

CORPORATE GOVERNANCE REPORT

STOCK CODE : 1155
COMPANY NAME : MALAYAN BANKING BERHAD
FINANCIAL YEAR : December 31, 2022

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures that the collective strategies of each sector within the Group meet their respective short-term and long-term targets, and are in line with the Group's overarching goals and objectives.</p> <p>The Group's long-term goals and objectives are entrenched in our M25+ Strategy (M25+) which was rolled out in FY2022. As announced during our Investor Day on 27 October 2022, M25+ is purpose driven, in line with our mission of Humanising Financial Services. Its details are as follows:</p> <ul style="list-style-type: none">• Purpose <p>We are a values-driven platform, powered by a bionic workforce that humanises financial services.</p> <ul style="list-style-type: none">• Mission <p>Humanising Financial Services.</p> <p>This means, being at the heart of the community, we will:</p> <ul style="list-style-type: none">(a) Make financial services simple, intuitive and accessible(b) Build trusted partnerships for a sustainable future together(c) Treat everyone with respect, dignity, fairness and integrity <ul style="list-style-type: none">• M25+ Strategic Thrusts: <ul style="list-style-type: none">(a) Intensify Customer-centricity(b) Accelerate Digitalisation and Technology Modernisation(c) Strengthen Maybank's Position Beyond Malaysia(d) Drive Leadership in Sustainability Agenda(e) Achieve True Global Leadership in Islamic Banking

	<p>Sufficient emphasis is also placed on the following to ensure that the Group's overall goals and objectives are met:</p> <ul style="list-style-type: none"> • <u>Core Values</u> <p>The Board has established a set of core values for all of us to live by in order to achieve our Vision and Mission. This is encapsulated in our TIGER Values of:</p> <p>T - Teamwork I - Integrity G - Growth E - Excellence and Efficiency R - Relationship Building</p> <ul style="list-style-type: none"> • <u>Strategy and Goal Setting</u> <p>As per our Board Charter, the Group's Annual Budget and Business Plan (ABBP) is exclusively reserved for the Board's decision and approval. In tandem with progress under M25+, the Group's ABBP for the forthcoming year is reviewed and approved by the Board towards the end of each financial year. During this period, special meetings are held with the management to discuss the Group's overall year-end performance and to challenge the forecasts and assumptions made by the management in developing the ABBP for the following year. At the same time, the Group's Balanced Scorecard and Key Performance Indicators for the year are fixed by the Board to ensure that management places sufficient emphasis and allocates the right resources in order to achieve the goals and targets set in the ABBP. Once approved by the Board, execution and progress made under the ABBP is tracked against the Group's actual performance during the year and reported to the Board on a monthly basis. The Board monitors the progress and development of the ABBP by:</p> <ol style="list-style-type: none"> (a) Regularly testing assumptions made by senior management in respective forecasts; (b) Understanding the challenges faced by senior management and the strategies or plans to address those challenges; (c) Reviewing the integrity of the risk posture adopted by the Group to ensure the strategies that senior management intends to employ are sound and within acceptable boundaries; and (d) Evaluating proposed capital and operational expenditure plans to ensure that senior management has the necessary resources to execute its respective plans. <p>Apart from monitoring and reviewing the Group's performance against the ABBP, offsite meetings and strategy sessions are held annually, typically in locations where the Group has a presence, to gain deeper understanding of the Group's operations there. These offsite meetings offer a good opportunity for the Board to meet</p>
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	<p>with the Group's senior management and employees of subsidiaries, understand the challenges they face, and offer support as appropriate. In FY2022, the Board's Offsite Meeting and Strategy Session was held in Indonesia, which is one of the Group's home markets.</p> <p><u>Delegation</u></p> <p>The Board delegates and entrusts its review function to the various Board Committees established by the Board (details as per Section B of this report). To ensure a more holistic review and oversight of the ABBP, the Chairman of each Board Committee provides monthly reports to the Board on issues and matters raised at their respective meetings that may impact the ABBP, including salient recommendations for the Board's further consideration. In turn, the Board may issue instructions or request the committees to conduct reviews concerning matters highlighted or any other matter which concerns the committees, in accordance with their respective terms of reference (TOR).</p> <p>In addition to the above, some members of the Board are also appointed as Chairmen or members of the boards of Maybank's major subsidiaries (Subsidiary Boards). This practice provides a bridge between the Board and Subsidiary Boards facilitating the communication of the overall goals and objectives of the ABBP to the Subsidiary Boards for better alignment and execution, bearing in mind the general principle that the Subsidiary Boards should also be able to discharge their own legal and governance responsibilities as separate entities.</p> <p><u>Induction and Training</u></p> <p>All newly appointed Directors are required to attend Maybank's Board Induction Programme to familiarise themselves with the Group's operations and to build a strong foundation of knowledge about the Group. During such sessions, new Directors will engage in one-on-one briefings with members of the senior management team to gain a better understanding of the management and operations of key sectors within the Group.</p> <p>The training needs of Directors are addressed annually. All Directors are expected to attend training and workshops regularly to continuously build upon their industry and market knowledge, including training on the latest laws, rules and regulations impacting the Group and its operations.</p> <p>Directors are also expected to be well-versed with the Group's diversified and regional operations to encourage robust debate in meetings relating to the development, progress and implementation of the ABBP.</p>
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Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied
Explanation on application of the practice	:	<p>Tan Sri Dato' Sri Zamzamzairani Mohd Isa (Tan Sri Zamzamzairani) was appointed as the Chairman of Maybank on 2 November 2020. Although Tan Sri Zamzamzairani is a Non-Independent Non-Executive Director (NINED), his influence on the Board is balanced by the majority of Independent Non-Executive Directors (INEDs) on the Board. His profile can be found in Section B of this report.</p> <p>As the Chairman, Tan Sri Zamzamzairani is expected to:</p> <ol style="list-style-type: none">1) Advocate integrity and honesty, ensuring the Board's decisions are reached by consensus and reflect the will of the majority; and allowing any concern or dissenting view expressed by any Director on any matter deliberated at Board meetings to be addressed and duly recorded in the relevant minutes of the meetings.2) Build confidence by demonstrating and adopting the highest standards of corporate governance and ensuring strict compliance with all relevant laws and regulations.3) Promote a healthy working relationship with the Group President & Chief Executive Officer (GPCEO) by providing the necessary support and advice; and also encourage a close working relationship between the Board and senior management.4) Communicate clearly and work well with the rest of the members of the Board to ensure the Group's aspirations and objectives are aligned with the business activities carried out by senior management.5) Act as the spokesperson for the Board and, if necessary, engage with the public or stakeholders.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

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

Practice 1.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The roles and responsibilities of the Chairman (as outlined in the explanation to Practice 1.2 in this report) and the GPCEO are separated with a clear division of responsibilities and are defined, documented and approved by the Board, in line with best practices, to ensure appropriate supervision of senior management. This distinction allows for better understanding and distribution of jurisdictional responsibilities and accountabilities. The clear hierarchical structure with its focused approach facilitates efficiency and expedites decision-making.</p> <p>Dato' Khairussaleh Ramli was appointed as the GPCEO on 1 May 2022, replacing Tan Sri Abdul Farid Alias. He is the only Executive Director (ED) on the Board. As a Board member, the GPCEO functions as the intermediary between the Board and senior management. Dato' Khairussaleh Ramli has been delegated certain responsibilities by the Board in his capacity as the GPCEO and is primarily accountable for overseeing the day-to-day operations of the Group to ensure the smooth and effective running of the businesses.</p> <p>As the Chairman of the Group EXCO, the GPCEO carries out the following roles and responsibilities:</p> <ol style="list-style-type: none">1) Maps the Group's medium to long-term plans for the Board's approval and is accountable for implementing the Board's policies and decisions.2) Coordinates the development and implementation of business and corporate strategies by making sure they are carried through to achieve the desired outcomes, especially remedial measures to address identified shortcomings.3) Develops and translates the Group's strategies into a set of manageable goals and priorities, setting the overall strategic policy and direction of the business operations, investment and other activities based on effective risk management.4) Ensures that the financial management practice is performed at the highest level of integrity and transparency for the benefit of shareholders and that the business and affairs of the Group are carried out in an ethical manner, in full compliance with the relevant laws and regulations.5) Develops and maintains strong communication programmes and dialogues with shareholders, investors, analysts as well as

	<p>employees, while providing effective leadership to the organisation.</p> <p>6) Ensures high management competency as well as the emplacement of an effective management succession plan to sustain continuity of operations.</p> <p>The GPCEO's profile can be found in Section B of this report.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	As the Chairman of the Board, Tan Sri Zamzamzairani is not a member of either the Audit Committee of the Board (ACB) or the Nomination and Remuneration Committee (NRC). He does not attend or participate in any meetings of the ACB or NRC, by way of invitation or in any other capacity. The composition of the ACB and NRC can be found in 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

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>Encik Wan Marzimin Wan Muhammad has been Maybank Group's Company Secretary since 1 September 2015 and also serves as the Group General Counsel. He holds an LLB (Honours) from the University of Kent at Canterbury, United Kingdom, and was called to the Bar of England & Wales (Barrister of Gray's Inn) and the Malaysian Bar.</p> <p>He is assisted by Encik Fariz Abdul Aziz who has been the Joint Company Secretary of Maybank since 29 September 2017. He holds a Bachelor of Laws from Manchester Metropolitan University, United Kingdom, a Certificate in Legal Practice issued by the Legal Profession Qualifying Board, Malaysia and was called to the Malaysian Bar.</p> <p>Both are licensed by the Companies Commission of Malaysia (CCM) to act as Company Secretaries of Maybank.</p> <p>The Company Secretaries' roles and responsibilities include the following:</p> <ul style="list-style-type: none">• Compliance Advisory <ol style="list-style-type: none">1) Provide support to the Board in discharging their fiduciary obligations as Directors and advise them on issues relating to the relevant laws, rules, policies and regulations, as well as corporate governance best practices.2) Keep abreast of all requirements and changes with respect to corporate governance practices affecting Maybank and advise the Board on corporate governance obligations.3) Advise the Board on corporate disclosures to ensure compliance with Bursa Malaysia's Main Market Listing Requirements (MMLR) and other relevant laws and regulations. <p>How the Company Secretaries discharged their role during FY2022:</p> <ol style="list-style-type: none">(a) Briefed and advised the Board on the amendments made to the MMLR in relation to the tenure of independent directors and the application thereof.(b) Conducted an analysis on the Minority Shareholders Watch Group (MSWG)'s assessment of Maybank's Corporate

	<p>Governance (CG) performance, based on the ASEAN CG Scorecard (Scorecard) and proposed areas for improvement.</p> <ul style="list-style-type: none"> (c) Conducted an analysis on Maybank key subsidiaries' levels of application of the Malaysian Code on Corporate Governance (MCCG) and proposed areas for improvement. (d) Prepared the CG Overview Statement and CG Report for FY2021 for the Board's approval. (e) Conducted a review of the Board and Board Committees' TORs and proposed refinements to the TORs for Board's approval. (f) Conducted a review of the Board Charter, Board Manual and CG related policies and proposed refinements to the CG Documents for Board's approval. (g) Assisted the NRC in conducting Maybank Board Effectiveness Evaluation (BEE) for FY2022 internally. (h) Assisted the NRC in the formulation and execution of the Actionable Improvement Programme for the BEE FY2021. (i) Assisted the NRC in the conduct of Board Remuneration Review for FY2021. (j) Assisted the NRC in the appointment and re-appointment of Directors, including the conduct of Fit and Proper assessment of Board members. (k) Crafted the Group Policy on Reserved Matters for Board's approval. <ul style="list-style-type: none"> • Information Flow and Meetings <ul style="list-style-type: none"> 1) Manage the logistics of all Board and Board Committee meetings, including annual general meetings (AGMs) and Board offsite and strategy sessions. 2) Attend all meetings and ensure all discussions/deliberations during meetings are accurately recorded and properly maintained. 3) Facilitate proper communication and ensure the effective flow of information between the Board, the Board Committees and the senior management by ensuring that action items identified and highlighted during meetings are acted upon by the senior management in a timely manner. 4) Ensure that outstanding action items are properly tracked and monitored until such items are addressed by the senior management and reported to the Board accordingly. <p>How the Company Secretaries discharged their role during FY2022:</p> <ul style="list-style-type: none"> (a) Administered, convened and attended 124 meetings of the Board and Board Committees during the year. (b) Organised and convened the 62nd AGM on 14 April 2022 virtually. (c) Organised and convened the Board Offsite Meeting and Strategy Session in Jakarta. (d) Administered remote and paperless meetings for the Board and Board Committee meetings.
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	<ul style="list-style-type: none"> • Stakeholder Communication <ol style="list-style-type: none"> 1) Serve as a focal point for communication and engagement on corporate governance issues with the regulators, the Board, senior management and other stakeholders. 2) Ensure that regulators' requests and instructions are conveyed to the Board and senior management in a timely manner, with appropriate advice. <p>How the Company Secretaries discharged their role during FY2022:</p> <ol style="list-style-type: none"> (a) Prepared and obtained Bank Negara Malaysia (BNM)'s approval on the appointment of the new GPCEO and re-appointment of three Independent Non-Executive Directors. (b) From time to time, liaised with regulators such as BNM, Securities Commission of Malaysia (SC), Bursa Malaysia and CCM to seek clarification on the interpretation of new rules and regulations issued during the year. • Trainings <ol style="list-style-type: none"> 1) Organised Maybank Board Induction Programme for new Directors and ensured it was undertaken in a structured manner. The Company Secretaries participated in the said programme and provided briefings on Maybank's corporate governance framework to the new Directors. 2) Addressed the training needs of Directors during the year by procuring relevant training programmes relating to areas identified by the Board pursuant to the annual BEE, or any other relevant training programmes that the Directors may be interested to attend. <p>How the Company Secretaries discharged their role during FY2022:</p> <ol style="list-style-type: none"> (a) Identified training needs and arranged trainings for Directors and company secretaries of Maybank Group. (b) Arranged and coordinated induction sessions for the new GPCEO. <p>The appointment and change in Company Secretaries are matters which are subject to the Board's approval. This is to ensure that only qualified and suitable individuals are appointed as Company Secretaries. The Board assesses the performance of the Company Secretaries via the Board Satisfaction Index. Based on the evaluation conducted for FY2022, the Board was satisfied with the performance and support given by the Company Secretaries. All Directors have access to the advice of the Company Secretaries on governance matters, Board policies and procedures as well as pertinent regulatory requirements. If deemed</p>
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	necessary, the Board may also appoint independent professional experts to provide advice and assistance in these areas.	
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 1.6

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 Chairman of the Board is responsible for ensuring that its members receive relevant, accurate and clear information on a timely basis in respect of the Group's financial and operational performance to enable the Board to make sound decisions and provide necessary advice. In this respect, the Company Secretaries will assist the Chairman of the Board in ensuring that the process of disseminating such information is effective and reliable. Furthermore, in order to provide adequate and thorough discussion of the respective matters within a reasonable and sufficient time, the Chairman decides on the agenda, and structures and prioritises the respective matters based on their relevance and importance.</p> <p>A Board Annual Outline Agenda (BAOA) for the forthcoming year is prepared and tabled to the Board for endorsement towards the end of each year. The BAOA helps the Board to schedule significant agenda items and matters reserved for the Board's decision to be discussed the following year. The BAOA is then reviewed at every Board meeting and updated during the year, where appropriate.</p> <p>Prior to each Board meeting, each Director will be provided with the draft minutes of the previous meeting and the agenda together with the respective reports/papers and other reference materials for each item to be discussed in order for them to be apprised of the topics and to be prepared accordingly.</p> <p>Meeting materials are circulated to the Board members within a week from the meeting date in a paperless format via BoardPAC, an iPad-based solution which stores meeting documents digitally in a secured manner.</p> <p>A standard format of meeting papers has been prescribed which includes the following:</p> <ol style="list-style-type: none">1) Objective of the paper and action required from the Board – whether to approve, to provide input or merely to note2) The background, summary or rationale – the reason or need for the paper to be submitted to the Board3) The proposal and way forward – includes key milestones and targeted completion date, where applicable

	<p>4) Conclusion and recommendation for the Board's consideration</p> <p>5) Name of the parties who prepared and reviewed the report/paper</p> <p>The Group Corporate Secretarial team will provide the necessary support and advice to the management with respect to the standard format to apply for the preparation of meeting papers.</p> <p>The Chairman, with the assistance of the Company Secretaries, ensures that clear and accurate minutes of Board meetings are maintained. This includes making sure that key deliberations, rationale for each decision made, and any significant concerns or dissenting views are duly recorded. The Company Secretaries ensure that the minutes of meetings are circulated to the Board members in a timely manner. Well before such meetings, they also communicate to the senior management items arising from the minutes on which the management is required (by the Board) to take further action. These action items are then collated by the Company Secretaries and reported to the Board at subsequent meetings. Items for which the management requires more time to take action and complete will remain outstanding and are tracked by the Company Secretaries via a list of 'live matters' to make sure that management eventually completes the same and reports the outcome to the Board as previously instructed.</p> <p>Board and Board Committee meetings are also scheduled in advance before the end of each financial year (Annual Meeting Calendar) to avoid scheduling conflicts for the management and the Board. All Board Committee meetings are conducted separately from Board meetings, with a reasonable period of interval between these meetings to ensure that each Board Committee is given time to deliberate and provide its recommendations/input or feedback in respect of matters presented and subsequently escalated to the Board.</p> <p>The tools for Board administration are also included as an area for assessment in the annual BEE. Via the BEE, the following areas are assessed and, where necessary, suggestions for improvement are made:</p> <p>1) Clarity of the TORs of the Board and Board Committees, Board Manual and other governance related documentation</p> <p>2) Efficiency in terms of planning for Board meetings</p> <p>3) Quality of papers submitted to the Board</p> <p>4) Efficiency and effectiveness of support provided by the Company Secretaries</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>	

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 recognises the Board Charter as an important governance tool that provides for best practices in Board leadership, roles and responsibilities, and authority. The Maybank Board Charter was established in FY2016 and is periodically reviewed to reflect changes in regulatory requirements placed on Maybank and the Directors (both individually and collectively), the business landscape and increased demand for greater accountability and transparency in the way the business is managed.</p> <p>Maybank has established a Board Charter which, among others, outlines the following:</p> <ol style="list-style-type: none"> 1) The respective roles, responsibilities and authorities of the Board (both individually and collectively) such as: <ol style="list-style-type: none"> (i) Reviewing and approving the overall strategies, business, organisation and significant policies of the Group. (ii) Setting the Group's core values and adopting proper standards to ensure the Group operates with integrity and complies with the relevant rules and regulations. 2) Issues and matters reserved for the Board's decision which include the following: <ol style="list-style-type: none"> (i) The strategies, business plans and annual budget for the Group (ii) The conduct and performance of the Group's businesses (iii) Principal risks affecting the Group's businesses (iv) The Group's internal control systems (v) The succession plan and talent management plans for the Group

