group's own IT personnel who oversaw the networks to ensure no third party was involved in the transmission of data.</p> <p>A record of proceedings of this AGM can be found at the Group's Corporate website or using the following link: https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/57th-AGM-Minutes.pdf</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

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>Tan Sri Ahmad Badri Mohd Zahir, the Chairman of the Board, began the Annual General Meeting ("AGM") by calling to order and welcoming the Members to the 57th AGM of the Company. The Chairman informed the Members that this was the Company's 4th virtual AGM held live from the Broadcast Venue. The Meeting was convened in a virtual manner to safeguard the wellbeing of Members, directors and employees of the Company due to the ongoing COVID-19 pandemic.</p> <p>The Chairman further informed the Members that the convening of the Meeting is in compliance with Section 327 of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the AGM, and also in accordance with Clause 50 of the Company's Constitution which allowed the AGM to be held at more than one venue using any instantaneous telecommunication device that allows Members to participate in the meeting. The Meeting was also convened in accordance with the Securities Commission Malaysia's Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers.</p> <p>The Chairman then introduced the members of the Board of Directors ("the Board") (2 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.</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>The Chairman further declared the voting session opened and informed the Members that they may start to register their votes electronically</p>

	<p>for all resolutions set out in the Notice of Meeting until the conclusion of such session which will then be announced.</p> <p>The Chairman invited the Mohd Rashid Mohamad, the Group Managing Director (“GMD”) to present the Group’s financial performance highlights. The GMD covered the following:</p> <ol style="list-style-type: none"> 1. Key Highlights of Financial Year 2022 2. FY2022 Performance Review 3. Strategy Update 4. Community Engagement Activities 5. Concluding Remarks <p>The GMD continued to brief the Members on the issues raised by MSWG which were received by the Company via their letter dated 3 May 2023. The GMD informed the Meeting that the Company had responded to MSWG vide letter dated 8 May 2023.</p> <p>The Chairman highlighted that the Company had received questions from the Members through various mediums and invited the GMD to address the said questions. 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.</p> <p>Upon receiving no further questions from the Members, Tan Sri Chairman concluded the Q&A session and proceeded with the Agenda.</p> <p>A record of questions posed during the AGM can be found via the following links:</p> <ul style="list-style-type: none"> • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/57th-AGM-Minutes.pdf • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/2023-EGM-Presentation-to-Shareholders.pdf • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/2023-Pre-EGM-Questions-Raised-By-Shareholders.pdf • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/2023-MSWQ-Questions-and-Answers.pdf
<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>	

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 13.5

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>The Board ensured shareholders were accorded the opportunity to raise questions through the Remote Participation and Electronic Voting (“RPEV”) system.</p> <p>The platform allowed for shareholders to log-in and participate in the AGM from anywhere across the globe. To ensure Members were properly informed on the systems capabilities, and Administrative Guide was shared with shareholders prior to the meeting.</p> <p>The Administrative Guide included the following:</p> <ul style="list-style-type: none">• Details of meeting venue• Members Entitled to Participate and Vote• Lodgement of Proxy Form of AGM• Electronic Lodgement of Proxy Form of AGM• Voting Procedures• Remote Participation and Electronic Voting• Link top download the Integrated Report 2022• Details of contact persons for both Boardroom Share Registrars Sdn Bhd and RHB Bank Berhad for any enquiries related to the participation and administrative process of the AGM. <p>A copy of the Administrative Guide can be found here: https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/RHBB-57th-Administrative-Details.pdf</p>

	<p>Questions & Answers during AGM</p> <p>The Chairman highlighted that the Company had received questions from the Members through various mediums and invited the GMD to address the said questions.</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 GMD then further responded to the questions received from the Members during the Meeting, and provided the responses for the same, accordingly.</p> <p>The Chairman ensured shareholders were accorded the opportunity to raise questions as well as provide their views and observations. The Chairman only proceeded to continue with the Agenda upon conclusion of the Q&A session. Prior to the voting process during the AGM, a short video presentation by Boardroom Share Registrars Sdn Bhd was also 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>The record of the AGM proceedings and questions posed during the AGM can be found via the following links:</p> <ul style="list-style-type: none"> • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/57th-AGM-Minutes.pdf • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/2023-EGM-Presentation-to-Shareholders.pdf • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/2023-Pre-EGM-Questions-Raised-By-Shareholders.pdf • https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/2023-MSWQ-Questions-and-Answers.pdf 	
<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 13.6

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 here: https://www.rhbgroup.com/-/media/Assets/Corporate-Website/Document/Supported-Doc/General-Meetings/57th-AGM-Minutes.pdf In addition, the outcome of the AGM was also posted on upon the conclusion of the AGM on 10 May 2023 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).

