



ElH Group Policy on Related Party Transactions

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Approval by: Etiqa Life and General Assurance Philippines, Inc. ("ELGAP") Board
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LIST OF DEFINITIONS

The table below sets out the definitions used throughout this Policy:

Term	Definition
ACB	Audit Committee of the Board of Maybank or its Subsidiaries (as the case may be). For ELGAP, the term pertains to the Related Party Transactions Committee (RPTC).
Announcement Threshold	As illustrated at paragraph 5.3 of this Policy.
BNM	Bank Negara Malaysia.
Board	Board of Directors of Maybank or its Subsidiaries (as the case maybe).
Bursa	Bursa Malaysia Securities Berhad.
BU	All Business and Support Units of EIH Group, including cost centres/enabling units seeking to enter into contract/agreement with a counter-party on behalf of EIH Group.
CA	Companies Act 2016, as may be amended, varied or supplemented from time to time.
CEO	Chief Executive Officer or principal executive officer of Maybank and/or its Subsidiaries for the time being, by whatever name called, and whether or not he is a director.
CL	Circular Letter issued by the Insurance Commission of the Philippines
CP Policy	Maybank Group Policy on Credit Transactions and Exposures with Connected Parties, as may be amended, varied or supplemented from time to time.
Director	Shall have the same meaning assigned to it in the CA, and includes a reference to: <ul style="list-style-type: none"> (a) a person occupying or acting in the position of director of Maybank or its Subsidiaries, by whatever name called and whether or not validly appointed to occupy, or duly authorized to act in the position; (b) a person in accordance with whose directions or instructions the majority of directors of Maybank or its Subsidiaries are accustomed to act; (c) an alternate or substitute director; or (d) in the case of a foreign subsidiary:-

	<ul style="list-style-type: none"> (i) a member of the said foreign subsidiary's board of directors or governing body; (ii) a person occupying or acting in the position of a member of said foreign subsidiary's board, by whatever name called and whether or not validly appointed to occupy, or duly authorized to act in the position; or (iii) a person in accordance with whose directions or instructions the members of the said foreign subsidiary's board is accustomed to act; <p>and includes any person who is or was within the preceding six (6) months of the date on which the terms of the RPT were agreed upon:</p> <ul style="list-style-type: none"> a) a director of Maybank or its Subsidiaries (as defined above); and b) a CEO of Maybank or its Subsidiaries.
EIH	Etiqua International Holdings Sdn. Bhd.
EIH Group	<p>EIH and its Subsidiaries. For the avoidance of doubt, these would include but not limited to:</p> <ul style="list-style-type: none"> (i) EIH; (ii) Etiqua Digital Solutions Sdn Bhd; (iii) Etiqua Life and General Assurances (Philippines) Inc.; (iv) PT Asuransi Etiqua International Indonesia; (v) Etiqua Life Insurance (Cambodia) Plc; and (vi) Etiqua General Insurance (Cambodia) Plc. <p>except Maybank Ageas Holdings Berhad and its subsidiaries which include:</p> <ul style="list-style-type: none"> (a) Etiqua General Insurance Berhad; (b) Etiqua Life Insurance Berhad; (c) Etiqua General Takaful Berhad; (d) Etiqua Family Takaful Berhad; (e) Etiqua Life International (L) Ltd; (f) Etiqua Offshore Insurance (L) Ltd; and (g) Etiqua Insurance Pte Ltd.
EIH Group CLS	Corporate & Legal Services of EIH Group
ELGAP	Etiqua Life and General Assurance Philippines, Inc.
Etiqua SOP Manual	Etiqua Related Party Disclosures Standard Operating Process Manual, as may be amended, varied or supplemented from time to time.
Excluded RPT	Refers to transactions described at paragraph 2.2.4 of this Policy.
GCLS	Group Corporate & Legal Services of Maybank.

IC	Insurance Commission of the Philippines
Major Shareholder	<p>A person who has an interest in shares in Maybank or its Subsidiaries, and the number or aggregate number of those shares, is -</p> <ul style="list-style-type: none"> a) 10% or more of the total number of voting shares; or b) 5% or more of the total number of voting shares where such person is the largest shareholder <p>and includes any person who is or was within the preceding six (6) months of the date on which the terms of the RPT were agreed upon, a Major Shareholder of Maybank or its Subsidiaries.</p> <p>For the purpose of this definition, “interest” shall have the meaning as “interest in shares” given in section 8 of the CA.</p>
Management	Group Executive Committee of Maybank, Etiqa Group Management Committee of EIH or Senior Management Team of EIH’s Subsidiaries (as the case may be).
Mandate	Refers to Maybank’s shareholders’ mandate which is sought during general meeting of Maybank, as further elaborated at paragraph 5.5 on this Policy.
Maybank/Bank	Malayan Banking Berhad.
Maybank Group	Maybank and its Subsidiaries.
Maybank Group RPT Policy	Maybank Group Policy on Related Party Transactions, as may be amended from time to time.
MMLR	Main Market Listing Requirements as amended, varied or supplemented from time to time.
Percentage Ratio	<p>The figures, expressed as a percentage, resulting from each of the following calculations:</p> <ul style="list-style-type: none"> a) The value of the assets which are the subject matter of the transaction, compared with the net assets of Maybank Group; b) Net profits of the assets which are the subject matter of the transaction compared with the net profits attributable to the owners of Maybank Group (before other comprehensive income or loss); c) The aggregate value of the consideration given or received in relation to the transaction, compared with the net assets of Maybank Group; d) The number of shares issued by Maybank as consideration for an acquisition, compared with the total number of shares previously in issue (excluding treasury shares);