	<p>3) The respective roles and responsibilities of the Board Committees established by the Board to assist them in the execution of their duties and responsibilities.</p> <p>In FY2022, the Board Charter was amended:</p> <p>1) to align certain provisions contained with amendments made to the TORs of the Board and Board Committees; and</p> <p>2) to include the function of the Senior Independent Non-Executive Director in charge of oversight of the Bank’s management of banking fraud and data breach incidents.</p> <p>A copy of the Board Charter is available on Maybank Group’s corporate website at www.maybank.com.</p>	
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

The 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 Group's Core Values, TIGER (Teamwork, Integrity, Growth, Excellence and Efficiency, Relationship Building) are the essential guiding principles to drive behavioural ethics while fulfilling our collective responsibility in serving our mission of Humanising Financial Services. It is further complemented by the Group's Code of Ethics and Conduct (Code of Ethics) and Business Ethics Charter that set out sound principles and standards of good practices to be observed by all employees.</p> <p>The Board, management and employees of Maybank Group adhere to the Group's Code of Ethics which is reviewed periodically. It covers a wide area, including the following:</p> <ol style="list-style-type: none">1) Relationship with Customers2) Fair and Equitable Treatment3) Confidentiality4) Making Public Statements5) Social Media Usage6) Conflict of Interest7) Misuse of Position8) Misuse of Information and Insider Trading9) Money Laundering and Terrorism Financing10) Handling of Mental-Health Related Cases11) Active Affiliation with Political Parties <p>Pursuant to the Code of Ethics and Business Ethics Charter, Maybank's Board, management and employees are required to uphold the highest standard of integrity in discharging their duties and in dealing with all stakeholders. The provisions of the Code of Ethics are deemed to be part of the Terms and Conditions of Service for all staff.</p> <p>Maybank Group's Code of Ethics and Business Ethics Charter are published on Maybank Group's corporate website at www.maybank.com.</p>

	<p>The Board also reinforces its commitment to promoting sound principles and standards of good practice in the financial industry by establishing the Policy on Directors Conflict of Interest (CI Policy). The CI Policy, which incorporates salient rules and regulations issued by BNM and Bursa Malaysia, regulate and manage issues of conflict (both direct and indirect) that a Director may encounter during his/her tenure as a Director, and sets out the processes to address such issues. The CI Policy ensures that each member of the Board upholds the highest integrity in discharging his or her duties.</p> <p>The Board is assisted by the Compliance Committee of the Board (CCB) in the oversight of compliance risk. The overall objective of the CCB is to ensure that compliance risk management is given the needed attention at the highest level for the effective management of regulatory compliance to support business growth in line with the Group's aspirations and risk appetite. The role of the CCB, among others, is to review and assess the adequacy of infrastructure, resources and systems to manage compliance risk across the Group and recommend improvements to ensure effectiveness of the compliance framework.</p> <p>The Group adopts a zero-tolerance approach towards any form of bribery or corrupt practices. In 2011, Maybank became the first financial institution in Malaysia to sign the Corporate Integrity Pledge (CIP), reaffirming our commitment to be free from any corrupt practice. All Directors, management and employees are required to make an individual commitment to comply with the Maybank Group Anti-Bribery & Corruption Policy (AB&C Policy) which sets out the key guiding principles and procedures to address Bribery and Corruption risks within and outside of the Group.</p> <p>In addition, the Group has adopted a Whistleblowing Policy, providing an avenue for employees and external parties to report actual or suspected malpractice, misconduct or violations of the Group's policies and regulations in a safe and confidential manner.</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 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>Maybank Group Whistleblowing Policy (Whistleblowing Policy) encapsulates the governance and standards required to promote an ethical, responsible and secure whistleblowing practice in Maybank, in line with BNM's Corporate Governance Policy (BNM CG Policy). The Whistleblowing Policy provides a proper and secured avenue for employees and members of the public to report any improper conduct without fear of adverse consequences. Pursuant to the BNM CG Policy, the Board has appointed an INED to chair a committee overseeing the effective implementation of the Whistleblowing Policy. Access to whistleblowing information is governed with the strictest confidentiality under this committee.</p> <p>Details of Maybank Group's whistleblowing channels are as follows:</p> <ol style="list-style-type: none">1) 24-hour secured voice recording toll free number 1-800-38-8833 or 603-20268112 for overseas calls2) Email at whistleblowing@maybank.com.my3) Secured P.O. Box mail address at P.O. Box 11635, 50752 Kuala Lumpur, Malaysia <p>From January to December 2022, a total of 84 whistleblowing complaints were received through various whistleblowing channels. Of these, 56 complaints were related to Maybank Malaysia, while the remaining 28 complaints were related to Maybank's overseas branches and subsidiaries.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome


The 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>Our commitment to driving Maybank's sustainability agenda right from the top is reaffirmed with the establishment in 2021 of a sustainability governance structure as depicted in the diagram below.</p>  <p><i>Note¹: On 1 January 2023, the Group Chairman stepped down as Chair of the BSC, and an INED was appointed to the position.</i></p> <p>The Board, as the Group's highest governing body, is responsible for ensuring that the Group's strategic initiatives support long-term value creation, taking into consideration environmental, social and governance (ESG) concerns and corresponding risks and rewards. Supporting the Board in driving its sustainability agenda are the Board Sustainability Committee (BSC), the EXCO Sustainability Committee (ESC) and the Chief Sustainability Officer, as per the diagram above.</p> <p>This structure enables the Board to set the tone from the top in driving the management team to continually infuse sustainable practices in all our business segments with the correct approach, namely: 1) Responsible Transition; 2) Enabling Our Communities; and 3) Our House is in Order & We Walk The Talk.</p> <p>The Board has incorporated Sustainability Key Performance Indicators (KPIs) as part of the Group's and Group EXCO members' scorecards for FY2022 which are</p>

	<p>linked to the four sustainability commitments approved by the Board in April 2021, as follows:</p> <div><div><p>COMMITMENT 1 Mobilising RM50 billion in Sustainable Finance by 2025</p></div><div><p>COMMITMENT 2 Improving the lives of one million households across ASEAN by 2025</p></div><div><p>COMMITMENT 3 Achieving a carbon neutral position of our own emissions by 2030 and Net Zero Carbon equivalent position by 2050</p></div><div><p>COMMITMENT 4 Achieving one million hours per annum on sustainability and delivering one thousand significant UN SDG-related outcomes by 2025</p></div></div> <p>As announced by the Bank in October 2022, M25+ includes Sustainability as one of our five strategic thrusts. The Group intends to build on our leadership position in the sustainability space by expanding its scope to embrace ethical banking principles that focus on fairness, inclusivity, preservation of the environment and exclusion of harmful activities to mankind; and by concentrating on developing transition solutions that support the roll-out of decarbonisation strategies.</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 4.2

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 first made sustainability one of the Group's strategic priorities in the Bank's 5-year strategy (M25 Plan), subsequently reinforcing sustainability as one of the five strategic thrusts under M25+. We aspire to be the Sustainability Leader in Southeast Asia and have laid down four long-term Sustainability Commitments for the Group as depicted under Practice 4.1 above.</p> <p>The Sustainability Commitments were first communicated externally during Maybank's 61st AGM held on 6 May 2021 and again during the Bank's Investor Day on 19 July 2021. Internally, messages on sustainability were communicated via town halls across the Group and within respective sectors, as well as via the employee communications channel EMPCOMM. Maybank's sustainability platform, MaybankCares, has also been established to access the Bank's sustainability-related resources. Thereafter, the Green Lab initiative was rolled out across the Group for staff to share and discuss sustainability matters that concern them and/or the workplace, and to provide an avenue for staff to make suggestions or provide feedback on how Maybank can further improve on its sustainability practices and initiatives.</p> <p>Apart from the above, a Sustainability Circle chaired by the Chief Sustainability Officer has also been set up, comprising sustainability representatives from different sectors and countries within the Group. Three separate sessions were held during FY2022 for members of the circle to exchange information and discuss progress made by the Group in the sustainability space.</p> <p>Project Steering Committees (PSCs) have also been set up to lead the teams working on the four Sustainability Commitments to implement identified initiatives which support the delivery of such commitments, with outputs to be presented to the ESC and subsequently to the BSC.</p> <p>In alignment with Commitment (1) above, sustainable finance was mobilised through a suite of sustainable finance product offerings such as Green Bonds, Sustainability Bonds/Sukuk, Green Loans and Sustainability Linked Loans for the non-retail segment in FY2022. For the retail segment, sustainable finance was mobilised through the provision of affordable housing, energy efficiency financing involving</p>

financing of Green Indexed Property Units, Green Mortgages and Green Renovation loans as well as the financing of electric/hybrid vehicles. In 2022, the Bank achieved RM20.69 billion in sustainable finance, exceeding the annual target of RM9 billion.

For Commitment (2), 368,441 households benefitted from various Group-wide community programmes implemented in FY2022. These include education and financing assistance initiatives, low-cost housing, Micro SME Financing, 2 Wheelers Financing and expansion of the Micro Insurance product suite. All these programmes were developed mainly to enable greater financial inclusion and accessibility among vulnerable communities such as B40 and micro SMEs.

In an effort to show our seriousness and commitment towards achieving a carbon neutral position for our own emissions by 2030 (per Commitment (3) above), Maybank has reduced 41% of our Scope 1 and Scope 2 emissions against our 2019 baseline.

Moreover, Maybank has established our Scope 3 financed emissions baseline, making us the first bank in Malaysia to do so. This brings the Bank a step closer to the target of net zero carbon equivalent position by 2050, as Maybank charts out the financed emissions reduction targets against timelines.

In 2022, Maybank recorded 1,563,720 hours for Commitment (4), with the UN Global Compact (UNGC) Network Malaysia & Brunei providing an independent second-party opinion on the methodology and approach that Maybank has undertaken.

Given that the Bank has exceeded our targets for Commitment (1) and Commitment (2) during FY2022, the Board decided to revise these Commitments and communicated the same to investors at a press conference held on 27 February 2023. The revisions to the Sustainability Commitments are as follows:

	Original	Revised
Commitment (1)	Mobilising RM50 billion in Sustainable Finance by 2025	Mobilising RM80 billion in Sustainable Finance by 2025
Commitment (2)	Improving the lives of one million households across ASEAN by 2025	Improving the lives of two million households across ASEAN by 2025

In addition, the Bank also conducted a materiality assessment for FY2022, taking into account both internal and external stakeholders' priorities. The objective of the assessment was to determine issues that were material for sustainability. The outcome of this assessment was tabled to both the ESC and BSC and has been subsequently approved by the Board as part of the Sustainability Report.

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

Intended Outcome

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

Practice 4.3

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>During FY2021, Maybank concluded the IMD Executive Education Programme with 105 senior leaders and 50 Client Relationship Managers (CRMs). The training emphasised a Just Transition and the role of financial institutions in accelerating the transition journey with leadership sponsorship as a key element to drive organisational change in ESG and sustainability. Members of the Board and management also attended Sustainability Updates trainings provided by BSR on a quarterly basis.</p> <p>The ESG trainings attended by the Board during FY2022 are set out in Part B of this report.</p> <p>In addition, sustainability updates feature as a permanent topic in Maybank Group Townhall sessions presented by the Chief Sustainability Officer, to provide updates on sustainability and rally Maybankers to participate in sustainability initiatives.</p> <p>Sustainability updates, including industry related sustainability events and news, are regularly presented to the Group EXCO and ESC. At the BSC meetings, the Chief Sustainability Officer updates the committee on ESG developments, and these updates will also form part of the BSC report to the Group Board at its monthly meeting. Detailed progress in the Sustainability Commitments, sustainability strategy and the latest trends and issues in ESG will be updated to the Board on a quarterly basis, as per the Board Annual Outline Agenda.</p> <p>As articulated under Practice 4.2 above, MaybankCares is also made available to all Maybank employees, including the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

The 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>In FY2022, Maybank embedded our Sustainability Commitments into the Group’s Balanced Scorecard, to be carried by the Group EXCO members. Progress against these commitments is regularly reported to the ESC, the Group EXCO and the BSC. As at 31 December 2022, the Bank has surpassed the half-way mark for both Commitments (1) and (2), and exceeded the yearly targets for Commitments (3) and (4).</p> <p>Sustainability has also been included in the areas for assessment under the BEE for FY2022. Areas assessed are as follows:</p> <p>(1) Effectiveness of the Board in setting strategies, priorities and targets for Sustainability</p> <p>(2) Effectiveness of the Board in addressing the Group’s material sustainability risks and opportunities</p> <p>(3) Effectiveness of BSC in performing its expected roles and responsibilities</p> <p>(4) Adequacy of time spent in addressing ESG issues</p> <p>The results of the BEE conducted for FY2022 were positive, with all areas rated ‘Satisfactory’.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

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

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

Application	:	Adopted
Explanation on adoption of the practice	:	<p>In March 2021, Maybank appointed a Chief Sustainability Officer (CSO) to take the lead in designing, aligning and integrating sustainability initiatives and goals within existing policies and procedures across the Group. The CSO will also reaffirm sustainability as a guiding principle and objective in the Bank's strategic plans.</p> <p>Besides being responsible for the ongoing development and implementation of the Group's sustainability strategy, the CSO will also provide the BSC and ESC with visibility on the execution of the Group's sustainability strategy as well as its ambition levels, roadmaps and goals.</p> <p>The CSO is a senior position within the Group that reports directly to the GPCEO.</p>

Intended Outcome

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

Practice 5.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of reviewing its composition periodically to ensure it comprises the right talent in terms of skills and experience in order to discharge its roles and responsibilities effectively.</p> <p>The Policy on Tenure of Directorships (Directors Tenure Policy) adopted by the Board facilitates succession planning by providing the Board with the opportunity to consider and reassess its membership and to refresh the Board composition if and when the need arises. Pursuant to the Directors Tenure Policy, the tenure of an INED is limited to a cumulative period of nine years only.</p> <p>The NRC reviews the tenure of Directors from time to time, especially prior to the re-appointment upon expiry of their respective tenures pursuant to BNM approval as well as prior to their re-election at the AGM. In reviewing the tenure of Directors, the NRC takes into consideration their performance based on peer assessment conducted under the annual BEE. Their contribution to the Board as well as their participation during the Board and Board Committee deliberations will also be considered.</p> <p>As part of efforts to refresh the Board composition as well as its succession planning, the NRC has established a Talent Pool comprising potential candidates with various skillsets to be considered for appointment to the Board from time to time. This is to ensure that the Board will have a pool of talent for selection whenever there is a need to refresh its composition.</p> <p>The Board is aware that some of its current members will be approaching their nine-year tenures in the next two years. Hence the Board, together with the NRC, has already begun searching for suitable talents to strengthen the Board's talent pool in line with its 'Must Have' skills matrix. This will ensure a seamless transition as members step down in the near future.</p>

	<p>Re-election of Directors</p> <p>The NRC had conducted a Fit and Proper (FAP) assessment on each of the following Directors who retired in accordance with the Bank's Constitution and were re-elected to the Board during the 62nd AGM held on 14 April 2022:</p> <ul style="list-style-type: none"> (i) Mr Cheng Kee Check, NINED (ii) Puan Fauziah Hisham, INED (iii) Encik Shariffuddin Khalid, INED (iv) Dr Hasnita Dato' Hashim, INED (v) Ms Shirley Goh, INED <p>Based on the assessment conducted in FY2022, the NRC and the Board were satisfied that all Directors met and fulfilled the FAP criteria prescribed in the Maybank Group FAP Policy. Additionally, all the INEDs had, during the FAP assessment, declared and affirmed their independence and ability to act in an independent and objective manner. Each INED also has an ongoing obligation to inform the Board of any circumstances which could impair his or her independence.</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 :	<table border="1" style="width: 100%;"> <tr> <td style="width: 50%; height: 30px;"></td> <td style="width: 50%; height: 30px;"></td> </tr> </table>		

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>As of 31 December 2022, the Board consisted of 12 members, 75% of whom were INEDs. Since FY2020, the Board has reinforced its commitment towards independence by prescribing in the Board Charter that at least two-thirds of its members shall comprise INEDs. This exceeds the level of independence prescribed under the MMLR and BNM CG Policy.</p> <p>The composition of the Board as at 31 December 2022 is as follows:</p> <table><tr><th>Designation</th><th>Number of Directors</th><th>Percentage (%)</th></tr><tr><td>Executive Director (ED)</td><td>1</td><td>8</td></tr><tr><td>Non-Independent Non-Executive Director (NINED)</td><td>2</td><td>17</td></tr><tr><td>Independent Non-Executive Director (INED)</td><td>9</td><td>75</td></tr></table> <p>To ensure the INEDs are able to exercise independent judgement in the best interest of the Company and are free from any conflict of interest, each INED is required to do the following:</p> <ol style="list-style-type: none">1) Satisfy an annual independence assessment based on the independence criteria prescribed under Bursa Malaysia's MMLR;2) Provide an independence self-declaration as part of the annual Fit and Proper assessment; and3) Undertake the assessment on independence as part of the self and peer evaluation under the annual BEE. <p>Based on the results of the assessments/evaluation undertaken in FY2022, the Board is satisfied that all INEDs have met the independence criteria and are able to act in an independent and objective manner.</p> <p>There are no limitations set out in the Constitution of Maybank on the number of Directors sitting on the Board. Subject to relevant rules and regulations, the Board shall have the power to determine its size and may increase or reduce its number as it deems fit. Besides having 75% of INEDs as members, the Board adopts a holistic approach in determining its size, composition and level of independence. The</p>	Designation	Number of Directors	Percentage (%)	Executive Director (ED)	1	8	Non-Independent Non-Executive Director (NINED)	2	17	Independent Non-Executive Director (INED)	9	75
Designation	Number of Directors	Percentage (%)												
Executive Director (ED)	1	8												
Non-Independent Non-Executive Director (NINED)	2	17												
Independent Non-Executive Director (INED)	9	75												

	<p>following principles will be taken into account in determining the Board composition and ideal size:</p> <ol style="list-style-type: none"> 1) To have only one ED as a member of the Board. 2) To ensure the role of the Chairman of the Board is separate from that of the GPCEO. 3) To ensure the Chairman does not chair any of the Board Committees, including the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee. 4) To ensure the Board Committees comprise a majority of INEDs and only an INED is appointed as Chairman of the Board Committees. 5) To appoint a Senior Independent Director from among the INEDs. 6) To rotate the Directors across the Board Committees. <p>Based on the principles mentioned above, the Board has determined that its ideal size should be between 10 and 12 members. Besides complying with existing rules and regulations on the Board's composition, including independence, the Board also believes that such a size would promote effective deliberation, encourage the active participation of all its Directors and allow the work of its various Board Committees to be discharged without giving rise to an over-extension of time and commitment of each Director who may be required to serve on multiple Board Committees. However, as agreed by the Board, it can depart from the ideal size to meet succession planning objectives.</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.