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 134 to 145 of the Integrated Report 2023 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 135 to 145 of the Integrated Report 2023 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	Integrity Report 2023	Pages 139, 142, 143, 145, 172 and 190
	CG Report 2023	Practice 9.4 (Step-up)
Board Nominating & Remuneration Committee	Integrity Report 2023	Pages 140, 142, 143, 172 and 144
	CG Report 2023	Practice 5.8
Board Risk Committee	Integrity Report 2023	Pages 139, 141, 143 and 173
	CG Report 2023	Practice 10.3 (Step-up)
Board Sustainability Committee	Integrity Report 2023	Pages 140, 142, 143, 144 and 173
	CG Report 2023	Practice 4.1
Board Credit Committee	Integrity Report 2023	Pages 138, 14 and 173
	CG Report 2023	Section B, Page 121

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

Board Credit Committee (“BCC”) – Membership

Composition	Brief Profile
Lim Cheng Teck (Chairman)	Mr Lim is an Independent Non-Executive Director of RHB Bank Berhad. He is also a member of Board Risk Committee.
Tan Sri Ong Leong Huat	Tan Sri Ong is the Non-Independent Non-Executive Director of RHB Bank Berhad and the Non-Independent Non-Executive Chairman of RHB Investment Bank Berhad
Datuk Chung Chee Leong	Datuk Chung is an Independent Non-Executive Director of RHB Investment Bank Berhad. He was appointed to the BCC on 1 January 2024.
Hizamuddin Jamalluddin	En Hizamuddin is an Independent Non-Executive Director of RHB Insurance Berhad and RHB Islamic Bank Berhad. He was appointed to the BCC on 1 January 2024.
Dato’ Abd Rahman bin Dato’ Md Khalid	Dato’ Abd Rahman retired from the Committee on 1 January 2024.
<p>Responsibility</p> <p>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 30 meetings held with no absentees.</p>	

Board Risk Committee [RHB Investment Bank] (“BRC”) – Membership

Composition	Brief Profile
Chin Yoong Kheong (Chairman)	Mr Chin is the Senior Independent Non-Executive Director of RHB Investment Bank Berhad. He is also a director of RHB Islamic International Asset Management Berhad, RHB Securities (Thailand) Public Company Limited.
Dato’ Siow Kim Lun @ Siow Kim Lin	Dato’ Siow is an Independent Non-Executive Director of RHB Investment Bank.
Hijah Arifakh Othman	Pn Hijah is an Independent Non-Executive Director of RHB Bank Berhad and RHB Investment Bank Berhad.
<p>Responsibility</p> <p>The BRC provides oversight and governance of risks for RHB Investment Bank to ensure that the risk management processes are functional and effective.</p>	

Board Investment Committee [RHB Insurance Berhad] (“BIC”) – Membership

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

Dato' Darawati Hussain	Dato' Darawati is the Senior Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
Responsibility The Investment Committee mainly oversees the investment aspects of RHB Insurance Berhad.	
Board Risk Committee [RHB Insurance Berhad] ("BRC") – Membership	
Composition	Brief Profile
Wong Pek Yee (Chairman)	Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad. She is also a Member of the Board Investment Committee and Board Audit Committee of RHB Insurance Berhad
Shaifubahrim Bin Mohd Saleh	En Shaifubahrim Mohd Saleh is an Independent Non-Executive Director of RHB Insurance Berhad. He also serves as a Member of the Board Investment Committee and Chairman Board Audit Committee of RHB Insurance Berhad.
Jahanath Muthusamy	Mr Jahanath is the Independent Non-Executive Director and Chairman of RHB Insurance Berhad.
Responsibility The Audit Committee provides independent oversight of RHB Insurance's financial reporting and internal control system, and ensuring checks and balances for entities within the Company.	
Board Audit Committee [RHB Insurance Berhad] ("BAC") – Membership	
Composition	Brief Profile
Shaifubahrim Bin Mohd Saleh (Chairman)	En Shaifubahrim Mohd Saleh is an Independent Non-Executive Director of RHB Insurance Berhad. He also serves as a Member of the Board Risk Committee and Chairman of the Board Investment Committee of RHB Insurance Berhad.
Wong Pek Yee	Ms Wong is the Senior Independent Non-Executive Director of RHB Insurance Berhad. She is also a Chairman of the Board Risk Committee and member of the Board Investment Committee of RHB Insurance Berhad
Hizamuddin Jamalluddin	En Hizamuddin is the Independent Non-Executive Director of RHB Insurance Berhad and RHB Islamic Bank Berhad
Responsibility The Audit Committee provides independent oversight of RHB Insurance's financial reporting and internal control system, and ensuring checks and balances for entities within the Company.	
Board Risk Committee - i [RHB Islamic Bank Berhad] ("BRC-i") – Membership	
Composition	Brief Profile
Dato' Foong Chee Meng (Chairman)	Dato' Foong is an Independent Non-Executive Director of RHB Islamic Bank Berhad
Ong Ai Lin	Ms Ong is the Senior Independent Non-Executive Director of RHB Bank Berhad and INED of RHB Islamic Bank Berhad. She is also the Chairman of RHB Bank Berhad's Board Audit Committee and member of its Board Risk Committee.
Hizamuddin bin Jamalluddin	En Hizamuddin is the Independent Non-Executive Director of RHB Insurance Berhad and RHB Islamic Bank Berhad. He is also a member of RHB Insurance Berhad's Board Audit Committee.