	<p>e) The aggregate value of the consideration given or received in relation to the transaction, compared with the market value of all the ordinary shares of Maybank (excluding treasury shares);</p> <p>f) The total assets which are the subject matter of the transaction, compared with the total assets of Maybank Group;</p> <p>g) In respect of joint ventures, business transactions or arrangements, the total project cost attributable to Maybank Group compared with the total assets of Maybank Group or in the case where a joint venture company is incorporated as a result of the joint venture, the total equity participation of Maybank Group in the joint venture corporation (based on the eventual issued capital of the joint venture corporation), compared with the net assets of Maybank Group. The value of the transaction should include shareholders' loans and guarantees to be given by Maybank Group; or</p> <p>h) The aggregate original cost of investment of the subject matter of the transaction divided by the net assets of Maybank Group, in the case of a disposal and where the acquisition of the subject matter took place within last five (5) years.</p> <p>Total assets, net assets and net profits of Maybank Group refer to the same as per the latest published audited consolidated financial statements of Maybank Group.</p>
Persons Connected	<p>In relation to a Director or Major Shareholder, such person who falls under any one of the following categories:</p> <p>a) a family member¹ of the Director or Major Shareholder;</p> <p>b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director or Major Shareholder's family is the sole beneficiary;</p> <p>c) a partner² of the Director or Major Shareholder;</p> <p>d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with</p>

¹ Means (a) spouse, (b) parent, (c) child including an adopted child and step-child, (d) brother or sister; and (e) spouse of the person referred to in items (c) and (d).

² Means (a) a person with whom any of the Directors is in or proposes to enter into partnership with pursuant to the Partnership Act 1961 or Limited Liability Partnerships Act 2012; or (b) a person with whom any of the Directors or Major Shareholders has entered into or proposes to enter into a joint venture, whether incorporated or not.

	<p>the directions, instructions or wishes of the Director or Major Shareholder;</p> <p>e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;</p> <p>f) a body corporate in which the Director or Major Shareholder or persons connected with them are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or</p> <p>g) a body corporate which is a related corporation³ of the Major Shareholder.</p>
Policy	EIH Group Policy on Related Party Transactions as may be amended, varied or supplemented from time to time.
Related Party	As described under paragraph 2.1.1 of this Policy.
Related Party Transaction/ RPT	The transaction as described under paragraph 2.2 of this Policy.
Recurrent Related Party Transaction/ RRPT	The transaction as described under paragraph 2.2 of this Policy.
RM	Ringgit Malaysia currency (or its equivalent in a foreign currency)
RPT Aggregation Rule	<p>Where separate RPTs may be aggregated and be treated as if they were <u>one transaction</u> if the terms of such transactions were agreed upon within a period of twelve (12) months in the following circumstances:</p> <p>(a) transactions entered into with the same party or with parties connected with one another;</p> <p>(b) transactions involving the acquisition or disposal of securities or interests in one particular corporation /asset; or</p> <p>(c) transactions involving the acquisition or disposal of various parcels of land contiguous to each other⁴.</p>

³ A 'related corporation' is a corporation which is:

- (a) the holding company of another corporation;
- (b) a subsidiary of another corporation; or
- (c) a subsidiary of the holding company of another corporation.

⁴ The principles of aggregation are provided in Chapter 10 of the MMLR, details of which shall be referred to by GLCS as part of the review process as described in paragraph 4 of this Policy.

RPTC	Related Party Transactions Committee
Subsidiary(ies)	Any entity described under Section 4 of the CA and includes foreign subsidiaries of Maybank which fit the description. “Subsidiary(ies)” wherever used in this Policy includes the EIH Group.
the RP List	Refers to a list of Related Parties attached to this Policy as Appendix 1.

1.0 INTRODUCTION

The primary obligation of the Maybank Board and Management is to act in the best interests of Maybank and its shareholders. As a public listed company, Maybank is also required to comply with the MMLR requirements issued by Bursa when dealing with RPTs. This is in addition to the regulations imposed by other regulators on this subject matter, such as the BNM Guidelines on Credit Transactions and Exposures with Connected Parties which governs the credit transactions undertaken by Maybank.