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.

Application	:	Adopted												
Explanation on adoption of the practice	:	<p>The Group’s Policy on Tenure of Directorships adopts the step-up practice as set out in the Malaysian Code on Corporate Governance (MCCG). MCCG stipulates that any INED of Maybank who has reached the maximum tenure of nine years may, subject to approval of the Board (taking into account the NRC’s recommendation) and BNM, continue to remain as a Board member provided that the INED is re-designated as a NINED.</p> <p>The Board has taken this into consideration in its succession planning and will continue to monitor the Board composition to ensure that no INED exceeds the nine-year tenure.</p> <p>As at 31 December 2022, the Board comprised nine INEDs, two NINEDs and one ED. Their tenure as Board members is as follows:</p> <table><tr><th>Years of Service</th><th>Number of INEDs</th><th>Number of NINEDs</th></tr><tr><td>Less than 3 years</td><td>1</td><td>1</td></tr><tr><td>3 years to 6 years</td><td>4</td><td>-</td></tr><tr><td>6 years to 9 years</td><td>4</td><td>1</td></tr></table> <p>As at 31 December 2022, none of the INEDs had exceeded their respective nine-year tenures.</p>	Years of Service	Number of INEDs	Number of NINEDs	Less than 3 years	1	1	3 years to 6 years	4	-	6 years to 9 years	4	1
Years of Service	Number of INEDs	Number of NINEDs												
Less than 3 years	1	1												
3 years to 6 years	4	-												
6 years to 9 years	4	1												

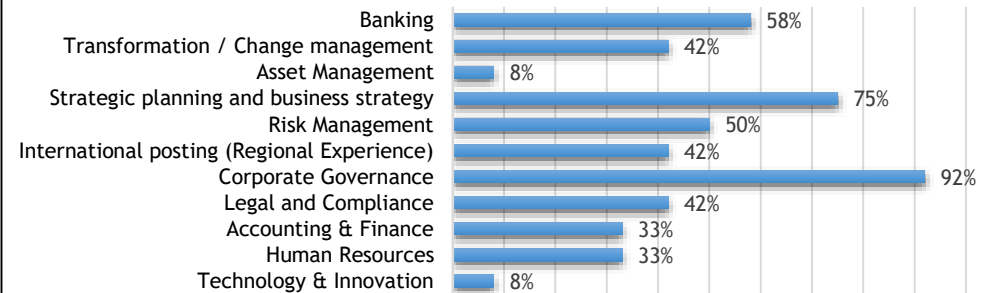
Intended Outcome

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 acknowledges diversity as a critical factor in its composition and deliberations, and embraces the proposition that having a diverse Board would have a positive and value-relevant impact on the Group. Diversity in terms of skills, experience, age, cultural background and gender helps promote healthy debate among members with differing views, which can lead to better decision-making. The BEE is the primary tool used to assess the Board's diversity with respect to skills and experience. The table below shows the results of the evaluation conducted during the year based on knowledge and experience in relevant areas:</p> <div data-bbox="429 1106 1430 1507"><p style="text-align: center;">Skills and Experience of the Current Board</p><table><thead><tr><th>Skills and Experience</th><th>Percentage</th></tr></thead><tbody><tr><td>Banking</td><td>58%</td></tr><tr><td>Transformation / Change management</td><td>42%</td></tr><tr><td>Asset Management</td><td>8%</td></tr><tr><td>Strategic planning and business strategy</td><td>75%</td></tr><tr><td>Risk Management</td><td>50%</td></tr><tr><td>International posting (Regional Experience)</td><td>42%</td></tr><tr><td>Corporate Governance</td><td>92%</td></tr><tr><td>Legal and Compliance</td><td>42%</td></tr><tr><td>Accounting & Finance</td><td>33%</td></tr><tr><td>Human Resources</td><td>33%</td></tr><tr><td>Technology & Innovation</td><td>8%</td></tr></tbody></table></div> <p>None of the Directors of Maybank hold more than five directorships in listed issuers, while their membership on the boards of non-listed issuers (including the boards of entities within the Group) is limited to 15. This is to ensure that their time commitments would not impair their ability to discharge their duties effectively. As part of the nomination and selection process of potential candidates for appointment to the Board of Maybank, the shortlisted candidates will be engaged to assess their experience, skills and suitability as well as their willingness and ability to commit sufficient time to discharge their statutory and fiduciary duties as Directors if appointed.</p> <p>In the assessment of potential candidates, the NRC is guided by the Group Policy on Fit And Proper Criteria For Appointment/Re-Appointment of Key Responsible Persons of Licensed Institutions in Maybank Group which states, among others, that</p>	Skills and Experience	Percentage	Banking	58%	Transformation / Change management	42%	Asset Management	8%	Strategic planning and business strategy	75%	Risk Management	50%	International posting (Regional Experience)	42%	Corporate Governance	92%	Legal and Compliance	42%	Accounting & Finance	33%	Human Resources	33%	Technology & Innovation	8%
Skills and Experience	Percentage																								
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Corporate Governance	92%																								
Legal and Compliance	42%																								
Accounting & Finance	33%																								
Human Resources	33%																								
Technology & Innovation	8%																								

a candidate must not currently or within two years prior to being appointed to the Board, be an active politician.

The demographics of the Board as at 31 December 2022 in terms of nationality, age and gender were as follows:

A. Nationality

Nationality	Number of Directors
Malaysian	11
Indonesian	1
American	1

B. Age

Age	Number of Directors
50 years to 55 years	1
56 years to 60 years	2
61 years to 65 years	6
Above 65 years	3

C. Gender

Gender	Number of Directors
Male	8
Female	4

Since the Group embarked on our transformation journey in 2009, tangible developments have been achieved with regard to diversity and inclusion. The Group has a Diversity, Equity & Inclusion (DEI) Policy which stresses the need to continuously build a ready workforce and workplace by integrating the principles of DEI where all our employees are treated fairly and equitably with dignity and without discrimination in all aspects of employment and people practices.

In line with this, the practice of monitoring diversity and gender representation on a monthly basis through our Human Capital Dashboard has been established to keep a fact-based pulse check and enable crafting of data-based actions to address imbalances. Through the Group Inclusiveness and Diversity (GIDA) Framework introduced in 2014, our efforts have been accelerated and outcomes monitored through measures reflected in the Group EXCO scorecard.

Due regard for diversity in age, gender and nationality is also taken into account in the appointment of senior management¹. The demographics of Maybank's senior management as at 31 December 2022 were as follows:

A. Nationality

Nationality	Number of Senior Management
Malaysian	14
Indonesian	1
Canadian	1
Singaporean	1

	B. Age	
	Age	Number of Senior Management
	Up to 50 years	3
	51 years to 55 years	6
	56 years to 60 years	6
	Above 60 years	2
	C. Gender	
	Gender	Number of Senior Management
	Male	15
	Female	2
¹ Senior management refers to members of the Group EXCO, Group Chief Compliance Officer, Group Chief Audit Executive and Group General Counsel and Company Secretary		
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

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 delegates to the NRC the responsibility of establishing a formal and transparent procedure for the nomination and appointment of new Directors to the Board. Such responsibilities include screening, conducting the initial selection of internal and external candidates, and performing the requisite evaluation and assessment of the candidates' ability to discharge their duties effectively and efficiently. The NRC also ensures candidates possess the appropriate skills, core competencies, experience and integrity to effectively discharge their roles as Directors and are able to meet the demands of the ever-changing financial industry.</p> <p>The following internal policies have been established to assist the NRC in carrying out its functions:</p> <ul style="list-style-type: none">(i) Policy on Fit and Proper Criteria for Appointment/Re-Appointment of Key Responsible Persons of Licensed Institutions in Maybank Group(ii) Policy on Directors Independence(iii) Policy on Appointment of Maybank Senior Executives as Directors of Maybank Group of Companies(iv) Policy on Board Gender Diversity(v) Policy on Tenure of Directorship(vi) Policy on Nomination Process for Appointment of Chairman, Director and Chief Executive Officer of Licensed Institutions in Maybank Group <p>Additionally, the Board continues to build a database of potential candidates (the Talent Pool) collated from various independent sources including the Financial Institutions Directors' Education (FIDE) Forum, Institute of Corporate Directors Malaysia (ICDM), talent resourcing and other recruitment consultants. Upon a review of the Talent Pool, the Board will go through a selection process to identify suitably qualified candidates. The development of the Talent Pool is tied to the Board's succession plan which is reviewed by the NRC and the Board periodically. This is to ensure that the Board's membership is refreshed</p>

	<p>from time to time with new appointees, bearing in mind the need for continuity in meeting the Group's long-term goals and objectives.</p> <p>During FY2022, with the assistance of the Company Secretaries, the NRC reached out to FIDE Forum and ICDM to obtain a list of potential candidates to be considered for appointment as additional members of the Board.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

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

Application	:	Applied
Explanation on application of the practice	:	<p>The profile of each Director is set out in the Annual Report and Section B of this report. Details provided in the profiles include Directors' shareholdings held in Maybank, their current and past directorships within and outside Maybank Group as well as their position as nominees of the substantial shareholder of Maybank.</p> <p>In compliance with Bursa Malaysia's MMLR, the following explanatory notes have been included in the Notice of AGM to accompany resolutions for the reappointment of Directors who are due to retire (Retiring Directors) and have offered themselves for re-election pursuant to the Company's Constitution:</p> <ul style="list-style-type: none">(a) Satisfactory findings in respect of each Retiring Director's performance and contribution via the BEE conducted prior to general meetings to approve their re-election.(b) Fulfilment by the Retiring Directors of fitness and propriety criteria in assessment conducted pursuant to the Fit and Proper Policy issued by BNM.(c) In respect of Retiring Directors who are INEDs, fulfilment of the independence criteria prescribed in the MMLR, the BNM CG Policy and the Maybank Policy on Directors Independence. <p>The explanatory notes also include:</p> <ul style="list-style-type: none">(a) The Board's endorsement of the NRC's recommendation for the reappointment of Retiring Directors;(b) Abstention by each Retiring Directors from deliberations by the NRC and the Board on their suitability to seek re-election; and(c) For Retiring Directors who are also shareholders of the Company, confirmation that they will abstain from voting on the resolution for their own reappointment.

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

Intended Outcome

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

Practice 5.8

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

Application	:	Applied
Explanation on application of the practice	:	<p>Datuk R. Karunakaran, an INED, is the Chairman of the NRC. As the Chairman, he leads the succession planning and appointment of Board members for the Group. His responsibilities include the following:</p> <ol style="list-style-type: none">1) Leads the succession planning for the Board and its key subsidiaries, taking into account the tenure of existing members, the mix of skills and experience required, and the pool of talent available.2) Consults the Chairman of the Board on the prospects of new candidates being appointed to the Board.3) Leads interviews with candidates who may be appointed to the Board and its key subsidiaries (together with other members of the NRC and the Chairman of the Board) in accordance with Maybank's Policy on the Nomination Process for Appointment of Chairman, Director and Chief Executive Officer of Licensed Institutions in Maybank. <p>Datuk R. Karunakaran is also Maybank's Senior Independent Director (SID). His role as the SID of the Board includes the following:</p> <ol style="list-style-type: none">1) Addresses concerns of shareholders and other relevant stakeholders.2) Presides at all meetings of the Board at which the Chairman is not present.3) Serves as a liaison between the Chairman and the Independent Directors.4) Calls for meetings of the Independent Directors when needed. <p>Datuk R. Karunakaran's profile can be found in Section B 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	:		
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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 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has established a Policy on Gender Diversity and has embraced the recommendations of the MCCG of having at least 30% women representation on the Board. As at 31 December 2022, the Board consisted of 33% women Directors.</p> <p>Notwithstanding the above, the Board maintains its belief that appointments to the Board must always be based on merit, with due regard to the candidate’s background, skillset and experience, and whether such appointment would further complement or enhance the existing mix of skills and experience of the Board.</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

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 established a Gender Diversity Policy, embracing the proposition that a gender-diverse Board would have a positive value-relevant impact on its performance. The Gender Diversity Policy sets out the Board's commitment to maintaining at least 30% women representation on the Board, in line with the recommendations of the MCCG.</p> <p>While sufficient emphasis has been placed to recruit and maintain at least 30% women directors, appointments to the Board will first and foremost be based on the merits and credentials of each candidate under evaluation.</p> <p>With regard to gender diversity of senior management, Maybank's women talent pool is a critical resource which provides a robust platform to accelerate gender diversity. As at December 2022, women made up 48% of management positions (41% in senior management positions). In line with our target to reach 1,000 United Nations' Sustainable Development Goals (SDGs) outcomes by 2025, we will align our goal to have a balanced gender representation of 50% women in management by 2025 (45% in senior management) too, in accordance with all our other people principles.</p> <p>The positive representation of women in the Group is further reflected in the succession pipeline for Mission Critical Positions. From 2018 to December 2022, women representation in the succession talent pool has increased from 42% to 44%. In the last two years, the Group has also seen more women occupy senior management roles (i.e. at Band E/Vice President level and above) with an Internal Vacancy Realisation Rate of 44% in FY2022 from 40% in FY2020. The talent development framework for women continues to focus on supporting on-the-job development and experience-based learning for women, in addition to signature leadership programmes, mentoring and coaching. This includes the Transitioning Leaders to CEO programme, the Advanced Women Leaders Programme and Group EXCO and personalised women's mentoring programmes.</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	<p>In 2017, the Board agreed to appoint independent experts to conduct the BEE once every three years. Given that an independent evaluation exercise was undertaken in FY2020, the BEEs for FY2021 and FY2022 were conducted internally with the assistance of the Group Corporate Secretarial (GCS) department.</p> <p>The BEE for FY2022 aimed at assisting the Board to further enhance its overall performance moving forward, by focusing on the following:</p> <ul style="list-style-type: none">(i) Discharging the Board's principal roles and responsibilities effectively(ii) Improving Board infrastructure and supporting processes(iii) Examining Board dynamics and relationships(iv) Identifying key areas for improvement(v) Continuing to build upon strengths <p>The BEE Questionnaire comprises two sections, as follows:</p> <p>Part A – Board and Board Committee Effectiveness Part B – Directors' Self and Peer Evaluation</p> <p>Aiming to evaluate the effectiveness of the Board in overseeing the implementation of the Group's long-term strategies, the Directors were invited to highlight key areas of priority and/or areas which they believe the Board should focus on as well as the necessary expertise and knowledge required from the Board in supporting and providing leadership and guidance to the management in executing the Strategic Programmes under the M25+ going forward.</p> <p>Similar to BEE for FY2021, the effectiveness of the Board and Board Committees for FY2022 was assessed in the following key areas:</p>

	<ul style="list-style-type: none"> (i) Overall Board Effectiveness in leading M25/M25+ Plan (ii) Board Responsibilities (iii) Board Composition (iv) Board Remuneration (v) Board Committees (vi) Board Conduct (vii) Board Interaction and Communication (viii) Board Chair (ix) Board Administration and Process (x) Directors Learning and Development Programme <p>For Individual Director Evaluation, a questionnaire was specifically designed to evaluate the effectiveness of performance, personality and quality aspects of individual Directors (including the GPCEO who is also an Executive Director) in the following areas:</p> <ul style="list-style-type: none"> (i) Board dynamics and participation (ii) Leadership, integrity and objectivity (iii) Knowledge and expertise <p>The independence of INEDs was also assessed under Directors' Self and Peer Evaluation.</p> <p>The results of BEE FY2022 were generally positive, with all areas evaluated rated either as 'Satisfactory' or 'Strong'. The results were similar to the previous year across all areas, reflecting strong and consistent performance by the Board and Board Committees.</p> <p>Pursuant to feedback obtained from the individual Directors, the key strengths of Maybank Board are visible in the following areas:</p> <ul style="list-style-type: none"> (i) Positive Board Culture and Dynamics – There are robust discussions and healthy debates, Board members are open-minded and willing to voice their opinions and to raise concerns, where needed. (ii) Focus on Business Strategies – The Board understands the Group's key risks and challenges, and focuses on change initiatives and strategic direction. (iii) High Board Diversity - Members' skillsets, age, gender, nationality, race, knowledge and experience are sufficiently diverse. (iv) Strong Board Commitment – The Board demonstrates a high level of commitment to keeping abreast of developments and activities. Board members work well together. (v) Effective Board Committees - Board Committees have provided strong support to the Board. (vi) Effective Board Committee Meetings - Board and Board Committee meetings are effectively managed. (vii) Effective Oversight Over Management – The Board is supportive of the management and provides sufficient guidance and challenge to management's proposals. Strong oversight in
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	<p>risk management, crisis management (especially during the pandemic) and managing clients' expectations.</p> <p>(viii) Strong Leadership - Good leadership and strong steer from the Board Chairman on expectations and outcomes.</p> <p>As the rating of all areas under evaluation for Maybank Board and its Committees were generally satisfactory, no apparent shortcomings were identified. Nevertheless, in order to further elevate the Board and Board Committees' effectiveness and performance, the Board agreed to focus on the following matters during FY2023:</p> <ul style="list-style-type: none"> (i) M25+ execution and operational challenges (ii) Further enhancing the Board's composition with technology/digital skillsets (iii) Further enhancing the Group's communication strategy (iv) Curating trainings for Directors in line with M25+ objectives <p>The action plans on the above focus areas will be developed and tabled to the Board for consideration and inclusion in the Board's Actionable Improvement Programme (AIP) to be undertaken during FY2023. All matters under the AIP arising from the BEE for FY2021 were regularly tracked by the NRC and the Board. In November 2022, both the NRC and Board agreed to regard these matters as being closed and/or completed.</p> <p>The individual results of the Directors' Self and Peer Assessment were shared with the Chairman of the Board who subsequently engaged with each Director individually to discuss his/her performance.</p>	
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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>The Board, via the NRC, is in charge of developing and implementing formal and transparent procedures for the development of Maybank’s remuneration policy for Directors and senior management. The NRC has demonstrated its commitment to set fair and comprehensive remuneration packages that are:</p> <p>1) Commensurate with the expertise, skills and responsibilities associated with being a Director and/or senior management of a financial institution.</p> <p>2) Benchmarked against the Group’s peers both locally and regionally, taking into account the revenue/size of the Group against its regional peers.</p> <p>The NRC has established a remuneration framework for the Non-Executive Directors (NEDs) which is subject to periodic review. The NED Remuneration Framework for FY2022 is as per below:</p> <table><tr><td></td><td colspan="4">NED Remuneration per annum (RM)</td></tr><tr><td>Fee Component</td><td>Chairman</td><td>Vice Chairman</td><td>Member</td><td>Shareholders’ Approval</td></tr><tr><td>Board Fee</td><td>610,000</td><td>440,000</td><td>295,000</td><td>Obtained at the 55th AGM held on 7 April 2015</td></tr><tr><td>Board Committee Fee</td><td>75,000</td><td>-</td><td>45,000</td><td>Obtained at the 58th AGM held on 12 April 2018</td></tr></table> <p>Based on the framework set out above, details of the Directors’ total remuneration in aggregate with categorisation into appropriate</p>		NED Remuneration per annum (RM)				Fee Component	Chairman	Vice Chairman	Member	Shareholders’ Approval	Board Fee	610,000	440,000	295,000	Obtained at the 55 th AGM held on 7 April 2015	Board Committee Fee	75,000	-	45,000	Obtained at the 58 th AGM held on 12 April 2018
	NED Remuneration per annum (RM)																					
Fee Component	Chairman	Vice Chairman	Member	Shareholders’ Approval																		
Board Fee	610,000	440,000	295,000	Obtained at the 55 th AGM held on 7 April 2015																		
Board Committee Fee	75,000	-	45,000	Obtained at the 58 th AGM held on 12 April 2018																		