Dato' Abd Rahman Dato' Md Khalid	Dato' Abd Rahman retired from the Committee on 1 January 2024.
<p>Responsibility</p> <p>The BRC-i provides risk oversight and guidance to ensure that the management of risk exposures in RHB Islamic Bank are aligned to the principles of Islamic Banking as guided by the relevant regulatory authority, as well as to ensure that core risk policies are consistent with the Group's Shariah Governance framework. The BRC-i also oversees the execution of risk policies and related decisions by RHB Islamic Bank's Board, and provides oversight for major risk categories which are unique to Islamic finance. These include displaced commercial risk, withdrawal risk, rate of return risk, fiduciary risk and Shariah non-compliance risk.</p>	
<p>Shariah Committee [RHB Islamic Bank Berhad] ("SC") – Membership</p>	
Composition	Brief Profile
Azizi Che Seman (Chairman)	The full profile of the Shariah Committee members can be found on page 150 to 151 of the Integrated Report 2023.
Shabnam Mohamad Mokhtar	
Dr. Md. Nurdin Bin Ngadimon	
Dr. Abdul Rahman A. Shukor	
Mohd Zubir Awang	
<p>Responsibility</p> <p>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.</p>	
<p>Investment Committee [RHB Asset Management Sdn Bhd] ("IC") – Membership</p>	
Composition	Brief Profile
Dato' Darawati Hussain (Chairman)	Dato' Darawati is the Senior Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
Chin Yoong Kheong	Mr Chin is the Senior Independent Non-Executive Director of RHB Investment Bank Berhad. He is also a director of RHB Islamic International Asset Management Berhad, RHB Securities (Thailand) Public Company Limited.
Sharizad Juma'at	Pn Sharizad is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
<p>Responsibility</p> <p>The Investment Committee mainly oversees the investment aspects of RHB Asset Management Sdn. Bhd.</p>	

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

Composition	Brief Profile
Dato’ Darawati Hussain (Chairman)	Dato’ Darawati is the Senior Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
Chin Yoong Kheong	Mr Chin is the Senior Independent Non-Executive Director of RHB Investment Bank Berhad. He is also a director of RHB Islamic International Asset Management Berhad, RHB Securities (Thailand) Public Company Limited.
Sharizad Juma’at	Pn Sharizad is an Independent Non-Executive Director of RHB Asset Management Sdn Bhd.
Responsibility	
The AC is responsible to provide independent oversight of RHBAM’s financial reporting and internal control system, ensuring checks and balances for entities within the Company.	

Meeting attendance of Directors

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

Committee	Reference Document	Page/Section
Board Audit Committee	Integrated Report 2023	Page 172 & Page 190
	CG Report 2023	Practice 9.4 (Step-up)
Board Nominating & Remuneration Committee	Integrated Report 2023	Page 172
	CG Report 2023	Practice 5.8
Board Risk Committee	Integrated Report 2023	Page 173
	CG Report 2023	Practice 10.3 (Step-up)
Board Sustainability Committee	Integrated Report 2023	Page 173
	CG Report 2023	Practice 4.1
Board Credit Committee	CG Report 2023	Section B, Page 117

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

During FY2023, the Board underwent the following changes:

- Two women Independent Non-Executive Directors, namely, Tan Sri Dr Rebecca Fatima Sta Maria and Sharifatu Laila Syed Ali resigned from the Board to pursue their personal interests.
- The Board welcomed a new Independent Non-Executive Director, namely, Hijah Arifakh Othman.

Note (*)

Nadzirah Abd Rashid was appointed to the Board on 15 March 2024.