	<p>components for FY2022 can be found in the explanation on the application of Practice 8.1 in this report.</p> <p>Maybank's remuneration framework for its senior management has also been reviewed by the NRC and the Board. Particulars of senior management's remuneration are elaborated in Section B of this report.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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 Board has established a combined Nomination and Remuneration Committee (NRC), with delegated authority to develop and recommend Maybank's remuneration policy for Directors, the GPCEO and senior management; and to ensure that compensation is competitive and consistent with the Group's culture, objectives and strategy.</p> <p>The roles and responsibilities of the NRC are set out in its TOR which is available on Maybank Group's corporate website at www.maybank.com.</p> <p>Among the key activities of the NRC during FY2022 in relation to remuneration review were as follows:</p> <ul style="list-style-type: none">▪ Reviewed and recommended NEDs' remuneration for Maybank and its subsidiaries▪ Reviewed and recommended the total rewards (variable bonus and salary increment) for the Group▪ Reviewed and approved the vesting of shares under the Second Employees' Share Grant Plan (ESGP) Award▪ Reviewed Maybank Group's Variable Pay Programmes: Long-Term and Short-Term Incentive Plan <p>In 2017, the Board agreed to appoint independent experts to conduct the Board Remuneration Review (BRR) once every three years. Given that an independent BRR exercise was undertaken in FY2020 by AON, an international firm of consultants specialising in performance and reward for the financial services industry, the NRC agreed to conduct the review of the NED Remuneration Framework for Maybank and its subsidiaries internally in FY2021 and FY2022.</p>

	Pursuant to the internal NED remuneration review conducted in December 2022, the NRC agreed that the existing NED Remuneration Framework was still aligned with the market and recommended that the Board maintain it for FY2023. In January 2023, the Board decided to adopt the NRC's recommendation.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to 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	:	Details of the remuneration received by the Directors of Maybank and the Group (including fees, salary, bonus, benefits in-kind and other emoluments) in FY2022 are set out as follows:

No	Name	Directorate	Company (RM'000)							Group (RM'000)						
			Fee	Allowance	Salary	Bonus	Benefits in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits in-kind	Other emoluments	Total
1	Tan Sri Dato' Sri Zamzamairani Mohd Isa	Non-Executive Non-Independent Director and Chairman	685	564	-	-	96	-	1,345	685	564	-	-	96	-	1,345
2	Dato' Khairussaleh Ramli	Executive Director	-	12	1,840	4,140	45	1,214	7,251	-	12	1,840	4,140	45	1,214	7,251
3	Tan Sri Abdul Farid Alias	Executive Director	-	6	1,000	-	33	7,924	8,963	-	6	1,000	-	33	7,924	8,963
4	Datuk R. Karunakaran	Independent Director	460	192	-	-	24	-	676	1,263	313	-	-	48	-	1,624
5	Mr Cheng Kee Check	Non-Executive Non-Independent Director	430	240	-	-	1	-	671	535	258	-	-	1	-	794
6	Mr Edwin Gerungan	Independent Director	385	183	-	-	19	-	587	989	233	-	-	122	-	1,344
7	Dr Hasnita Dato' Hashim	Independent Director	492	268	-	-	5	-	765	1,102	354	-	-	40	-	1,496
8	Mr Anthony Brent Elam	Independent Director	415	171	-	-	1	-	587	868	328	-	-	1	-	1,197

9	Ms Che Zakiah Che Din	Independent Director	460	256	-	-	1	-	717	906	371	-	-	1	-	1,278
10	Puan Fauziah Hisham	Independent Director	460	244	-	-	19	-	723	1,108	304	-	-	19	-	1,431
11	Encik Shariffuddin Khalid	Independent Director	445	200	-	-	6	-	651	813	274	-	-	6	-	1,093
12	Dato' Idris Kechot	Independent Director	143	80	-	-	47	-	270	213	100	-	-	47	-	360
13	Dato' Zulkiflee Abbas Abdul Hamid	Independent Director	520	328	-	-	23	-	871	1,290	356	-	-	54	-	1,700
14	Ms Shirley Goh	Independent Director	440	260	-	-	4	-	704	551	288	-	-	4	-	843

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board is of the opinion that such disclosure would be disadvantageous to the Group's business interests, given the highly competitive nature of the banking industry.</p> <p>As an alternative to the recommended practice, the Board has opted to make a qualitative and quantitative disclosure of Maybank's remuneration framework for senior management and other employees of the Group per Table A in Appendix 4 of the BNM CG Policy as disclosed in Section B of this report. In addition, the aggregated total remuneration of all key management personnel including Key Senior Management is disclosed under Note 49(a)(iii) of the Financial Statements on page 143 of the Financial Report 2022. The disclosure includes the fees, salaries, allowances and bonuses, pension cost, and other staff benefits as well as items that form part of their remuneration.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board will closely monitor developments in the market in respect of such disclosure for future consideration.
Timeframe	:	Choose an item.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
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	:	Ms Shirley Goh was appointed as a new member of the ACB on 19 January 2022 following her appointment as a Director of Maybank on 1 December 2021. She then took over as Chairman of the ACB from Encik Shariffuddin Khalid with effect from 1 July 2022. She is not the Chairman of the Board. The composition of the ACB, profile of each ACB member and the roles and responsibilities of the ACB can be found in 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

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>In May 2021, the Board agreed that the Bank should adopt a policy requiring a cooling-off period of at least three years from the time that a former partner of the external auditor of the Group ceases to be a partner of the firm, before he/she can be appointed as a member of the ACB.</p> <p>Upon the ACB’s recommendation, the Board approved the amendment to the TOR of the ACB to include the above requirement in FY2022.</p> <p>None of the current members of the Board or the ACB have been associated with nor held any senior leadership position with the Group’s appointed external auditors in the past three years.</p>	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.3

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has delegated the responsibility to assess the suitability, objectivity and independence of the Group's appointed external auditors to the ACB. This responsibility is enshrined in the ACB's TOR which is available on Maybank Group's corporate website at www.maybank.com, while the procedures and processes for the conduct of such assessment is guided by the Group's Framework on the Appointment of External Statutory Auditors for Provision of Statutory Audit and Non-Audit Services (the Framework).</p> <p>Guided by the Framework, the ACB from time to time reviews and assesses the objectivity and independence of the external auditors in the following areas:</p> <ol style="list-style-type: none">1) The request for proposal (RFP) process, appointment or reappointment, termination and resignation of external statutory auditors and its audit fee, and thereafter make the appropriate recommendations to the Board, as the ACB deems fit.2) The scope of external audit and the audit plan covering both local and overseas operations.3) The performance of external statutory auditors and their qualification, expertise and effectiveness.4) The evaluation of the adequacy and effectiveness of internal controls system.5) The Memorandum of Recommendations, i.e. major audit findings raised by the external statutory auditors and the management's responses, including the status of previous audit recommendations.6) The assistance given by the management to the external statutory auditors and any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.

	<p>7) The approval of non-audit services provided by the external statutory auditors.</p> <p>8) Level of engagement with the ACB on audit matters.</p> <p>As a financial institution, Maybank is also bound by banking regulations to ensure that external auditors appointed by the Group meet the quantitative and qualitative criteria set out in BNM's guidelines and shall continue to meet the criteria throughout the audit engagement, which among others require the Board and the ACB to obtain, review and independently verify through reasonable means all relevant information necessary to support its assessment of the external statutory auditor's compliance with the said criteria.</p> <p>Annually, Maybank will conduct an evaluation of the external statutory auditors covering the following areas:</p> <ul style="list-style-type: none"> i. The professional conduct of the auditor, by ensuring key members of audit engagement have the necessary qualifications and do not have any record of disciplinary actions or conviction for any offence. ii. Performance of the auditors, by ensuring key members of audit engagement have the necessary skills, knowledge and appropriate experience to perform the audit. iii. Independence and conflict of interest, by ensuring that the engagement partner and concurring partner are not involved in any advisory services and that key members of the audit engagement do not have any relationship with, or interest in Maybank and its subsidiaries (including shareholding interest). iv. Objectivity, by ensuring the engagement partner raises value-added findings to the management. v. The auditors' governance and leadership structure as well as measures undertaken by the auditors to uphold audit quality and manage risks, as set out in the Annual Transparency Report. <p>During FY2022, the ACB held three meetings with the external auditors without the presence of the management team to discuss relevant issues and obtain feedback for improvements. The statutory auditors were invited to attend the AGM of the Bank to address shareholders' concerns, if any, in relation to the Group's audited financial statements.</p> <p>For the audit of the financial year ended 31 December 2022, the ACB reviewed and endorsed the written assurance provided by the external auditors confirming their independence throughout the financial year under review.</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

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	:	The ACB comprises wholly of INEDs and is chaired by Ms Shirley Goh. The composition of the ACB as at 31 December 2022 was as follows: <table border="1"><thead><tr><th></th><th>Members</th><th>Designation</th></tr></thead><tbody><tr><td>1.</td><td>Ms Shirley Goh</td><td>INED/ Chairman</td></tr><tr><td>2.</td><td>Encik Shariffuddin Khalid</td><td>INED/ Member</td></tr><tr><td>3.</td><td>Ms Che Zakiah Che Din</td><td>INED/ Member</td></tr><tr><td>4.</td><td>Dato' Zulkiflee Abbas Abdul Hamid</td><td>INED/ Member</td></tr><tr><td>5.</td><td>Dr. Hasnita Dato' Hashim</td><td>INED/ Member</td></tr></tbody></table>			Members	Designation	1.	Ms Shirley Goh	INED/ Chairman	2.	Encik Shariffuddin Khalid	INED/ Member	3.	Ms Che Zakiah Che Din	INED/ Member	4.	Dato' Zulkiflee Abbas Abdul Hamid	INED/ Member	5.	Dr. Hasnita Dato' Hashim	INED/ Member
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5.	Dr. Hasnita Dato' Hashim	INED/ Member																			
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 9.5

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 :	<p>The ACB is chaired by Ms Shirley Goh, a member of the Malaysian Institute of Certified Public Accountants (MICPA) and Malaysian Institute of Accountants (MIA). She has over 40 years of experience in audit and has provided business advisory services to a diverse range of clients, including local enterprises and conglomerates as well as multinational companies in financial services, healthcare, property development, poultry farming, retail, services, etc.</p> <p>The ACB members have vast working experience with the requisite knowledge and skills from various industries. Not only are they able to understand matters under the purview of ACB, they are also able to provide sound advice in areas of financial reporting, internal and external audit reports and the state of the Group's risk and internal control environment.</p> <p>All members of the ACB are aware of the need to continuously develop and increase their knowledge in the area of accounting and auditing standards, given changes and developments in this area from time to time.</p> <p>During FY2022, members of the ACB attended the following trainings:</p> <table><tr><th>No</th><th>Training</th><th>Nature</th><th>Brief Contents</th><th>Intended Objectives</th></tr><tr><td>1.</td><td>MIA International Accountants Conference 2022 - Leading ESG, Charting Sustainability</td><td>Understand the impact and risks of the latest global, regional and local developments on the</td><td>Malaysia and the world are preparing for a post-pandemic recovery even as the virus continues to mutate. To remain future-proof, members</td><td><ul style="list-style-type: none">• Support the integration of the business case for ESG for more sustainable organisations.• Transform organisations to become</td></tr></table>				No	Training	Nature	Brief Contents	Intended Objectives	1.	MIA International Accountants Conference 2022 - Leading ESG, Charting Sustainability	Understand the impact and risks of the latest global, regional and local developments on the	Malaysia and the world are preparing for a post-pandemic recovery even as the virus continues to mutate. To remain future-proof, members	<ul style="list-style-type: none">• Support the integration of the business case for ESG for more sustainable organisations.• Transform organisations to become
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			profession and business.	of the accountancy profession must evolve and continue to embrace best practices and technology to leverage opportunities emerging from major developing trends such as climate change, ESG and sustainability in line with the UN SDGs. As the regulator and developer of the profession, MIA is taking the lead in advocating the adoption and integration of ESG and sustainability into the business agenda.	more agile, adaptive and resilient. <ul style="list-style-type: none"> • Adopt technology and embrace IR4.0 to expedite transformation and support sustainability. • Strengthen and acquire new skillsets to future-proof accountants.
	2.	Securities Commission Malaysia (SC)'s Audit Oversight Board (AOB): Conversation with Audit Committees	Core Functions	<ul style="list-style-type: none"> • To share AOB's recent initiatives in the auditing space that will assist the Audit Committee in enhancing and improving audit quality in Malaysia. • Attended a panel session titled 'How 	To engage with Audit Committee members and equip them with information to enable them to carry out their oversight responsibilities more effectively.

				the Audit Committees and Auditors can work together towards reliable audited financial statements’.	
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 affirms its overall responsibility for establishing a sound risk management and internal control system, as well as for reviewing its adequacy and effectiveness in identifying, assessing and responding to risks which may hinder the Group from achieving its objectives.</p> <p>One of the vital roles of the Board is to establish the Group's risk appetite, which articulates the levels and types of risk that it is willing to take in the pursuit of its business and strategic objectives. In this respect, the Board actively participates in the Group's strategic goals and plans, ensuring that the corresponding risks are adequately mitigated within the approved risk appetite. In view of the inherent limitations in any risk management and internal control system, the Board recognises that such a system can only provide reasonable, rather than absolute assurance against material financial misstatement, fraud or losses.</p> <p>The Board plays a crucial role in establishing a strong risk management and internal control governance structure, which is critical in setting the tone and culture of effective risk management and internal control. To effectively carry out its risk and control oversight responsibilities, the Board has established the Risk Management Committee (RMC), the Compliance Committee of the Board (CCB) and the Audit Committee of the Board (ACB) to oversee matters relating to risk, compliance and controls, respectively. These Board Committees update the Board periodically of their work, key deliberations and decisions on delegated matters.</p> <p>The Board Committees are responsible for assisting the Board in the execution of its governance and oversight responsibility, their roles including:</p> <table><tr><th>No.</th><th>Board Committee</th><th>Responsibility</th></tr><tr><td>1.</td><td>ACB</td><td>The ACB is responsible for the assessment of the adequacy and effectiveness of the Group's</td></tr></table>	No.	Board Committee	Responsibility	1.	ACB	The ACB is responsible for the assessment of the adequacy and effectiveness of the Group's
No.	Board Committee	Responsibility						
1.	ACB	The ACB is responsible for the assessment of the adequacy and effectiveness of the Group's						

			governance, risk management and internal control system through the Internal Audit (IA) function. The ACB has active oversight over IA's independence, scope of work and resources.
	2.	RMC	The RMC is responsible for formulating policies and frameworks to identify, measure, monitor, manage and control material risk components impacting Maybank's businesses. The effectiveness of the risk management system is monitored and evaluated by the Group Risk function on an ongoing basis.
	3.	CCB	The CCB is responsible for overseeing the management of regulatory compliance risks to support business growth, in line with the Group's aspiration and risk appetite.
	<p>In addition, Group Risk provides oversight of risk management on an enterprise-wide level through the establishment of the Group's risk strategies, frameworks and policies, with independent assessment and monitoring of all risk challenges. In FY2022, Group Risk continued to focus on value creation and supporting the Group to meet its strategic and business objectives.</p> <p>In the continuous pursuit to drive effectiveness, Risk Centres of Excellence (COEs) were created, building on the specialisation of risk professionals to provide value-added risk insights to support business decision-making. The identified COEs set consistent standards in relation to risk policies, risk reporting and risk modelling, each specialising in the management of specific risk areas within the Group and managing the risks strategically associated with our external environment and material matters.</p> <p>Further details can be found in the Statement on Risk Management and Internal Control in Maybank's Annual Report 2022.</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

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>Risk management has evolved into an important driver for strategic decisions in support of business strategies while balancing the appropriate levels of risk taken to the desired level of rewards expected in return. To complement this, the Group has developed the Maybank Group Enterprise Risk Management Framework (Framework), underpinned by the following set of building blocks which serves as the foundation for driving a strong risk management culture, practices and processes:</p> <ol style="list-style-type: none">1) Risk Culture2) Risk Coverage3) Risk Appetite4) Risk Response5) Governance & Risk Oversight6) Risk Management Practices & Processes7) Stress Test8) Resources & System Infrastructure <p>The key features of the Framework include:</p> <ol style="list-style-type: none">1) Risk and Compliance Culture <p>The risk and compliance culture is driven by a strong tone from the top which serves as the foundation upon which robust enterprise-wide risk management structure and governance are built. This is to ingrain the expected values and principles of conduct that shape the behaviour and attitude of employees at all levels of business and activity across the Group.</p> <ol style="list-style-type: none">2) Risk Appetite <p>The Group's risk appetite is an integral component of the Group's robust risk management framework and is driven by both top-down Board leadership and bottom-up involvement of management at all levels. The risk appetite enables the Board and senior management to communicate and assess the types and</p>

	<p>levels of risk that the Group is willing to accept in pursuit of its business and strategic goals while taking into consideration the constraints under a stressed environment.</p> <p>3) Risk Governance and Oversight</p> <p>The Group's governance model provides a formalised, transparent and effective governance structure that promotes active involvement of the Board and senior management in the risk management process. In addition, our governance model places accountability, ownership and segregation of duties between three lines of defence.</p> <p>4) Risk Management Practices and Processes</p> <p>The risk management practices and processes enable systematic identification, measurement, control, monitoring and reporting of risk exposures across the Group.</p> <p>Key elements of the internal control system for effective governance and oversight of internal controls include the following:</p> <p>1) Annual Business Plan and Budget</p> <ul style="list-style-type: none"> - Performance is reviewed monthly against targeted results, allowing time for the appropriate responses and required remedial actions to be taken. <p>2) Oversight by the RMC</p> <ul style="list-style-type: none"> - Formulation of policies and frameworks to identify, measure, monitor, manage and control the material risks impacting the businesses. <p>3) Oversight by the CCB</p> <ul style="list-style-type: none"> - To oversee the management of regulatory compliance risk to support business growth, in line with the Group's aspirations and risk appetite. <p>4) Executive Level Management Committees</p> <ul style="list-style-type: none"> - To assist and support the various Board Committees in overseeing core areas of business operations and controls. <p>The Board has disclosed the key features of its risk management and internal control system in the Statement on Risk Management and Internal Control in Maybank's Annual Report 2022.</p>
Explanation for departure	:

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

Intended Outcome

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 RMC comprises wholly of INEDs and is chaired by Mr Anthony Brent Elam. The RMC assists the Board in ensuring that the risk exposures and outcomes affecting the Group are effectively managed and addressed by the Board. More specifically, the RMC is responsible for formulating policies and frameworks to identify, monitor, manage and control material risks impacting the Group.</p> <p>The composition of the RMC, its roles and responsibilities, the profile of each member, and details of meeting attendance can be found in Section B of this report.</p>

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 IA function is established by the Board to provide independent and objective assurance on the adequacy and effectiveness of the governance, risk management, anti-corruption, whistle-blowing and internal control processes implemented by the management.</p> <p>The IA function of Maybank Group is organised in-house on a Group basis and is independent of the activities or operations of other operating units in the Group. To maintain its independence and objectivity as outlined in the Audit Charter and approved by the ACB, the IA function reports functionally to the ACB and administratively to the GPCEO.</p> <p>The principal responsibility of IA is to evaluate the adequacy and effectiveness of the system of risk management and internal control implemented by the Group and to assess whether the risks that may hinder the Group from achieving its objectives are adequately evaluated, managed and controlled. It provides risk-based and objective assurance, advice and insight to enhance and protect organisational value and assist the management to achieve its objectives.</p> <p>To ensure effective management and independence of the Group's IA function, the ACB is empowered by its TOR to:</p> <ol style="list-style-type: none">1) Review and recommend for the Board's approval, in consultation with the NRC, the appointment, remuneration, performance and termination of the Group Chief Audit Executive (GCAE).2) Review and assess the performance of senior internal audit staff, including their remuneration and annual increment.3) Take cognisance of the resignation of internal audit staff and the reasons for their resignation.4) Review and approve the internal audit scope and the audit plan, covering both local and overseas operations.5) Review and assess the adequacy of the scope, functions and IA resources, including their remuneration to ensure that the IA

	<p>function has the necessary authority and resources to carry out its work.</p> <p>6) Review and assess the internal audit reports and ensure that senior management takes necessary corrective actions in a timely manner to address control weaknesses, non-compliance with laws, regulatory requirements, policies and other problems identified by the IA and other control functions.</p> <p>7) Note significant disagreements between the GCAE and the rest of the senior management team, irrespective of whether these have been resolved, in order to identify any impact the disagreements may have on the audit process or findings.</p> <p>8) Establish a mechanism to assess the performance and effectiveness of the IA function and manage situations where IA's objectivity may be compromised.</p> <p>9) Review and recommend for Board's approval the internal audit charter.</p> <p>For further information, please refer to the Audit Committee Report in Maybank's Annual Report 2022.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies 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—

- 1) whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- 2) the number of resources in the internal audit department;
- 3) name and qualification of the person responsible for internal audit; and
- 4) whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has, through the ACB, disclosed with sufficient explanation and detail in the Audit Committee Report in Maybank's Annual Report 2022, the following information:</p> <p>1) Independence of IA Personnel</p> <p>The IA function of Maybank Group, established by the Board, is organised in-house on a Group basis under the leadership of the Group Chief Audit Executive (GCAE). IA's role is to provide independent and objective assurance on the adequacy and effectiveness of the governance, risk management, anti-corruption, whistle-blowing and internal control processes implemented by the management. The GCAE reports functionally to the ACB and administratively to the GPCEO to maintain the requisite independence and objectivity as outlined in the Audit Charter.</p> <p>The IA function of Maybank Group is independent of the operations of the other operating units. IA personnel are required to confirm via annual declarations that they are free from any relationships or conflicts of interest which could impair their objectivity and independence in carrying out their duties as internal auditors of Maybank Group.</p> <p>2) Internal Audit Resources</p> <p>As of 31 December 2022, Group Audit (GA) has a staff strength of 353 individuals (Malaysia and regional) from diverse backgrounds and qualifications. 97% of GA staff have minimum tertiary qualifications and/or professional certifications such as Certification for Bank Auditors (CBA), Certified Internal Auditors (CIA), Certified Information Systems Auditor (CISA), Certified Public Accountants (CPA) and The Association of Chartered Certified Accountants (ACCA).</p>

	<p>3) Group Chief Audit Executive (GCAE)</p> <p>The IA function of the Group is led by Mohamad Yasin Abdullah, who was appointed as the GCAE on 9 May 2022, succeeding Nazlee Abdul Hamid, who has since retired. He has more than 25 years of experience in the corporate and financial industry, of which 12 years were in the capacity as Chief Financial Officer and four years as Chief Operating Officer. He is a Chartered Banker of the Asian Institute of Chartered Bankers and a Fellow Member of the Association of Chartered Certified Accountants (FCCA) and the Chartered Institute of Management Accountants (FCMA). He is also a member of the Malaysian Institute of Certified Public Accountants (MICPA) and the Malaysian Institute of Accountants (MIA). He graduated from the International Islamic University Malaysia (IIUM) with a Bachelor of Accounting (Honours) and a Master of Business Administration in Finance. He is an active member of the Chief Internal Auditors Networking Group (CIANG) and was recently appointed as a member of the Institute of Internal Auditors (IIA) Malaysia's Board of Governors.</p> <p>4) Internal Audit Framework</p> <p>IA processes and activities are governed by the relevant regulatory guidelines as well as the Group's Code of Ethics and IIA's mandatory guidance established under the International Professional Practices Framework (IPPF).</p> <p>IA's scope of work every year (as defined in the Annual Audit Plan) is identified using the Maybank Risk Based Audit (MRBA) while the COSO Internal Control – Integrated Framework (COSO) and Control Objectives for Information and Related Technologies (COBIT) frameworks are used to assess the adequacy and effectiveness of internal controls in mitigating risks.</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 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 acknowledges the importance of regular communication not only with its shareholders but also with other stakeholders (investors, employees, regulators, customers, suppliers, the Government and its agencies, etc.) who in one way or another are impacted by the decisions taken and who have helped shape what Maybank is today. Regular, timely, accurate and transparent communication with quality disclosures (beyond issues on maximising shareholder value) through appropriate platforms ensure stakeholders understand Maybank's state of affairs to facilitate informed decisions. The proper management of stakeholders' expectations and welfare is paramount to the development of a sustainable business for Maybank.</p> <p>Taking cognisance of the importance of regular communication and recommendations as per Bursa Malaysia's Corporate Disclosure Guide, the Board has adopted the Group Corporate Disclosure Policies and Procedures, which can be found on Maybank Group's corporate website at www.maybank.com.</p> <p>The Group's key communication platforms are as follows:</p> <p>Annual Report</p> <p>The Annual Report is a powerful engagement tool applicable to all stakeholders as it is a one-stop information centre on the Group with respect to financial and non-financial performance, the Board and senior management, the Group's strategies, operating landscape, operations, risk management practices, policies adopted and ESG responsibilities.</p> <p>Group Corporate Website</p> <p>The Group's corporate website, www.maybank.com, provides easy access to comprehensive historical and current information on the Group. Apart from providing access to the Annual Reports, the corporate website offers the following information to provide stakeholders a better understanding of Maybank's business:</p>

	<ul style="list-style-type: none"> • Maybank's current share price • Constitution • Board Charter • TORs of the Board Committees • Group-wide policies • Corporate Governance structure and framework • The Group's global operations and subsidiaries • Latest corporate news including media releases, investor presentation materials and engagements via conferences with analysts • Bursa Malaysia announcements on corporate transactions and quarterly results • Notices and minutes of general meetings and Questions & Answers (Q&A) discussed at general meetings <p>Investor Relations</p> <p>Maybank's Investor Relations (IR) forms an essential part of Maybank's Corporate Governance framework, ensuring the domestic and international investment community receive relevant, timely and comprehensive information about the Group via effective and transparent two-way communication. Stakeholders can channel any concerns or feedback with the following key Maybank IR spokespersons:</p> <p>Khalijah Ismail Group Chief Financial Officer Contact : (6)03 2074 8963 Email : khalijah@maybank.com</p> <p>Jeeva Arulampalam Head, Group Investor Relations Contact : (6)03 2074 8017 Email : jeeva.a@maybank.com</p> <p>General Meetings</p> <p>The AGM and Extraordinary General Meeting (EGM) are the primary open platforms for shareholders to raise questions on the agendas proposed for approval by the Board. As active participation from shareholders is greatly encouraged, the Board and senior management place much emphasis on answering as many questions as possible posed with concise answers. Questions from the MSWG on Maybank's business or other pertinent governance issues raised prior to the meeting as well as Maybank's responses are shared with all shareholders during the meeting. Minutes of the AGM/EGM including significant matters discussed are disclosed on Maybank Group's corporate website at www.maybank.com.</p>
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	<p>Electronic/Social Media Platforms</p> <p>Leveraging technology, Maybank also uses established and trusted social media platforms with strict monitoring in place to engage with its stakeholders.</p>	
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

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

Application	:	Applied	
Explanation on application of the practice	:	The FY2022 Annual Report - Corporate Book will mark the Company's sixth year of referencing and adopting practices in line with the Integrated Reporting <IR> Framework. The Company will continue to identify and attempt to narrow gaps in the annual report against the <IR> Framework in stages. The Board is committed to the <IR> journey in tandem with the expectations of stakeholders for quality disclosures.	
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>In line with the recommendations of the MCCG and 21-day requirement under the Companies Act, 2016 (CA) and Bursa Malaysia's MMLR, the Notice of the 62nd AGM of the Company held on 14 April 2022 was issued to shareholders not less than 28 days before the AGM.</p> <p>Additional time was given to enable shareholders to consider the resolutions and make informed decisions in exercising their voting rights at the general meeting.</p> <p>The Company provides Administrative Notes when giving notice of the AGM, which provides information to the shareholders regarding the following:</p> <ul style="list-style-type: none">(i) Details and mode of the AGM(ii) Entitlement and how to participate and vote at the AGM(iii) Right to appoint a proxy or representative to participate and vote at the AGM(iv) Submission of Proxy Form or Certificate of appointment of corporate representative(v) Submission of questions prior to AGM <p>The explanatory notes in the Notice of the 62nd AGM provide detailed explanations for each resolution proposed (as set out below), to enable shareholders to make informed decisions in exercising their voting rights:</p> <ul style="list-style-type: none">(i) Re-election/reappointment of Directors(ii) Directors' remuneration comprising fees and benefits(iii) Re-appointment of auditors(iv) Authority to Directors to issue new ordinary shares in Maybank (Maybank Shares) pursuant to Section 75 of the CA(v) Allotment and issuance of new Maybank shares in relation to the Recurrent and Optional Dividend Reinvestment Plan(vi) Proposed amendment to the Constitution of the Company
Explanation for departure	:	

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

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

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>The dates of general meetings are scheduled and approved in advance to ensure that, barring any unforeseen circumstances, all Directors are able to attend the meetings.</p> <p>The 62nd AGM was held virtually, via video conferencing at Level 51, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur (Broadcast Venue). Some Directors were present at the Broadcast Venue, while others attended the meeting via video conferencing.</p>				
		<table><tr><th>Physically Present at Broadcast Venue</th><th>Participation via Video Conferencing</th></tr><tr><td>1. Tan Sri Dato’ Sri Zamzamzairani Mohd Isa (Chairman) 2. Tan Sri Abdul Farid Alias (GPCEO)* 3. Datuk R. Karunakaran (Senior Independent Director/ Chairman of the NRC) 4. Encik Shariffuddin Khalid (Chairman of the ACB)</td><td>5. Mr. Cheng Kee Check 6. Mr. Edwin Gerungan 7. Dr Hasnita Dato’ Hashim 8. Mr Anthony Brent Elam 9. Ms Che Zakiah Che Din 10. Puan Fauziah Hisham 11. Dato’ Idris Kechot 12. Dato’ Zulkiflee Abbas Abdul Hamid 13. Ms Shirley Goh</td></tr></table>	Physically Present at Broadcast Venue	Participation via Video Conferencing	1. Tan Sri Dato’ Sri Zamzamzairani Mohd Isa (Chairman) 2. Tan Sri Abdul Farid Alias (GPCEO)* 3. Datuk R. Karunakaran (Senior Independent Director/ Chairman of the NRC) 4. Encik Shariffuddin Khalid (Chairman of the ACB)	5. Mr. Cheng Kee Check 6. Mr. Edwin Gerungan 7. Dr Hasnita Dato’ Hashim 8. Mr Anthony Brent Elam 9. Ms Che Zakiah Che Din 10. Puan Fauziah Hisham 11. Dato’ Idris Kechot 12. Dato’ Zulkiflee Abbas Abdul Hamid 13. Ms Shirley Goh
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	<p><i>*Stepped down as the GPCEO with effect from 30 April 2022.</i></p> <p>The Chairman and Chair of all Board Committees are involved in the AGM preparations and are regularly updated by the management on potential issues which may be raised during the AGM. Frequently Asked Questions (FAQ) and proposed answers will be prepared by the senior management for deliberation with the Board well ahead of the AGM in anticipation of shareholders' questions. The Chairs of the respective Board Committees are also aware of their scope of responsibility and come prepared to address any issues that the shareholders may raise within their scope.</p>					
Explanation for departure	:					

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

Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate—

- (a) voting including voting in absentia; and
- (b) 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>Considering that COVID-19 remained a threat to the health and safety of shareholders, and in line with the Securities Commission Malaysia's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers, the 62nd AGM was held virtually on 14 April 2022 through live streaming and online remote voting via Remote Participation and Voting (RPV) facilities provided by the Company's appointed share registrar, Boardroom Share Registrars Sdn Bhd (Boardroom) via https://web.lumiagm.com. The 62nd AGM was broadcasted live from Level 51, Menara Maybank, 100 Jalan Tun Perak, 50050 Kuala Lumpur. The meeting was attended by 3,824 (FY2021: 2,939) shareholders via the RPV facilities provided.</p> <p>The meeting was conducted in accordance with Section 327 of the Companies Act, 2016 and Article 59 of the Company's Constitution, as well as with reference to the Guidance on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia. Questions from MSWG and shareholders which were raised prior to and during the meeting as well as the Group's responses were shared with all shareholders during the Q&A session of the virtual AGM. Subsequent to the AGM, these Q&As were published on Maybank Group's corporate website at www.maybank.com.</p> <p>To ensure a seamless meeting experience, prior stress/ performance tests were conducted on the virtual meeting platform by the RPV service provider as well as our Group Technology team. In addition, Maybank also conducted 'dry runs' and emplaced a contingency plan to ensure that the 62nd AGM could be convened as planned. A Command Centre was set up to:</p> <ul style="list-style-type: none">(i) Monitor help desk reporting and user experience every 10 minutes(ii) Perform real-time monitoring of network traffic, platform, memory and CPU(iii) Conduct health checks every 30 minutes

	<p>During the 62nd AGM, the Chairman also informed shareholders that, in the event of a technical issue, they would be advised via email and SMS by Boardroom on how to access the portal via a back-up server in order to continue participating in the AGM.</p> <p>A post mortem report in relation to the conduct of 62nd AGM was presented to the Board at the end of April 2022. Lessons learnt will be taken into consideration in planning any future virtual meetings.</p>	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 13.4

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

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.

Application	:	Applied
Explanation on application of the practice	:	<p>Led by the Chairman, Tan Sri Dato' Sri Zamzamzairani Mohd Isa, the following Directors and senior management were also physically present at the Broadcast Venue:</p> <ol style="list-style-type: none">1) Tan Sri Abdul Farid Alias, GPCEO*2) Datuk R. Karunakaran, Senior Independent Director and the Chairman of the NRC3) Encik Shariffuddin Khalid, Independent Director and the Chairman of the ACB4) Encik Wan Marzimin Wan Muhammad, Group General Counsel & Company Secretary <p><i>*Stepped down as the GPCEO with effect from 30 April 2022.</i></p> <p>The Virtual Meeting Portal was opened for login one hour before the meeting commenced. Upon logging in, shareholders were allowed to use the messaging window facility via Virtual Meeting Portal to submit their questions.</p> <p>At the outset, the Chairman informed shareholders that all questions related to door gifts, customer service or any other administrative matter would be addressed by the Group Company Secretarial team and the platform service provider (Boardroom) via the Virtual Meeting Platform. The Board would focus on questions related to the AGM and the Group's performance, business and outlook during the Q&A session held during the meeting. A total of 460 pre-AGM questions and live AGM queries/ comments were received from shareholders, 283 of which related to the Group's business and performance. The Board and senior management responded to all the business/performance questions during the meeting.</p> <p>The key proceedings of the 62nd AGM were as follows:</p>

	<ol style="list-style-type: none"> 1) Opening remarks by the Chairman 2) Pre-recorded video presentation on poll voting procedures 3) Chairman's presentation (available on Maybank's Group's corporate website) 4) GPCEO's presentation (available on Maybank's Group's corporate website) pertaining to FY2021 Financial Performance, the Group's Five-Year M25 Plan Achievements, Maybank's Performance Outlook and Priorities for FY2022 5) Permodalan Nasional Berhad (PNB) Q&A 6) MSWG Q&A 7) Presentation of Audited Financial Statements for FY2021 8) Approval of Resolutions (1) to (12) 9) Q&A session 10) Voting and poll results 11) Verification of poll results by the scrutineer, Deloitte <p>Subsequent to the AGM, shareholders were allowed to pose additional questions to the IR team at ir@maybank.com.</p> <p>The minutes of the 62nd AGM were published on Maybank Group's corporate website at www.maybank.com.</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 13.5

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 Bank used the same technology as provided by Boardroom (Lumi) during the 61st AGM for the virtual 62nd AGM, after taking into consideration the following:</p> <ul style="list-style-type: none">(i) Boardroom is one of the leading Corporate Secretarial/AGM service providers in Malaysia, Singapore, Hong Kong, Australia, and China.(ii) Boardroom partners with Lumi, a third-party meeting platform provider, to deliver the technology components of a meeting. Lumi has a global presence and a good track record, and confirmed that it had not experienced any glitches with its system in the previous three years.(iii) Provision by Boardroom of a dedicated Office Helpdesk to allow shareholders to make enquiries prior to the meeting or to seek technical assistance to participate at the 62nd AGM.(iv) Experience and feedback from shareholders who participated in the 61st AGM.(v) New technology enhancements to Boardroom/ Lumi's system and platform during the year. <p>To enable the eligible shareholders to participate and vote remotely, shareholders were invited to register online with Boardroom Smart Investor Portal at website https://boardroomlimited.my. All registrations were verified and approved within one business day with email notifications sent to the shareholders.</p> <p>Shareholders were allowed to carry out the following via Boardroom's website:</p> <ul style="list-style-type: none">(i) Pose and submit questions before the meeting by selecting 'SUBMIT QUESTION'.

	<p>(ii) Request for a printed copy of the Annual Report by selecting 'INVESTOR SERVICES' and then 'REQUEST FOR ANNUAL REPORT'.</p> <p>On the day of the meeting, shareholders were also provided with a messaging window facility via Virtual Meeting Portal to submit questions during the meeting. All responses to questions by the Board and senior management during the meeting were read out and made visible to the shareholders via live stream. The entire Q&A session (including questions not addressed during the meeting, with the responses) were posted on Maybank's corporate website after the meeting. These questions were categorised under the relevant topics such as Dividends & Bonus Issue, Credit Cost & Impairment, Loan Moratorium, Digital Banking, MAE, Door Gift, etc., for easy navigation of shareholders.</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 13.6

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	:	<p>Draft minutes of the 62nd AGM were circulated to members of the Board for comments before being tabled at the Board for approval. The Board had at its meeting held on 28 April 2022 adopted and confirmed that the minutes of the 62nd AGM accurately reflected the proceedings and agreed for the same to be published on Maybank's corporate website.</p> <p>The minutes of the 62nd AGM were duly signed by the Chairman and published on Maybank Group's corporate website at www.maybank.com within 30 business days from the date of the meeting.</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	:	
	:	

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT TO 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 listed on the Exchange that are required to comply with the above Guidelines.

BOARD OF DIRECTORS

Profile of Directors (as at 28 February 2023)

TAN SRI DATO' SRI ZAMZAMZAIRANI MOHD ISA

Non-Independent Non-Executive Director (Chairman)

62 years of age

Malaysian

APPOINTMENT

2 November 2020

QUALIFICATION(S)

- Bachelor of Science in Communications Engineering, Plymouth Polytechnic, UK
- Corporate Finance, Strategies for Creating Shareholder Value Programme, Kellogg School of Management, Northwestern University, USA
- Strategic Leadership Programme, University of Oxford's Saïd Business School, UK
- IMD CEO Roundtable, Lausanne, Switzerland

WORKING EXPERIENCE & PAST DIRECTORSHIPS

Present:

Within Maybank Group

- Chairman of Maybank
- Chairman of Maybank Foundation
- Chairman of Maybank Labuan Foundation

Other Companies/Bodies

- Board of Governors, Malay College Kuala Kangsar
- Director of Perdana Leadership Foundation

Past:

- Director of Payments Network Malaysia Sdn Bhd from May 2018 to November 2020
- Director of Malaysia Airlines Berhad from May 2017 to November 2020
- Director of Malaysia Aviation Group Berhad (MAGB) from May 2017 to November 2020
- Chairman of Hijrah Biru Sdn Bhd (a subsidiary of MAGB) from October 2017 to November 2020
- Chairman of UEM Sunrise Berhad from May 2017 to July 2020
- Non-Independent Non-Executive Director of UEM Group Berhad from May 2017 to October 2018
- Independent Non-Executive Director of Pos Malaysia Berhad from December 2017 to April 2019
- Director, Universiti Telekom Sdn Bhd from March 2016 to December 2018
- Group Chief Executive Officer and Managing Director of Telekom Malaysia from April 2008 to April 2017
- Chief Executive Officer, Malaysia Business, Telekom Malaysia from 2007 to 2008
- Senior Vice President, Group Strategy and Technology, Telekom Malaysia from 2005 to 2007
- Independent Non-Executive Director, VADS Berhad from December 2004 to April 2005
- Chief Executive Officer, Lucent Technologies (Malaysia) Sdn Bhd from 2000 to 2002
- Director, Business Development Asia Pacific, Global One Communications from 1998 to 2000
- Senior General Manager, Maxis Communications from 1997 to 1998

Membership of Board Committees in Maybank:

- Nil

Shareholdings in Maybank

Nil

Note: Tan Sri Dato' Sri Zamzamzairani Mohd Isa stepped down as the Chairman and member of BSC with effect from 31 December 2022.

DATO' KHAIRUSSALEH RAMLI

Non-Independent Executive Director
(Group President & Chief Executive Officer)
55 years of age
Malaysian

APPOINTMENT

1 May 2022

QUALIFICATION(S)

- Bachelor of Science in Business Administration, Washington University, USA
- Advanced Management Program, Harvard Business School, USA
- Fellow Chartered Banker, Asian Institute of Chartered Bankers

DIRECTORSHIPS**Present:****Within Maybank Group**

- Executive Director / Group President & Chief Executive Officer, Maybank
- President Commissioner, PT Bank Maybank Indonesia Tbk
- Director, Maybank Singapore Limited

Other Companies/Bodies

- Director, Cagamas Holdings Berhad
- Director, Payments Network Malaysia Sdn Bhd
- Director, Financial Industry Collective Outreach
- Chairman, The Association of Banks in Malaysia
- Vice Chairman, Asian Institute of Chartered Bankers
- Member, Visa Asia Pacific Senior Client Council
- Co-Chairman, Emerging Markets Advisory Council of the Institute of International Finance, Washington DC

WORKING EXPERIENCE & PAST DIRECTORSHIPS

- Group Managing Director, RHB Banking Group from May 2015 to March 2022
- Deputy Group Managing Director, RHB Banking Group from December 2013 to May 2015
- President Director and Chief Executive Officer, PT Bank Maybank Indonesia Tbk from January 2012 to September 2013
- Group Chief Financial Officer, Maybank from November 2008 to January 2012
- Group Strategy Officer, Telekom Malaysia Berhad from April 2008 to October 2008
- Chief Executive Officer, TM Ventures from September 2006 to March 2008
- Chief Financial Officer, Bursa Malaysia Berhad from April 2004 to September 2006
- Senior Vice President, Finance and Strategy, Bursa Malaysia Berhad from 2002 to 2004
- Vice President, Planning and Development, Bursa Malaysia Berhad from 2001 to 2002
- Senior Manager, International Affairs, Bursa Malaysia Berhad from July 1998 to 2001
- Director, Corporate Services, Pigas Engineering Sdn Bhd from October 1997 to June 1998
- Executive Director, PB Futures Sdn Bhd from November 1995 to September 1997
- Research Analyst, PB Securities Sdn Bhd from 1994 to 1995
- Senior Operations Officer, Corporate Banking, Public Bank Berhad from 1990 to 1994

Membership of Board Committees in Maybank:

- Credit Review Committee (Member)
- Board Sustainability Committee (Member)

Shareholdings in Maybank

Nil

DATUK R. KARUNAKARAN

Senior Independent Non-Executive Director

72 years of age

Malaysian

APPOINTMENT

16 July 2014

QUALIFICATION(S)

- Postgraduate Course on Industrial Project Planning, University of Bradford, UK
- Bachelor of Economics (Accounting) (Hons), University of Malaya, Malaysia

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Chairman of Maybank Singapore Limited
- Chairman of Maybank Ageas Holdings Berhad
- Chairman of Etiqa International Holdings Sdn Bhd

Other Companies/Bodies

- Chairman of ILB Group Berhad (formerly known as Integrated Logistics Berhad)

Past:

- Director of IOI Corporation Berhad from 17 January 2011 to 31 October 2022
- Director of KR Advisory Sdn Bhd from 11 July 2008 to 25 October 2022
- Director of Bursa Malaysia Berhad from 28 March 2013 to 30 March 2022
- Director of Showa Denko Carbon Malaysia Sdn Bhd from February 2009 to December 2019
- Chairman of Etiqa Life Insurance Berhad from 1 January 2018 to 31 December 2018
- Director of Etiqa General Insurance Berhad from November 2010 and re-designated as Chairman from March 2016 to December 2018
- Chairman of Etiqa Family Takaful Berhad from March 2016 to December 2017
- Director of Sime Darby Motors Sdn Bhd from December 2010 to November 2017
- Director of Maybank (Cambodia) Plc from October 2012 to October 2017
- Chairman / Director of Maybank Private Equity Sdn Bhd from May 2013 to December 2016
- Director of Maybank Asset Management Group Berhad from August 2012 to December 2016
- Director of Maybank Asset Management Sdn Bhd from November 2010 to January 2017
- Director of Chemical Company of Malaysia from January 2011 to December 2014
- Director of Maybank Investment Bank Berhad from February 2009 to November 2014
- Director of Maybank Agro Fund Sdn Bhd from May 2012 to March 2016
- Member of the Cabinet Committee on Investment for High Impact Projects and PEMUDAH

Membership of Board Committees in Maybank:

- Nomination and Remuneration Committee (Chairman)
- Risk Management Committee (Member)
- Board Sustainability Committee (Member)

Shareholdings in Maybank

Nil

CHENG KEE CHECK

Non-Independent Non-Executive Director

58 years of age

Malaysian

APPOINTMENT

19 November 2014

QUALIFICATION(S)

LLB (Hons), National University of Singapore, Singapore

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Chairman of Maybank Trustees Berhad

Other Companies/Bodies

- Nil

Past:

- Corporate lawyer and partner at Messrs Skrine from 1997 to December 2022
- Director of PNB Development Sdn. Berhad from March 2009 to August 2017
- Director of Seriemas Development Sdn. Berhad from July 2009 to August 2017
- Member of the Investment Committee of Amanah Saham Wawasan 2020 from 15 October 2012 to 1 January 2018

Membership of Board Committees in Maybank:

- Nomination and Remuneration Committee (Member)
- Credit Review Committee (Member)
- Compliance Committee (Member)

Shareholdings in Maybank

Nil

EDWIN GERUNGAN

Independent Non-Executive Director

74 years of age

Indonesian

APPOINTMENT

24 August 2015

QUALIFICATION(S)

Bachelor of Arts in Philosophy, Principia College, Elsah, Illinois, USA

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Commissioner of PT Bank Maybank Indonesia Tbk

Other Companies/Bodies

- President Commissioner of PT Melchor Tiara Pratama

Past:

- Independent Commissioner of PT Indonesia Infrastructure Finance from December 2014 to February 2018
- President Director of PT BHP Billiton Indonesia from 2007 to 2013
- President Commissioner of Bank Mandiri from 2005 to 2014
- Independent Commissioner of Bank Danamon from 2003 to 2005
- Independent Commissioner of Bank Central Asia from 2002 to 2003
- Chief Executive Officer of Indonesian Banking Restructuring Agency from 2000 to 2001
- Executive Vice President, Treasury and International, Bank Mandiri from 1999 to 2000
- Senior Advisor at Atlantic Richfield from 1997 to 1999
- Vice President, Head of Treasury, Citibank N.A. from 1972 to 1997

Membership of Board Committees in Maybank:

- Risk Management Committee (Member)
- Nomination and Remuneration Committee (Member)

Shareholdings in Maybank

Nil

DR. HASNITA DATO' HASHIM

Independent Non-Executive Director

61 years of age

Malaysian

APPOINTMENT

1 July 2016

QUALIFICATION(S)

- PhD in Nuclear Physics, Oxford University, UK
- Bachelor of Science in Physics, Surrey University, UK

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Chairman of Maybank Investment Bank Berhad
- Chairman of Maybank IBG Holdings Limited
- Chairman of Maybank Asset Management Group Berhad
- Chairman of Maybank Asset Management Sdn Bhd

Other Companies/Bodies

- Director of Guidance Atel Investments Ltd
- Director of Guidance Investments (Labuan) Ltd
- Director of Redachem Malaysia Sdn Bhd
- Director of Guidance ATEL GCC Investments Ltd

Past:

- Chairman of Maybank Asset Management Group Berhad from 1 January 2017 to 1 November 2020
- Chairman of Maybank Asset Management Sdn Bhd from 15 January 2017 to 1 November 2020
- Chairman of Maybank Asset Management Singapore Pte Ltd from 3 April 2020 to 1 April 2020
- Chairman of Majlis Amanah Rakyat (MARA) from October 2018 to March 2020
- Member of National Economic Action Council from February 2019 to March 2020
- Director of Guidance SEARE Advisors GP Limited from April 2014 to May 2018
- Director and Chief Executive Officer of Guidance Investments Sdn Bhd from May 2012 to December 2016
- Head, Institutional Business, Guidance Financial Group from 2002 to 2011
- Chief Executive Officer of IslamiQ from 1998 to 2001
- Chief Executive Officer of Commerce MGI Sdn Bhd from 1994 to 1998
- Fund Manager with Rashid Hussain Asset Management from 1992 to 1994
- Actuary with Coopers and Lybrand Deloitte, London, UK from 1988 to 1992

Membership of Board Committees in Maybank:

- Risk Management Committee (Member)
- Audit Committee (Member)
- Nomination and Remuneration Committee (Member)
- Board Sustainability Committee (Member)

Shareholdings in Maybank

Nil

**Dr Hasnita Dato' Hashim stepped down as member of CCB with effect from 15 May 2022*

ANTHONY BRENT ELAM

Independent Non-Executive Director

64 years of age

American

APPOINTMENT

15 November 2016

QUALIFICATION(S)

- Master of Business Administration (Finance and International Business), New York University, USA
- Bachelor of Science in Foreign Service, Georgetown University, USA

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Chairman of Maybank (Cambodia) Plc
- Director of Maybank Singapore Limited

Other Companies/Bodies

- Director of PT Lombok Saka
- President Commissioner of PT Gili Sands Resort
- Commissioner of PT Travel Square Global
- Director of Buchanon Holdings Ltd

Past:

- Commissioner of PT Travel Square Global from October 2020 to July 2021
- Independent Director of PT Sarana Menara Nusantara Tbk from May 2018 to December 2019
- Chief Risk Officer / Director of PT Bank Central Asia Tbk from May 2002 to April 2016
- Advisor at PT Bahana Pembinaan Usaha Indonesia from November 1996 to December 2001
- Vice President at Dieng Djaya from February 1994 to November 1996
- Vice President at Citibank from 1986 to 1994

Membership of Board Committees in Maybank:

- Risk Management Committee (Chairman)
- Compliance Committee (Member)

Shareholdings in Maybank

Nil

CHE ZAKIAH CHE DIN

Independent Non-Executive Director
63 years of age
Malaysian

APPOINTMENT

1 March 2018

QUALIFICATION(S)

Bachelor of Economics (Hons), University of Malaya, Malaysia

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Director of Maybank Investment Bank Berhad
- Director of Maybank IBG Holdings Limited
- Chairman of the Board of Members of Maybank Securities Limited (Vietnam)

Other Companies/Bodies

- Director of FIDE Forum

Past:

- Member of Investment Panel, Lembaga Tabung Angkatan Tentera from 1 November 2020 to 1 January 2022
- Public Interest Director, Federation of Investment Managers Malaysia from 27 November 2017 to 26 November 2021
- Chairman of the Supervisory Board, Maybank Securities Limited from 7 August 2020 to 15 October 2021
- Chairman of the Board of Members of Maybank Securities Limited from 22 February 2019 to 7 August 2020
- Director, Financial Conglomerates Supervision Department, Bank Negara Malaysia from 2004 to 2017
- Director, Development Financial Institutions Regulations Department, Bank Negara Malaysia from 2002 to 2004
- Deputy Director, Bank Regulations Department, Bank Negara Malaysia from 1998 to 2002
- Bank Supervision Department, Bank Negara Malaysia from 1984 to 1998
- Economics Department, Bank Negara Malaysia from 1982 to 1984

Membership of Board Committees in Maybank:

- Compliance Committee (Chairman)
- Audit Committee (Member)
- Credit Review Committee (Member)

Shareholdings in Maybank

Nil

FAUZIAH HISHAM *FCIS (CS) (CGP)*

Independent Non-Executive Director

67 years of age

Malaysian

APPOINTMENT

15 May 2018

QUALIFICATION(S)

- Fellow Member of The Chartered Governance Institute, UK
- Qualified Risk Director, Institute of Enterprise Risk Practitioners

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Chairman of Maybank Philippines Inc.
- Director of Etiqa International Holdings Sdn Bhd
- Director of Maybank Ageas Holdings Berhad

Other Companies/Bodies

- Director of Hengyuan Refining Company Berhad
- Director of Agensi Kaunseling dan Pengurusan Kredit

Past:

- Director of Maybank Trustees Berhad from 22 July 2019 to 31 December 2022
- Director of HBOC Technologies (M) Sdn Bhd from April 1999 to August 2020
- Independent Non-Executive Chairman, J.P. Morgan Chase Bank Berhad from January 2015 to March 2018
- Independent Non-Executive Director, J.P. Morgan Chase Bank Berhad from October 2014 to March 2018
- Group Representative and Executive Director, Institutional Banking for Malaysia, Australia & New Zealand Banking Group Ltd, Malaysia Representative Office from May 2008 to July 2014
- Managing Director, Strategic Client Coverage Group, Standard Chartered Bank Malaysia Berhad from March 2006 to April 2008
- Chief Executive Officer, J.P. Morgan Chase Bank Berhad from February 2002 to February 2006

Membership of Board Committees in Maybank:

- Credit Review Committee (Chairman)
- Risk Management Committee (Member)
- Nomination and Remuneration Committee (Member)

Shareholdings in Maybank

21,435 ordinary shares (direct)

SHARIFFUDDIN KHALID *FCMA, CGMA*
Independent Non-Executive Director
57 years of age
Malaysian

APPOINTMENT
14 June 2018

QUALIFICATION(S)

- Fellow Member of The Chartered Institute of Management Accountants, UK

WORKING EXPERIENCE AND DIRECTORSHIPS

Present:

Within Maybank Group

- Director of Maybank
- Director of Maybank Islamic Berhad
- Director of Maybank (Cambodia) Plc.