Board Training and Development – Induction Programme

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

Directors of RHB Bank Berhad attended the following training/programmes in 2023:

No	Directors	Topic	Date / Organiser	Training Scope/Description
1	Tan Sri Ahmad Badri Mohd Zahir	Anti-Money Laundering and Countering Financing of Terrorism (AML/CFT)	7 March 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Common AML/CFT programme challenges How RegTech can be adopted for AML/CFT programme Benefits and new opportunities with Regtech
		Key Updates on Malaysia Taxation & Budget 2023	24 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Key updates on Budget 2023 Malaysia Tax Governance Framework Global Minimum Tax
		Emerging Risks in the Financial Industry	12 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Differences between emerging & emerged risks Risk dimension & scope Key trends in managing the risks
		The Mandatory Accreditation Programme (MAP) Part II: Leading for Impact (LIP)	13 – 14 September 2023 (ICDM)	<ul style="list-style-type: none"> Duties and responsibilities of directors on sustainability Managing environmental risks and impacts including among others, energy, water, waste and emissions management

				<ul style="list-style-type: none"> Analysing the social impact in operations, supply chains and local communities Managing social and governance risks and impacts Bursa Malaysia's Listing Requirements on Sustainability Disclosures
2	Mohd Rashid Bin Mohamad	Anti-Money Laundering and Countering Financing of Terrorism (AML/CFT)	7 March 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Common AML/CFT programme challenges How RegTech can be adopted for AML/CFT programme Benefits and new opportunities with Regtech
		Key Updates on Malaysia Taxation & Budget 2023	24 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Key updates on Budget 2023 Malaysia Tax Governance Framework Global Minimum Tax
		Emerging Risks in the Financial Industry	12 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Differences between emerging & emerged risks Risk dimension & scope Key trends in managing the risks
		The Mandatory Accreditation Programme (MAP) Part II: Leading for Impact (LIP)	13 – 14 September 2023 (FIDE)	<ul style="list-style-type: none"> Duties and responsibilities of directors on sustainability Managing environmental risks and impacts including among others, energy, water, waste and emissions management Analysing the social impact in operations, supply chains and local communities Managing social and governance risks and impacts Bursa Malaysia's Listing Requirements on ability Disclosures
		Shariah Programme : Islamic Finance, Islamic Fintech and Digital Banking	23 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> An overview of FinTech and its significance The development and growth of Islamic FinTech and Digital Banking Key areas and competencies in successful Islamic FinTech solutions The major players in the Islamic FinTech & Digital Banking industry Islamic FinTech regulations and compliance Issues and challenges associated with Islamic FinTech and digitalization.
		E-Learning on RHB AML/CFT (Malaysia)	13 October 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Culture, Conduct and Accountability AML Governance Sanctions Transaction Monitoring
		E-Learning on Secrecy and Information Protection Training	17 October 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Importance of protecting information

				<ul style="list-style-type: none"> • Legal requirements of protecting confidential information
		E-Learning on Information Security Awareness	18 October 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Cultivating strong security culture • Importance of IT security
3	Dato' Mohamad Nasir Ab Latif	Distinguished Board Leadership Series for 2023 on "Can America stop China's rise? Will ASEAN be damaged?"	12 January 2023 (FIDE FORUM)	<ul style="list-style-type: none"> • US and China economic and geopolitical rivalry. • Impact of the rivalry to the rest of the world.
		Anti-Money Laundering and Countering Financing of Terrorism (AML/CFT)	7 March 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Common AML/CFT programme challenges • How RegTech can be adopted for AML/CFT programme • Benefits and new opportunities with Regtech
		SRI Taxonomy: Insight and Implementation	10 March 2023 (Securities Industry Development Corporation)	<ul style="list-style-type: none"> • Developing and Implementing the SRI Taxonomy: Regulator's Perspective • Scaling Up Sustainable and Responsible Investments in the Malaysian Capital Market through the SRI Taxonomy • What's Next for Sustainable Finance Taxonomies • Existing and future developments of global and regional sustainable finance taxonomies • Alignment and interoperability of sustainable finance taxonomies • Importance of sustainable finance taxonomies in facilitating the transition to low carbon economy
		Key Updates on Malaysia Taxation & Budget 2023	24 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Key updates on Budget 2023 • Malaysia Tax Governance Framework • Global Minimum Tax
		EY Sharing Session on "Net Zero within Financial Institutions & Approach and Recommendation on Net Zero Strategy for BRC and BSC Members & Management	5 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Transition to a Low Carbon Economy • Rationale & Approach for Net Zero • Financing as a Catalyst • Promoting ESG Integration • Recommendation on Net Zero Strategy
		The Mandatory Accreditation Programme (MAP) Part II: Leading for Impact (LIP)	19 -20 September 2023 (ICDM)	<ul style="list-style-type: none"> • Duties and responsibilities of directors on sustainability • Managing environmental risks and impacts including among others, energy, water, waste and emissions management • Analysing the social impact in operations, supply chains and local communities • Managing social and governance risks and impacts