Other Companies/Bodies

- Director of MCB Bank Limited
- Director of Marine & General Berhad

Past:

- Director of M&G Ship Management (L) Pte Ltd from 24 July 2018 to 4 August 2022
- Member of the Risk Management Committee of Yayasan Pembangunan Ekonomi Islam Malaysia (YaPEIM) from 1 August 2020 to 31 January 2022
- Director of Jasa Merin (Labuan) Plc from 24 July 2018 to 1 August 2021
- Director of M&G Tankers Sdn Bhd from 26 June 2018 to 1 August 2021
- Director of M&G Marine Logistics Holdings Sdn Bhd from 25 June 2018 to 1 August 2021
- Director, Malaysia International Islamic Finance Centre, Bank Negara Malaysia from 2008 to 2017
- Director, Strategic Communications, Bank Negara Malaysia from 2008 to 2017
- General Manager, Communications and Human Resource, Pengurusan Danaharta Nasional Berhad from 1998 to 2005
- Deputy General Manager, Business Development, Amanah Merchant Bank Berhad from 1994 to 1998

Membership of Board Committees in Maybank:

- Board Sustainability Committee (Chairman)*
- Audit Committee (Member)
- Compliance Committee (Member)

Shareholdings in Maybank

Nil

**En Shariffuddin Khalid was re-designated as Chairman of the BSC (from member) with effect from 1 January 2023. He also stepped down as the Chairman and remains a member of ACB with effect from 1 July 2022.*

DATO' ZULKIFLEE ABBAS ABDUL HAMID

Independent Non-Executive Director

65 years of age

Malaysian

APPOINTMENT

15 August 2019

QUALIFICATION(S)

- Master of Business Administration, Southern Illinois University, USA
- Bachelor of Science in Marketing, Southern Illinois University, USA
- Advanced Management Program, Wharton School of Business, University of Pennsylvania, USA

WORKING EXPERIENCE AND DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Chairman of Maybank Islamic Berhad
- Commissioner of PT Bank Maybank Indonesia Tbk

Other Companies/Bodies

- Trustee of Yayasan Budiman Universiti Teknologi MARA
- Trustee of Tabung Pendidikan 1 Bilion

Past:

- President/ Managing Director, Bank Kerjasama Rakyat Malaysia Berhad from April 2017 to April 2019
- Chief Executive Officer, Affin Holdings Berhad from 2014 to 2015
- Managing Director/Chief Executive Officer, Affin Bank Berhad from 2009 to 2015
- Director, Business Banking, Affin Bank Berhad from 2005 to 2009
- Chief Credit Officer, Malayan Banking Berhad from 2004 to 2005
- Various positions in Enterprise Banking, Corporate Banking, International Banking and Credit Management, Malayan Banking Berhad from 1981 to 2005

Membership of Board Committees in Maybank:

- Audit Committee (Member)
- Nomination and Remuneration Committee (Member)
- Credit Review Committee (Member)
- Risk Management Committee (Member)
- Board Sustainability Committee (Member)

Shareholdings in Maybank

Nil

SHIRLEY GOH

Independent Non-Executive Director
63 years of age
Malaysian

APPOINTMENT

1 December 2021

QUALIFICATION(S)

- Member of The Malaysian Institute of Certified Public Accountants
- Member of the Malaysian Institute of Accountants

DIRECTORSHIPS**Present:****Within Maybank Group**

- Director of Maybank
- Director of Maybank Trustees Berhad
- Director of Maybank Asset Management Group Berhad
- Director of Maybank Asset Management Sdn Bhd

Other Companies/Bodies

- Director of UEM Edgenta Berhad
- Director of Perennial Wealth Sdn Bhd

Past:

- Director of IJM Plantations Berhad from 22 September 2020 to 7 December 2021

Membership of Board Committees in Maybank:

- Audit Committee (Chairman)*
- Credit Review Committee (Member)
- Risk Management Committee (Member)

Shareholdings in Maybank

10,090 ordinary shares (indirect)

**Ms Shirley Goh was re-designated as Chairman of the ACB (from member) with effect from 1 July 2022.*

Changes of Board of Directors during the Financial Year

- (i) Tan Sri Abdul Farid Alias stepped down as the GPCEO and Executive Director with effect from 30 April 2022.
- (ii) Dato' Khairussaleh Ramli was appointed as the GPCEO and Executive Director on 1 May 2022.
- (iii) Dato' Idris Kechot stepped down as an INED with effect from 14 May 2022.

Roles and Responsibilities of the Board

The Board has the responsibility to approve and periodically review the overall business strategies and significant policies of the Group premised on sustainability, and to promote ethical conduct in business dealings, understand the major risks faced by the Group, set acceptable levels of risk taking and ensure that the senior management takes the necessary steps to identify, measure, monitor and control these risks. The Board also approves the organisational structure and ensures that senior management monitors the effectiveness of the internal control system. Among the primary obligations of the Board are as follows:

- (a) Approve Group strategy, business plans and the annual budget and its half-yearly review.
- (b) Ensure the necessary resources are in place for the Group to meet its objectives.
- (c) Review the performance of the senior management.
- (d) Approve the recruitment, appointment, promotion, confirmation and termination of service, as well as the remuneration package, compensation and benefits policies and the terms and conditions, including the job grade, of executives in key management positions.

- (e) Establish and approve policies with Group-wide applicability, which include Human Capital, Information Technology, Property, Procurement, Communications, Reporting, Funding, Capital Allocation/Raising, Risk Management, Anti-Money Laundering, etc.
- (f) Approve changes to the corporate organisation structure of the Group.
- (g) Determine the general composition of the Board (size, skills and balance between executive directors and non-executive directors) to ensure the requisite diversity of skills, experience, gender, qualifications and other core competencies.
- (h) Approve a framework of remuneration for Directors, covering fees, allowances and benefits in-kind (Directors of all boards and committees).
- (i) Approve policies pertaining to corporate image, brand management, community relations, investor relations and shareholder communication programmes.
- (j) Ensure the Group has a beneficial influence on the economic well-being of the communities within which it operates, especially via oversight of Maybank Foundation, and endorse its initiatives and programmes.
- (k) Approve a Leadership Development Framework for the Group, further to identifying and ensuring succession planning within the Group.
- (l) Ensure the Board is supported by a suitably qualified and competent Company Secretary.
- (m) Ensure Board members have access to appropriate education and training programmes to keep abreast of the latest industry developments, and as may be prescribed by the regulatory authorities from time to time.
- (n) Approve the Group's financial statement (ensure the reliability of the same) including the declaration and payment of dividend and application of the Dividend Reinvestment Plan (DRP) (where applicable).

BOARD COMMITTEES

Audit Committee of the Board¹ (ACB)

Members:

- (i) Ms Shirley Goh - Independent Non-Executive Director (Chairman)²
- (ii) Encik Shariffuddin Khalid - Independent Non-Executive Director³
- (iii) Ms Che Zakiah Che Din - Independent Non-Executive Director
- (iv) Dato' Zulkiflee Abbas Abdul Hamid - Independent Non-Executive Director
- (v) Dr. Hasnita Dato' Hashim - Independent Non-Executive Director

The ACB was established by the Board to assist in the execution of its governance and oversight responsibilities, including assessment of the adequacy of the Group's internal control system through the internal audit function. The ACB also determines the criteria for selecting, monitoring and assessing the external auditor, and makes recommendations to the Board on the appointment, re-appointment and removal of the external auditor. It also reviews the scope and results of the external audits and the independence and objectivity of the external auditor. Additionally, the ACB is responsible for reviewing all related party transactions and keeping the Board informed of such transactions as well as of the findings and conclusions of its reviews.

The responsibilities of the ACB are set out in its TOR which is published on Maybank Group's corporate website at www.maybank.com.

¹ Dato' Idris Kechot stepped down as a member of the ACB with effect from 14 May 2022

² Ms Shirley Goh was appointed as a new member of the ACB on 19 January 2022 and thereafter took over as Chairman of the ACB from Encik Shariffuddin Khalid with effect from 1 July 2022

³ Encik Shariffuddin Khalid stepped down as the Chairman and remains a member of the ACB with effect from 1 July 2022

Nomination and Remuneration Committee¹ (NRC)

Members:

- (i) Datuk R. Karunakaran (Chairman) - Senior Independent Non-Executive Director
- (ii) Mr Cheng Kee Check - Non-Independent Non-Executive Director
- (iii) Mr Edwin Gerungan - Independent Non-Executive Director
- (iv) Puan Fauziah Hisham - Independent Non-Executive Director
- (v) Dato' Zulkiflee Abbas Abdul Hamid - Independent Non-Executive Director
- (vi) Dr. Hasnita Dato' Hashim - Independent Non-Executive Director

The NRC was established by the Board to implement its policies and procedures in respect of Board composition, appointment of Directors and Board evaluation as well as to review and recommend matters relating to the remuneration of the Board and the senior management of the Group.

The responsibilities of the NRC are set out in its TOR which is published on Maybank Group's corporate website at www.maybank.com.

¹ Dato' Idris Kechot stepped down as a member of the NRC with effect from 14 May 2022

Risk Management Committee (RMC)

Members:

- (i) Mr Anthony Brent Elam (Chairman) - Independent Non-Executive Director¹
- (ii) Datuk R. Karunakaran - Senior Independent Non-Executive Director
- (iii) Mr Edwin Gerungan - Independent Non-Executive Director²
- (iv) Dr. Hasnita Dato' Hashim - Independent Non-Executive Director
- (v) Puan Fauziah Hisham - Independent Non-Executive Director
- (vi) Dato' Zulkiflee Abbas Abdul Hamid - Independent Non-Executive Director
- (vii) Ms Shirley Goh - Independent Non-Executive Director³

The RMC assumes responsibility for the Group's risk oversight and any approved policies and frameworks formulated to identify, measure and monitor various risk components including credit risk, market risk, liquidity risk and operational risk.

The responsibilities of the RMC include the following:

- (i) To oversee Maybank Group's enterprise-wide risk management programme, its strategic initiatives, risk tolerance and risk appetite limits, emerging risk issues as well as internal control systems (other than internal financial control systems).
- (i) To review management risk reports on risk exposure, risk portfolio composition and risk management activities on a periodic basis.
- (ii) To ensure that the risk exposures and risk outcomes of the overall remuneration system for Maybank are adequately considered.
- (iii) To review and ensure a consistent risk management culture within Maybank Group (values, beliefs, knowledge, attitudes and understanding about risk).

¹ Mr Anthony Brent Elam was re-designated as the Chairman of the RMC (from member) with effect from 1 January 2022

² Mr Edwin Gerungan stepped down as the Chairman and remains a member of the RMC with effect from 1 January 2022

³ Ms Shirley Goh was appointed as a member of the RMC with effect from 24 January 2022

Credit Review Committee (CRC)

Members:

- (i) Puan Fauziah Hisham (Chairman) - Independent Non-Executive Director¹
- (ii) Dato' Khairussaleh Ramli - Non-Independent Executive Director and Group President and Chief Executive Officer²
- (iii) Mr Cheng Kee Check - Non-Independent Non-Executive Director
- (iv) Ms Che Zakiah Che Din - Independent Non-Executive Director
- (v) Dato' Zulkiflee Abbas Abdul Hamid - Independent Non-Executive Director
- (vi) Ms Shirley Goh - Independent Non-Executive Director

The CRC is tasked by the Board to review, with power to object or support, all loan applications approved by the Group Management Credit Committee (GMCC) and Group Wealth Management Credit Committee (GWMCC) that are above their Credit Authority Limits.

In relation to the proposals which would need final approval by the Board, these proposals would be reviewed by the CRC, prior to recommendation to the Board. The CRC is also entrusted to review any Director or staff-related loans as well as policy loans.

The responsibilities of the CRC include the following:

- (i) Review/veto loans exceeding the discretionary power of the GMCC and GWMCC.
- (ii) Review/veto, with power to object or support, all proposals recommended by the GMCC and GWMCC to the Board for approval/affirmation.

- (iii) Review/veto, with power to object or support, all global limits (and any increase thereto) recommended by the GMCC to the Board for approval; and to affirm annually existing global limits approved by the Board and recommended by the GMCC for renewal.
- (iv) Provide oversight of the entire credit management function covering but not limited to portfolio, end-to-end process, infrastructure, resources and governance.

¹ Puan Fauziah Hisham was re-designated as the Chairman of the CRC after Mr Anthony Brent Elam stepped down as the Chairman and member of the CRC with effect from 1 January 2022

² Dato' Khairussaleh Ramli was appointed as a member of the CRC with effect from 25 May 2022

Compliance Committee of the Board¹ (CCB)

Members:

- (i) Ms Che Zakiah Che Din (Chairman) - Independent Non-Executive Director
- (ii) Mr Cheng Kee Check - Non-Independent Non-Executive Director
- (iii) Mr Anthony Brent Elam - Independent Non-Executive Director
- (iv) Encik Shariffuddin Khalid - Independent Non-Executive Director

The overall objective of the CCB is to ensure that compliance risk management is given the needed attention at the highest level for the effective management of regulatory compliance to support business growth in line with the Group's aspirations and risk appetite. The role of the CCB, among others, is to review and assess the adequacy of infrastructure, resources and systems to manage compliance risk across the Group and recommend improvements to ensure effectiveness of the compliance framework.

The responsibilities of the CCB include the following:

- (i) To deliberate and review Maybank Group's Compliance Framework and policies, and provide recommendations to the Board for approval; thereafter assisting the Board to oversee the implementation of the framework and policies in managing compliance risks.
- (ii) To review, deliberate and oversee the Group's compliance plan and strategy.
- (iii) To ensure that the Compliance function is provided with appropriate standing, authority and independence, and that it is supported with sufficient resources, including competent officers able to perform their duties effectively.
- (iv) At least annually, evaluate the effectiveness of the Group's overall management of compliance risk, having regard to assessments of senior management and internal audit, as well as the Group Compliance team and recommend any improvements needed to the Board.
- (v) To review the Compliance Report / periodic reports presented on the compliance status of the Bank and the Group, benchmarking against updates on regulatory trends and requirements, prior to submission to the Board.
- (vi) (a) To review and recommend for Board's approval (in consultation with the NRC), the appointment, performance, remuneration and termination of the Group Chief Compliance Office; and
(b) To review the performance of the senior team in Group Compliance including their remuneration and annual Increment.
- (vii) To carry out other responsibilities as delegated to it by the Board from time to time.

¹ Dr Hasnita Dato' Hashim stepped down as a member of the CCB with effect from 15 May 2022

Board Sustainability Committee (BSC)

Members:

- (i) En. Shariffuddin Khalid - Independent Non-Executive Director (Chairman)¹
- (ii) Dato' Khairussaleh Ramli² - Non-Independent Executive Director and Group President and Chief Executive Officer
- (iii) Datuk R. Karunakaran - Senior Independent Non-Executive Director
- (iv) Dr Hasnita Dato' Hashim - Independent Non-Executive Director
- (v) Dato' Zulkiflee Abbas Abdul Hamid - Independent Non-Executive Director

Key responsibilities of the BSC include the following:

- (i) Oversee the Group's overall strategy on sustainability, which includes reviewing the Group's sustainability governance framework, strategies, priorities and targets to ensure alignment with the Group's commitment towards sustainability.
- (ii) Review and monitor the effectiveness and impact of the Group's sustainability strategies, principles and practices and recommend their adoption.

- (iii) Oversee the integration and institutionalisation of sustainability considerations into business strategies and activities of the Group; and ensure that sustainability considerations, including related risks and opportunities, are taken into account when developing and implementing business plans, strategies and the risk management framework.
- (iv) Recommend material sustainability plans and matters for Board's approval, subsequently oversee their implementation.
- (v) Review and recommend to the Board sustainability-related policies for adoption, subsequently monitor the effectiveness of the implemented policies.
- (vi) Review and recommend the Group's sustainability disclosures as required by law and/or rules to the Board for approval.

¹ En. Shariffuddin Khalid was re-designated as the Chairman of the BSC after Tan Sri Dato' Sri Zamzamzairani Mohd Isa stepped down as the Chairman of the BSC with effect from 1 January 2023

² Dato' Khairussaleh Ramli was appointed as a member of the BSC with effect from 7 July 2022

BOARD AND BOARD COMMITTEE MEETINGS AND DIRECTORS ATTENDANCE FOR FINANCIAL YEAR 2022

Director	Board Number of Meetings			BSC Number of Meetings			CRC Number of Meetings		
	Held	Attended	%	Held	Attended	%	Held	Attended	%
Tan Sri Dato' Sri Zamzamzairani Mohd Isa (TSZ)	19	18	95	4	3	75	-	-	-
Tan Sri Abdul Farid Alias ¹	8	8	100	2	2	100	6	6	100
Dato' Khairussaleh Ramli (DKR) ²	11	11	100	2	2	100	12	12	100
Datuk R. Karunakaran (DRK)	19	19	100	4	4	100	-	-	-
Mr Cheng Kee Check (CKC)	19	19	100	-	-	-	18	18	100
Mr Edwin Gerungan (EG)	19	19	100	-	-	-	-	-	-
Dr Hasnita Dato' Hashim (DHH)	19	19	100	4	4	100	-	-	-
Mr Anthony Brent Elam (ABE)	19	19	100	-	-	-	-	-	-
Ms Che Zakiah Che Din (CZ)	19	19	100	-	-	-	18	18	100
Puan Fauziah Hisham (FH)	19	19	100	-	-	-	18	18	100
Encik Shariffuddin Khalid (SK)	19	19	100	4	4	100	-	-	-
Dato' Idris Kechot ³	19	19	100	-	-	-	-	-	-
Dato' Zulkiflee Abbas Abdul Hamid (DZA)	19	19	100	4	4	100	18	18	100
Ms Shirley Goh (SG)	19	19	100	-	-	-	18	18	100

Director	RMC Number of Meetings			NRC Number of Meetings			ACB Number of Meetings		
	Held	Attended	%	Held	Attended	%	Held	Attended	%
Datuk R. Karunakaran	12	12	100	13	13	100	-	-	-
Mr Cheng Kee Check	-	-	-	13	13	100	-	-	-
Mr Edwin Gerungan	12	12	100	13	13	100	-	-	-
Dr Hasnita Dato' Hashim ⁴	12	12	100	13	13	100	17	16	94
Mr Anthony Brent Elam	12	12	100	-	-	-	-	-	-
Ms Che Zakiah Che Din	-	-	-	-	-	-	17	17	100
Puan Fauziah Hisham	12	12	100	13	13	100	-	-	-

Encik Shariffuddin Khalid	-	-	-	-	-	-	17	17	100
Dato' Idris Kechot ³	-	-	-	6	6	100	8	8	100
Dato' Zulkiflee Abbas Abdul Hamid	12	12	100	13	13	100	17	17	100
Ms Shirley Goh ⁵	12	12	100	-	-	-	17	17	100
Director	CCB Number of Meetings								
	Held	Attended	%						
Mr Cheng Kee Check	11	11	100						
Dr Hasnita Dato' Hashim ⁴	4	4	100						
Mr Anthony Brent Elam	11	11	100						
Ms Che Zakiah Che Din	11	11	100						
Encik Shariffuddin Khalid	11	11	100						

Notes:

¹ Stepped down as the GPCEO and Executive Director with effect from 30 April 2022

² Appointed as the GPCEO and Executive Director on 1 May 2022 as well as member of the CRC and BSC with effect from 25 May 2022 and 7 July 2022 respectively

³ Stepped down as INED and member of the NRC and ACB with effect from 14 May 2022

⁴ Stepped down as member of the CCB with effect from 15 May 2022

⁵ Appointed as member of the ACB and RMC with effect from 19 January 2022 and 24 January 2022 respectively

TRAINING AND EDUCATION ATTENDED BY THE BOARD DURING FINANCIAL YEAR 2022

Area of Training	Mode of Training	Hour(s)	Directors Who Attended
Banking & Finance-related			
FIDE Core Programme - Bank (Module A & Module B)	Workshop	64	SG
Provision of Financial Assistance & Related Party Transaction	Webinar	8	FH
Global Islamic Finance Forum 2022 – Take the Reins	Forum	16	DZA
Islamic Finance for Board of Directors Programme	Workshop	16	SG
Islamic Finance 360 - Building the Islamic Finance Industry's Future: Creating Role Model Economies, Inclusive Institutions and Impact-Driven Investment	Seminar	1.25	SG
Shariah Training – Value-based Intermediation	Webinar	1	CZ
Insurance / Takaful			
FIDE Core Programme: Insurance Group (Module A)	Webinar	12	FH
Etiqua: Directors' Training Programme (Module 3) – Refresher for IFRS17, Performance Reporting Outlook and Actuarial	Webinar	2	FH