				<ul style="list-style-type: none"> Bursa Malaysia's Listing Requirements on Sustainability Disclosures
		INSEAD Business Sustainability Programme	30 October 2023 - 3 November 2023 (INSEAD - The Business School for the World)	<ul style="list-style-type: none"> Understand the key forces making sustainability a business priority today Acquire essential frameworks, models and tools to make informed decisions about how to pursue sustainability as a foundation for your competitive strategy and advantage Identify and navigate the unique challenges in executing sustainable business models, including circular models Cherry pick best practices deployed by leaders with a proven sustainability track record Deploy the skills to effectively measure, assess, report and communicate on corporate sustainability in your organization
4	Tan Sri Ong Leong Huat	Anti-Money Laundering and Countering Financing of Terrorism (AML/CFT)	7 March 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Common AML/CFT programme challenges How RegTech can be adopted for AML/CFT programme Benefits and new opportunities with Regtech
		Invest Malaysia 2023: Series 1	8 March 2023 (Bursa Malaysia)	<ul style="list-style-type: none"> Discussion on "Malaysia's Macro Resilience and Market Insights"
		E-Learning on RHB Culture Components	4 April 2023 (RHB Banking Group)	<ul style="list-style-type: none"> RHB's Core Values Culture and Conduct
		E-Learning on Anti-Bribery and Corruption	4 April 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Laws governing bribery & corruption Internal Policies and Procedures Whistleblowing channels Gift & Hospitality
		Key Updates on Malaysia Taxation & Budget 2023	24 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Key updates on Budget 2023 Malaysia Tax Governance Framework Global Minimum Tax
		INVEST MALAYSIA 2023 SERIES 2	7 June 2023 (Bursa Malaysia)	<ul style="list-style-type: none"> Rethinking the 5G Model – Building Tomorrow's Infrastructure, Today Cloud as an Enabler of Digitalisation in Malaysia Case Studies – How Companies Approach Cloud Transformation
		Emerging Risks in the Financial Industry	12 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Differences between emerging & emerged risks Risk dimension & scope Key trends in managing the risks

		Shariah Programme : Islamic Finance, Islamic Fintech and Digital Banking	23 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • An overview of FinTech and its significance • The development and growth of Islamic FinTech and Digital Banking • Key areas and competencies in successful Islamic FinTech solutions • The major players in the Islamic FinTech & Digital Banking industry • Islamic FinTech regulations and compliance • Issues and challenges associated with Islamic FinTech and digitalization.
5	Ong Ai Lin	Distinguished Board Leadership Series for 2023 on “Can America stop China’s rise? Will ASEAN be damaged?”	12 January 2023 (FIDE FORUM)	<ul style="list-style-type: none"> • US and China economic and geopolitical rivalry. • Impact of the rivalry to the rest of the world.
		Key Updates on Malaysia Taxation & Budget 2023	24 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Key updates on Budget 2023 • Malaysia Tax Governance Framework • Global Minimum Tax
		The Mandatory Accreditation Programme (MAP) Part II: Leading for Impact (LIP)	7 – 10 August 2023 (ICDM)	<ul style="list-style-type: none"> • Duties and responsibilities of directors on sustainability • Managing environmental risks and impacts including among others, energy, water, waste and emissions management • Analysing the social impact in operations, supply chains and local communities • Managing social and governance risks and impacts • Bursa Malaysia’s Listing Requirements on sustainability Disclosures
		EY Sharing Session on “Net Zero within Financial Institutions & Approach and Recommendation on Net Zero Strategy for BRC and BSC Members & Management	5 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Transition to a Low Carbon Economy • Rationale & Approach for Net Zero • Financing as a Catalyst • Promoting ESG Integration • Recommendation on Net Zero Strategy
		An exclusive briefing on Navigating Sustainability Reporting in the Banking Industry by PwC Malaysia	6 September 2023 (PwC Malaysia)	<ul style="list-style-type: none"> • Overview on Sustainability Reporting Landscape in Malaysia
		What Amounts to a Conflict of Interest by Directors?	11 September 2023 (Asia School of Business)	<ul style="list-style-type: none"> • Gain knowledge about directors’ obligations under the Companies Act 2016 and the recent amendments to Bursa Malaysia’s Listing Requirements • Gain knowledge about recent cases involving conflict of interest • Understand what amounts to informed consent