Technology/ Digital/ Cybersecurity			
BNM MyFintech Week 2022: Advancing Digitalisation for Recovery, Sustainability and Inclusion	Conference	40	TSZ, CZ, FH, SK
Etiga: Directors' Training Programme (Module 2) – Cybersecurity Topics: <ul style="list-style-type: none"> • Cyber Defense Capabilities • Recent & Emerging Threat Landscape • Cyber Risk 	Webinar	2	FH
ESG / Sustainability			
PNB Knowledge Forum 2022 – Sustainable Investing: ESG at the Forefront	Forum	3	TSZ, DRK, CKC, EG, ABE, FH, SG
PNB Knowledge Forum 2022 - Tall Buildings and Living in the Space Age: The Enigma and Convergence of Science and Art	Forum	2.5	TSZ, CKC
PNB Knowledge Forum III 2022 - Accelerating the Net Zero Transition	Forum	4	CKC
Sustainability Update and Climate Risk Training Session: <ul style="list-style-type: none"> • Maybank's Sustainability Agenda • How Financial Institutions Can Support Climate Transition? 	Workshop	3	TSZ, DKS, DRK, CKC, EG, DHH, ABE, CZ, FH, SK, DZA, SG
Closed-door Dialogue on Climate Governance: A Standing Item in Board Agendas	Dialogue	2	TSZ, CKC, DHH, CZ, SG
Invest ASEAN 2022: ESG Conversations - Sustainable Finance: The Big Shift is Visible	Webinar	1	DRK
Invest ASEAN 2022: ASEAN Framing A Future - ESG Conversations: Renewables, Energy Security & The Low Carbon Economy	Webinar	1	FH
Scope 3 Financed Emissions	Seminar	1.5	DRK
How to Transition Towards a Sustainable World	Seminar	1	DRK
Climate 2C or not 2C	Seminar	1.5	DRK
Bursa's Voluntary Carbon Market Exchange	Webinar	1	CKC
MIA International Accountants Conference 2022 – Leading ESG, Charting Sustainability	Conference	16	DHH, CZ, DZA, SG
SRI Conference 2022 - Preserving the Climate Through Sustainable Business and Living	Conference	8	DHH
Sustainability and Its Impact on Organisations: What Directors Need to Know: Session 1: The Fundamentals of ESG Session 2: The Board's Role in ESG	Webinar	4	CZ

Sustainability for the Palm Oil Sector	Webinar	4	CZ
Sustainability in the Energy Sector	Webinar	4	CZ, FH
Etiqua: Directors' Training Programme (Module 2) – ESG Topics: Sustainability / Environmental Social & Governance	Webinar	2	FH
Etiqua: Directors' Training Programme (Module 2) – ESG Topic: Building a Wellbeing Economy - Lessons from Bhutan & Gross National Happiness	Webinar	1.5	FH
Talk on Corporate Governance & Remuneration Practices for the ESG World	Forum	1.5	SK, DZA
Board Sustainability Awareness	Webinar	2.5	SG
Corporate Governance Conference 2022: Investment Stewardship in Times of Heightened Sustainability Demands	Conference	8	SG
Risk Management / Compliance			
Annual Board Risk Workshop - Navigating Execution Challenges in a Rapidly Changing World: <ul style="list-style-type: none"> Agility – Executing Better & Faster Economic Outlook 2022/2023 Risk Landscape Anti-Money Laundering in Cryptocurrency 	Workshop	5	TSZ, DKS, DRK, CKC, EG, DHH, ABE, CZ, FH, SK, DZA, SG
BNM-World Bank Group Report Launch - Exploring Nature-related Financial Risks in Malaysia	Forum	3	CKC
FIDE Elective: Market Risk Management - Banking Sector Programme	Webinar	8	FH
BSP Awareness Raising Session: Institutional Risk Assessment and Results of the 2022 Thematic Review on Targeted Financial Sanctions	Webinar	2.5	FH
Etiqua: Directors' Training Programme (Module 3) - Compliance Topics: <ol style="list-style-type: none"> Compliance Function Overview Governing Compliance Risk <ol style="list-style-type: none"> Compliance BNM PD Corporate Governance BNM PD Approach to Regulating and Supervising Financial Group Shariah Governance BNM PD 	Webinar	2	FH

e) Anti-Bribery & Corruption			
3. Compliance Topics			
a) AMLCFT			
b) Managing Customer Information			
c) Fair Treatment of Financial Consumer			
AML - Prevention of Money Laundering and Terrorism Financing	Webinar	4	SG
Key Amendments to Listing Requirements 2022	Webinar	4	FH
Conduct of Directors & Common Breaches of Listing Requirements	Webinar	4	FH, SK, SG
<ul style="list-style-type: none"> 2022 Annual Corporate Governance Seminar for MPI Board of Directors and Senior Management Maybank Board Awareness Session on: <ul style="list-style-type: none"> (i) Information Security Management System (ISMS) (ii) Environment and Social Risk Management System (ESRMS) 	Webinar	4	FH
Risk Management Competency for Banking Profession – Level 1 Commissioner	Webinar	8	DZA
Recovery & Resolution Planning Sharing Session	Forum	2.25	DZA
Board Effectiveness			
Fiduciary Services Session for Directors	Workshop	4	CKC, FH
Board Effectiveness: Post-launch Workshop (Session 2)	Workshop	2	FH
Case-Based Series: Part 1 - The Board's Performance Role	Workshop	8	SK
Case-Based Series: Part 2 - The Board's Conformance Role	Workshop	8	SK
Audit Oversight			
Audit Oversight Board: Conversation with Audit Committees	Forum	2.5	DHH, CZ, SK, DZA, SG
The Ultimate Guide to RPT Analysis, Probably (Vol. 1)	Seminar	8	FH
Related Party Transactions (Simplified)	Webinar	4	SK
Others			
Maybank International Women's Day 2022 – The Great Re-invention: Thriving in the Age of the Human	Dialogue	1.5	TSZ, EG, DHH, ABE, CZ, SK, DZA, SG

Khazanah Megatrends Forum 2022 - Developments and Its Complexities: Steering Our Way Through a Perfect Storm	Forum	16	TSZ, CKC, CZ, DZA, SG
Lessons from the Fast Lane	Seminar	1.5	DRK
Macro-Economic Landscape and Trends	Seminar	1.5	DRK
ASEAN Economics: War & Sanctions – The Collateral Damage on ASEAN	Forum	1	CKC
Invest ASEAN 2022: ASEAN Framing A Future – A DEI (Diversity, Equity & Inclusion) Conversation: Elevating Investability	Webinar	1.25	FH
Elevated DEI Ambitions for Malaysia	Webinar	2	DHH
Bursa Malaysia – Launch and Panel Session: Public Listed Companies Transformation Programme	Conference	3	DHH
Capital Market Director Programme <ul style="list-style-type: none"> Module 1 – Directors as Gatekeepers of Market Participants Module 2A – Business Challenges and Regulatory Expectations: What Directors Need to Know (Equities & Future Broking) Module 2B – Business Challenges and Regulatory Expectations: What Directors Need to Know (Fund Management) Module 3 – Risk Oversight and Compliance Action Plan for Board of Directors Module 4 – Emerging and Current Regulatory Issues in the Capital Market 	Workshop	7.5	SG
Bursa Malaysia-Maybank Sectorial Series 'Why Malaysia'	Webinar	2.25	CKC, FH
The Guru Series – Let's Innovate Everyone!	Webinar	1	EG
Etiqua: Directors' Training Programme (Module 3) - Investment topics: <ul style="list-style-type: none"> Liability Driven Investment Asset Liability Management Research & Portfolio Management 	Webinar	2	FH
<ul style="list-style-type: none"> Wills, Trusts, and Estate Administration for Trustee Directors 	Webinar	4	CKC, FH

- Unit Trust Funds and Private Retirement Schemes

INTERNAL CONTROL FRAMEWORK

The Internal Control Framework is set out in the Statement on Risk Management and Internal Control in Maybank's Annual Report 2022.

REMUNERATION FOR DIRECTORS, SENIOR MANAGEMENT AND OTHER MATERIAL RISK TAKERS

Directors

Board Remuneration Framework

The NRC is authorised by the Board to develop and implement formal and transparent procedures in developing Maybank's remuneration policy for its Directors, Chief Executive Officer and senior officers by ensuring that their compensation is competitive and consistent with industry standards. The NRC has established a remuneration framework for the NEDs (NED Remuneration Framework) which is subject to periodic review. Details of the NED Remuneration Framework which was previously approved by shareholders are as below:

Fee Component	Chairman	Vice Chairman	Member	Shareholders' Approval
Board Fee (per annum)	RM610,000	RM440,000	RM295,000	Obtained at the 55 th AGM held on 7 April 2015
Board Committee Fee (per annum)	RM75,000	-	RM45,000	Obtained at the 58 th AGM held on 12 April 2018

Details of the remuneration received by the Directors of Maybank and the Group in FY2022 are as set out under Practice 8.1 of Section A of this report.

Senior Management and Other Material Risk Takers

Succession Planning for the GPCEO and Senior Management

Since 2009, the Group has implemented succession planning to ensure a robust pipeline of leadership bench strength to support Maybank's organisational needs and growth as well as leadership sustainability for all Mission Critical Positions. These include the GPCEO position, EXCO positions and other senior leadership positions such as Group Chief Audit Executive, Group Chief Compliance Officer and Group General Counsel and Company Secretary.

The Group executes Talent Reviews at the sector, country and entity levels yearly. Each review is chaired by the respective sector heads or country/entity CEOs and involves representatives from the senior management teams and Group Human Capital.

In addition to the sector/country/entity level Talent Reviews, the Group undertakes succession reviews for all senior officer and governance positions under the Group Talent Review (GTR). The GTR is chaired by the GPCEO and includes all members of the Group Executive Committee (Group EXCO). Following the GTR, the overview and status of the succession line-up for all senior officers (including the GPCEO) and governance positions will be presented to the NRC as well as the Group Board and Subsidiary Boards, where applicable.

The global standards and principles applied have enabled the Group to ensure the process is inclusive in terms of identifying successor candidates from different parts of the Group and at different readiness levels, representing diverse demographics. This, in turn, has contributed to a successor realisation rate of more than 80% for Mission Critical Positions at EXCO-1 and below.

Total Rewards Framework

Our remuneration and rewards philosophy is aligned with the Group's strategies and shareholders' interest, fostering a performance-oriented and prudent risk-managed culture to deliver long-term sustainable returns and strong business performance. We have in place a comprehensive Total Rewards system, which forms part of the Group's human capital strategy and Talent Management framework. The latter is embedded with sustainability considerations that guide us to effect Reward Right principles to drive positive outcomes and deliver exponential business results responsibly. The system not only supports Maybank Group's strategy and business plan, it is also critical to improving employee productivity and engagement. By focusing on the right compensation, benefits and development support, it inspires our employees to achieve their personal and professional aspirations.

To uphold our ESG commitments, ESG is embedded in various aspects of our Total Rewards management through proper governance, performance measurement and prudent risk management considerations. Governed by sound principles, our remuneration policies and practices are reviewed periodically to ensure alignment with regulatory requirements and to reinforce a high-performance culture. The aim is to attract, motivate and retain talents through market competitiveness and responsible values.



Components of Remuneration

Maybank Group embraces a holistic Total Rewards Framework comprising Total Compensation, Benefits & Well-Being, Recognition, and Development & Career Opportunities.

i) Total Compensation:

Maybank Group's Compensation Policy ensures that our employees are paid salaries in line with the market rate. We ensure our differentiated compensation levels are competitive through annual salary reviews, variable bonuses and long-term incentive plans (for eligible senior management and above), to retain, motivate and reward our talents.

Our Total Compensation is based on two components, Fixed Pay and Variable Pay (i.e. Variable Bonus and Long-term Incentive Award), with targeted Pay Mix levels designed to align with the long-term performance goals and objectives of the organisation. The compensation framework provides a balanced approach between fixed and variable components that change according to the performance of the Group, business/corporate function and individual.

Fixed Pay	Variable Pay	
	Variable Bonus	Long-Term Incentive Award
<ul style="list-style-type: none"> Attract and retain talents by providing competitive and equitable pay. Reviewed annually using a holistic approach 	<ul style="list-style-type: none"> Reinforce a pay-for-performance culture and adherence to Maybank Group's Core Values, TIGER. Variable cash award design aligned with the risk management and long- 	<ul style="list-style-type: none"> A significant component of senior management's total Compensation with the intent to drive sustainable, longer-

	<p>through internal and external benchmarking against relevant peers/locations with consideration of market dynamics, differences in individual responsibilities, functions/roles, performance level, skillsets as well as competencies.</p>	<p>term performance goals of the Group through deferral and claw-back policies.</p> <ul style="list-style-type: none"> • Based on the overall performance of the Group, business/corporate function and individual. • Premised on the Balanced Scorecard (BSC) approach comprising financial and non-financial KPIs that is tailored to drive the desired behaviour and performance levels in creating long-term shareholder value. <p>Deferral Policy: Any Variable Bonus in excess of certain thresholds will be deferred over a period of time. A Deferred Variable Bonus will lapse immediately upon termination of employment (including resignation) except in the event of ill health, disability, redundancy, retirement or death.</p> <p>Clawback Provision: Maybank's Board has the right to make adjustments or clawbacks to any Variable Bonus or Long-Term Incentive Award if deemed appropriate based on risk management issues, financial misstatement, fraud, gross negligence or wilful misconduct.</p>	<p>term risk management and to meet the Group's Strategy.</p>
<p>ii)</p>	<p>Benefits & Well-being</p> <p>Employee benefits are an integral component of our Total Rewards management, along with the integration of ESG values and M25+ objectives. Maybank's benefits programme provides financial protection, healthcare benefits, paid time-off, employee loans at preferential rates and other benefits that support work-life integration. These are reviewed periodically and benchmarked against industry practices and evolving trends within the rapidly changing business environment. We embrace a holistic way of working that embeds sustainability considerations to cater to our employees' physical, mental and emotional well-being as well as their financial, social and career needs.</p> <p>iii)</p> <p>Development & Career Opportunities</p> <p>In line with our strong learning culture, we continue to deploy best-in-class learning and development programmes to nurture our employees at all levels in a multitude of flexible or customisable development programmes for long-term relevance, competitive advantage and growth.</p> <p>Employees are encouraged to assume personal ownership of their development by upgrading their skills and taking on stretch assignments as well as expanded responsibilities.</p>		
	<p>LONG-TERM INCENTIVE AWARD</p> <p>Employees' Share Grant Plan</p> <p>In December 2018, Maybank rolled out the Employees' Share Grant Plan (ESGP) under the Long-Term Incentive Award to replace a previous scheme that expired in June 2018. Valid for seven years, the ESGP serves as a long-term incentive for eligible talents and senior management.</p> <p>Eligibility for the ESGP is subject to fulfilment of the ESGP vesting conditions as well as meeting the performance criteria at the Maybank Group and individual levels. The first ESGP Award that was granted in December 2018 was vested in December 2021, while the second ESGP Award granted in September 2019 was vested in September 2022. The last tranche of the ESGP Award (i.e. fifth ESGP Award) under the current plan was granted in September 2022 and will be vested in 2025. There will be no further awards under the current ESGP.</p>		

In line with the Group's remuneration strategy to drive long-term sustainable goals to maximise shareholder value, a new Long-Term Incentive Plan is to be rolled out in 2023. The new plan will run concurrently with the existing plan until its expiry in 2025.

Governance & Controls – Remuneration Practices

We maintain strong corporate governance practices with remuneration policies and practices that comply with all statutory and regulatory requirements, and are strengthened by sound risk management and controls, ensuring remuneration practices are carried out responsibly.

The Group has strong internal governance on the performance and remuneration of control functions which are measured and assessed independently of the business units to avoid any conflicts of interest. The remuneration of employees in control functions are predominantly fixed to reflect the nature of their responsibilities. Annual reviews of their compensation are benchmarked internally and against the market to ensure they are competitive.

Based on sound Performance Management principles, our Key Performance Indicators (KPIs) continue to focus on outcomes aligned with our business plans. Each of the Senior Officers and Other Material Risk Takers (OMRT) carries Risk, Governance and Compliance goals in his/her individual scorecards which are cascaded accordingly. The right KPI setting continues to shape our organisational culture while driving risk and compliance agendas effectively. Inputs from control functions and Board Committees are incorporated into the respective functional areas and individual performance results.

Senior Officers and Other Material Risk Takers

The remuneration of Senior Officers and OMRTs are reviewed annually and submitted to the NRC for recommendation to the Board for approval.

The remuneration of Maybank Group's Senior Officers and OMRTs in FY2022 is summarised in the table below:

Total value of remuneration awards for the financial year	RM'000			
	Senior Officers		OMRT	
	Unrestricted	Deferred	Unrestricted	Deferred
Fixed remuneration				
Cash-based	32,059 (17 headcount)	498 (1 headcount)	81,138 (152 headcount)	-
Shares and share-linked instruments	-	-	-	-
Others	-	-	-	-
Variable remuneration				
Cash-based	26,948 (16 headcount)	3,944 (5 headcount)	57,962 (149 headcount)	18,424 (7 headcount)
Shares and share-linked instruments*	7,124 (16 headcount)^	Refer to note below*	9,819 (86 headcount)^	Refer to note below*
Others	-	-	-	-
Definition	Senior Officers of the Group are defined as members of the Group EXCO, Group Chief Compliance Officer, Group Chief Audit Executive, Group General Counsel		OMRTs are defined as employees who can materially commit or control significant amounts of a financial institution's resources or whose actions are likely to have a significant impact on	

	and Company Secretary and Chief Sustainability Officer.	its risk profile or those among the most highly remunerated officers.	
<p>Notes:</p> <p>*In FY2022, a total of 1,710,000 and 2,560,000 units of Maybank shares (for On Target performance levels) under Maybank Group Employees' Share Grant Plan (ESGP)/Cash-settled Employees' Share Grant Plan (CESGP) were awarded to 17 Senior Officers and 104 OMRTs respectively. The number of ESGP/CESGP units to be vested/paid by 2025 would be conditional upon the said employees fulfilling the vesting/payment criteria.</p> <p>^A total of 1,974,700 units of ESGP/CESGP granted in September 2019 were vested to 16 Senior Officers (830,400 units) and 86 OMRTs (1,144,300 units) in September 2022. ESGP values are based on statutory guidelines for taxable gains calculation while the CESGP value is based on the volume weighted average market price (VWAMP) for the five market days immediately preceding the CESGP vesting date.</p> <p>The FY2022 compensation outcome for Senior Officers does not include the GPCEO's compensation as it is disclosed in the Corporate Governance Overview Statement on page 103 of Maybank's Annual Report 2022.</p>			