				<ul style="list-style-type: none"> Apply the knowledge to carry out their duty to act in the best interests of the company
		PwC Training : ISSB1 and ISSB 2 Sustainability and Climate Disclosure and Reporting	22 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Understanding the impact of sustainability & climate change beyond reporting Overview on Sustainability Reporting Landscape in Malaysia
		Shariah Programme : Islamic Finance, Islamic Fintech and Digital Banking	23 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> An overview of FinTech and its significance The development and growth of Islamic FinTech and Digital Banking Key areas and competencies in successful Islamic FinTech solutions The major players in the Islamic FinTech & Digital Banking industry Islamic FinTech regulations and compliance Issues and challenges associated with Islamic FinTech and digitalization.
6	Donald Joshua Jaganathan	Anti-Money Laundering and Countering Financing of Terrorism (AML/CFT)	7 March 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Common AML/CFT programme challenges How RegTech can be adopted for AML/CFT programme Benefits and new opportunities with Regtech
		Key Updates on Malaysia Taxation & Budget 2023	24 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Key updates on Budget 2023 Malaysia Tax Governance Framework Global Minimum Tax
		EY Sharing Session on "Net Zero within Financial Institutions & Approach and Recommendation on Net Zero Strategy for BRC and BSC Members & Management	5 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Transition to a Low Carbon Economy Rationale & Approach for Net Zero Financing as a Catalyst Promoting ESG Integration Recommendation on Net Zero Strategy
		Emerging Risks in the Financial Industry	12 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Differences between emerging & emerged risks Risk dimension & scope Key trends in managing the risks
		The Mandatory Accreditation Programme (MAP) Part II: Leading for Impact (LIP)	6 – 7 November 2023 (ICDM)	<ul style="list-style-type: none"> Duties and responsibilities of directors on sustainability Managing environmental risks and impacts including among others, energy, water, waste and emissions management Analysing the social impact in operations, supply chains and local communities Managing social and governance risks and impacts Bursa Malaysia's Listing Requirements on Sustainability Disclosures

		PwC Training: ISSB1 and ISSB 2 Sustainability and Climate Disclosure and Reporting	22 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Understanding the impact of sustainability & climate change beyond reporting Overview on Sustainability Reporting Landscape in Malaysia
7	Datuk Iain John Lo	BNM Climate Change Principle Based Taxonomy (CCPT) Classification and RHB ESG Risk Assessment Process	7 February 2023 (Bank Negara Malaysia)	<ul style="list-style-type: none"> Climate change impact and opportunities Assessment of Economic Activities Classification of Economic Activities
		Anti-Money Laundering and Countering Financing of Terrorism (AML/CFT)	7 March 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Common AML/CFT programme challenges How RegTech can be adopted for AML/CFT programme Benefits and new opportunities with Regtech
		Key Updates on Malaysia Taxation & Budget 2023	24 May 2023	<ul style="list-style-type: none"> Key updates on Budget 2023 Malaysia Tax Governance Framework Global Minimum Tax
		Cloud Awareness Engagement	26 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Architecture of cloud, Regulatory compliance, Site location Risk mitigation.
		Awareness on Zero Day Malware	12 June 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Zero Day Malware
		EY Sharing Session on "Net Zero within Financial Institutions & Approach and Recommendation on Net Zero Strategy for BRC and BSC Members & Management	5 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> Transition to a Low Carbon Economy Rationale & Approach for Net Zero Financing as a Catalyst Promoting ESG Integration Recommendation on Net Zero Strategy
		Advocacy Session for Directors and CEOs of Main Market Listed Issuers	19 September 2023 (Bursa Malaysia)	<ul style="list-style-type: none"> Enhance the understanding on the application of the Listing Requirements Provide clarity on Bursa Malaysia' expectations on the standards of corporate disclosure Strengthen the disclosure culture among our listed issuers.
		What Amounts to a Conflict of Interest by Directors?	13 October 2023 (Asia School of Business)	<ul style="list-style-type: none"> Gain knowledge about directors' obligations under the Companies Act 2016 and the recent amendments to Bursa Malaysia's Listing Requirements Gain knowledge about recent cases involving conflict of interest Understand what amounts to informed consent Apply the knowledge to carry out their duty to act in the best interests of the company

		INSEAD Business Sustainability Programme	30 October 2023 - 3 November 2023 (INSEAD - The Business School for the World)	<ul style="list-style-type: none"> • Understand the key forces making sustainability a business priority today • Acquire essential frameworks, models and tools to make informed decisions about how to pursue sustainability as a foundation for your competitive strategy and advantage • Identify and navigate the unique challenges in executing sustainable business models, including circular models • Cherry pick best practices deployed by leaders with a proven sustainability track record • Deploy the skills to effectively measure, assess, report and communicate on corporate sustainability in your organization
		PwC Training: ISSB1 and ISSB 2 Sustainability and Climate Disclosure and Reporting	22 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Understanding the impact of sustainability & climate change beyond reporting • Overview on Sustainability Reporting Landscape in Malaysia
		Shariah Programme: Islamic Finance, Islamic Fintech and Digital Banking	23 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • An overview of FinTech and its significance • The development and growth of Islamic FinTech and Digital Banking • Key areas and competencies in successful Islamic FinTech solutions • The major players in the Islamic FinTech & Digital Banking industry • Islamic FinTech regulations and compliance • Issues and challenges associated with Islamic FinTech and digitalization.
		The Mandatory Accreditation Programme (MAP) Part II: Leading for Impact (LIP)	11th - 12th December 2023 (ICDM)	<ul style="list-style-type: none"> • Duties and responsibilities of directors on sustainability • Managing environmental risks and impacts including among others, energy, water, waste and emissions management • Analysing the social impact in operations, supply chains and local communities • Managing social and governance risks and impacts • Bursa Malaysia's Listing Requirements on Sustainability Disclosures
8	Hijah Arifakh Othman	Key Updates on Malaysia Taxation & Budget 2023	24 May 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Key updates on Budget 2023 • Malaysia Tax Governance Framework • Global Minimum Tax

		EY Sharing Session on “Net Zero within Financial Institutions & Approach and Recommendation on Net Zero Strategy for BRC and BSC Members & Management	5 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Transition to a Low Carbon Economy • Rationale & Approach for Net Zero • Financing as a Catalyst • Promoting ESG Integration • Recommendation on Net Zero Strategy
		Emerging Risks in the Financial Industry	12 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Differences between emerging & emerged risks • Risk dimension & scope • Key trends in managing the risks
		Shariah Programme: Islamic Finance, Islamic Fintech and Digital Banking	23 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • An overview of FinTech and its significance • The development and growth of Islamic FinTech and Digital Banking • Key areas and competencies in successful Islamic FinTech solutions • The major players in the Islamic FinTech & Digital Banking industry • Islamic FinTech regulations and compliance • Issues and challenges associated with Islamic FinTech and digitalization.
9	Lim Cheng Teck	EY Sharing Session on “Net Zero within Financial Institutions & Approach and Recommendation on Net Zero Strategy for BRC and BSC Members & Management	5 September 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • Transition to a Low Carbon Economy • Rationale & Approach for Net Zero • Financing as a Catalyst • Promoting ESG Integration • Recommendation on Net Zero Strategy
		The Mandatory Accreditation Programme (MAP) Part II: Leading for Impact (LIP)	8 – 9 November 2023 (ICDM)	<ul style="list-style-type: none"> • Duties and responsibilities of directors on sustainability • Managing environmental risks and impacts including among others, energy, water, waste and emissions management • Analysing the social impact in operations, supply chains and local communities • Managing social and governance risks and impacts • Bursa Malaysia’s Listing Requirements on Sustainability Disclosures
		Shariah Programme: Islamic Finance, Islamic Fintech and Digital Banking	23 November 2023 (RHB Banking Group)	<ul style="list-style-type: none"> • An overview of FinTech and its significance • The development and growth of Islamic FinTech and Digital Banking • Key areas and competencies in successful Islamic FinTech solutions • The major players in the Islamic FinTech & Digital Banking industry

- Islamic FinTech regulations and compliance
- Issues and challenges associated with Islamic FinTech and digitalization.

Function and conduct

The roles and responsibilities of each Board Committee and its respective Chairperson have been disclosed in their respective Board Committee Terms of References (“ToR”), Board Charter of RHB Bank Berhad as well as the Integrated Report 2023 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 200 to 209 in its Integrated Report 2023 and under Practice 10.1 to Practice 10.3 (Step-up) under Section A of this CG Report.

Key Internal Control Policies and Procedures

The Group is committed to ensuring responsible behaviour by the Company and its employees both in the workplace and marketplace. The Company takes full responsibility for the effect of its practices and internal policies/procedures/guidelines while continues to strengthen and embed robust corporate governance and risk management practices throughout its business operations. All the internal control documents need to follow appropriate delineation process and approval matrix.

The documents are kept in the centralized repository for employees’ reference and controlled by a dedicated functional unit namely Operations and Methods for maintaining quality assurance purpose. While these internal control documents/measures are implemented to mitigate conflicts of interest, abuses of position, regulatory breaches and consumer facades, such efforts also promote investors’ confidence, boost good brand image and stimulate sustainable growth.

No	Document	Description
1	Group 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 Sustainability & Communications Operations Manual	The document provides guidance and structure in disseminating corporate information to, and in dealing with, media representatives, employees and the public. While it intends to ensure compliance with legal and regulatory requirements on disclosure, it also raises awareness about, and focus management and employees on, disclosure requirements and practices
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.
27	Group Policy on Conflict of Interest	The guiding principles of the documents are to ensure the Group avoids conflicts of interest and promote transparency and accountability in its business activities.
28	Group Anti-Bribery & Corruption Policy	This policy is to reiterate commitment to full compliance by the RHB Banking Group, its subsidiaries and affiliates, and its officers, directors, employees and agents (if applicable) to the Malaysian Anti-Corruption Commission (MACC) Act 2009 and similar legal or regulatory promulgation in relation to countering bribery and corruption.

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> <ol style="list-style-type: none"> I. Short Term Incentive <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 <ul style="list-style-type: none"> 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 FY2023 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.

Since January 2022, RHB 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 2023, 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”)

Bank implemented the Share Grant Scheme (SGS) in 2022 which was duly approved by the shareholders at an Extraordinary General Meeting (‘EGM’). 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’). In FY2023, a total of 1,415,000 and 225,000 units of RHB shares under RHB Group Employees’ Share Grant Scheme (SGS) were awarded to 16 Senior Officers and nine (9) OMRTs of RHB Bank. The number of SGS units to be vested/paid by 2026 is conditional upon the said employees fulfilling the vesting/payment criteria.

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

The information on remuneration for Non-Executive Directors' and Top 5 senior officers', including the Chief Executive Officer's (cum Executive Director) remuneration package, remuneration received and/or receivable from RHB Bank Berhad and the Group, is disclosed within the Company's Integrated Report, Corporate Governance ("CG") Report and Financial Report on named basis.

Some of the key issues with regards to the quantitative remuneration disclosures are being shared under Practice 8.1 and Practice 8.2 of Section A in this CG Report as well. Additionally, the remuneration structure for RHB Bank Berhad's Non-Executive Directors ("NEDs") in the Company for 2023 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)
I. Fixed-type Remuneration					
i.	Cash Based	<ul style="list-style-type: none">Fixed FeesDirectors' Fees¹Committee Allowances²Chairmen's premium³ for various entities & committeesOther emoluments	2,580	Nil	-
ii.	Shares & share-linked instruments	Nil	-	Nil	-
iii.	Other	Benefits-in-kind	31		-
II. Variable-type Remuneration					
i.	Cash based	Meeting Attendance Allowance	862	Nil	-
ii.	Shares & share-linked instruments	Nil	-	Nil	-
iii.	Others	Directors' & Officers' Liability Insurance ⁷	731	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 FY2023 was about RM1.782 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 (2022: RM200 million). The total amount of premium paid for the Directors' Liability Insurance by the Group and the Bank was RM731,000 and RM 625,000 (2022: RM848,000 and RM722,000) 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 FY2023 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 (17 Officers)		Other material Risk Takers (11 Officers)	
	Unrestricted/ Non-Deferred (RM '000)	Restricted/ Deferred (RM '000)	Unrestricted/ Non- Deferred (RM '000)	Restricted/ Deferred (RM '000)
Fixed Type Remuneration ("FTR")				
Remuneration ("FTR") Cash Based	20,084 ¹ (17 Officers)	-	6,397 (11 Officers)	-
Share & share-linked instruments	-	-	-	-
Others				
• Benefits-in-kind	104	-	-	-
• Club subscription Fees	(12 Officers)			
• Leave Passage				
• Mobile Phone				
Variable Type Remuneration ("VTR")				
Cash Based	10,015 (14 Officers)	-	2,487 (11 Officers)	-
Share & share-linked instruments	-	2,545 (10 Officers)	-	475 (5 Officers)
Others	-	-	-	-
Total (RM '000)	30,203	2,545	8,884	475

Note(s):

(1) Includes data for Nik Rizal (former Chief Financial Officer) and Syed Taufik (MD, International Business) both resigned from RHB Bank Berhad in FY2023.

(2) In FY2023, a total of 1,415,000 and 225,000 units of RHB shares under RHB Group Employees' Share Grant Scheme (SGS) were awarded to 16 Senior Officers and 9 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 51 of the financial statement on Page 120 of the Financial Report 2023.