For this reason, the Policy aims to ensure that all RPTs are conducted in an independent, fair, reasonable manner and on normal commercial terms, and do not result in a compromise of responsibility owed by the Maybank Board and Management to its shareholders in accordance with the requirements set out under the MMLR.

For the abovementioned reasons, the EIH Group as part of Maybank Group is required to observe the requirements under the MMLR to ensure that Maybank is in compliance with the same.

This Policy regulates, among others, disclosures by the Board and Management of circumstances and transactions that may give rise to situations of conflict as well as the proper conduct of the Board and Management in carrying out their responsibilities when transacting with Related Parties pursuant to the requirements under the MMLR.

In this regard, it is pertinent for the EIH Group to ascertain whether the parties that it has any transaction or arrangement with are Related Parties before any transactions take place. All RPTs are to be undertaken on terms that are in the best interest of the EIH Group, fair and reasonable, on normal commercial terms that are not more favorable to the Related Party than those generally available to the public and are not detrimental to the interest of the minority shareholders.

This Policy is not intended to replace any existing governance processes on this subject matter that are in place under the Etiqa SOP Manual which addressed the regulations imposed by its regulators, namely, BNM pursuant to the Guidelines on RPT (BNM/RH/GL 018-6) read together with the Guidelines on Granting of Credit Facilities (BNM/RH/GL 010-18), both applicable to licensed insurers and takaful operators and the Malaysian Financial Reporting Standards 124 (MFRS 124) on Related Party Disclosures and equivalent regulatory requirements applicable to foreign subsidiaries,

particularly the provisions of IC-CL No. 2017-29 or the Guidelines on Related Party Transactions for IC Covered Institutions in the Philippines.

1.1 Objectives of the Policy

This Policy is established to govern all RPTs to be entered into by EIH Group in accordance with the provisions of Chapter 10, Part E of the MMLR.

The primary objectives of this Policy are as follows:

- To provide guidance to all BUs on the requirements and procedures to be adhered to before they enter into any RPTs; and
- To establish key roles and responsibilities which relevant stakeholders within EIH Group must undertake for the proper management and monitoring of such RPTs.

This Policy is not intended to be exhaustive or a substitute for common sense. Sound judgment is to be exercised in the course of the assessment.

This Policy is owned by EIH Group CLS, and shall be reviewed on a yearly basis, in tandem with the Maybank Group RPT Policy or as and when necessary to meet operational and/or legal/regulatory requirements.

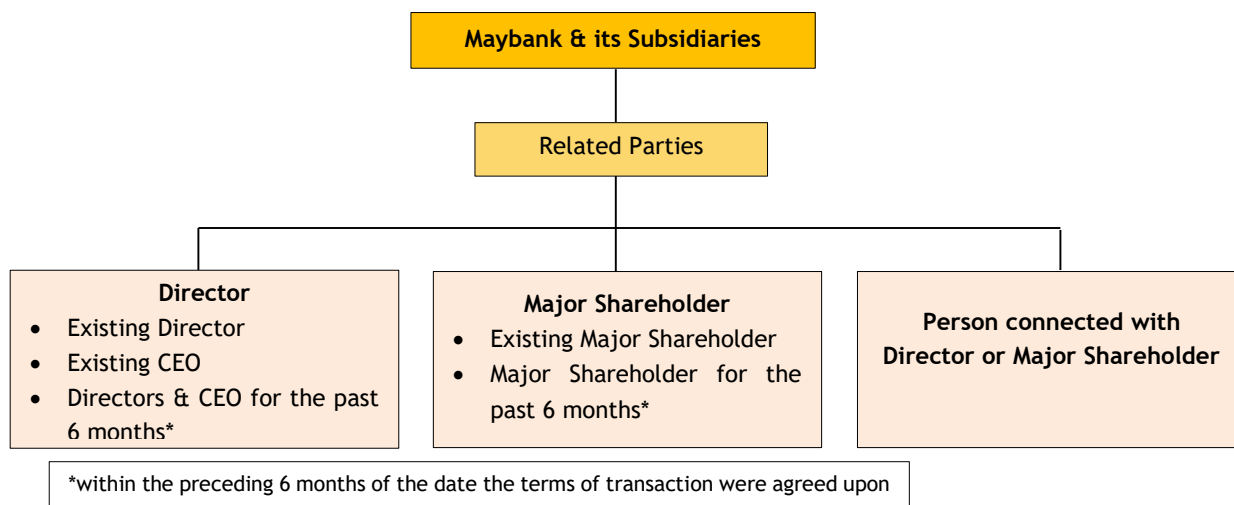
2.0 SCOPE OF THE POLICY

The scope of this Policy encompasses all RPTs to be entered into by EIH Group.

All BUs are to adhere to and comply with the requirements/ guidelines set under this Policy at all times.

2.1 Related Party

- 2.1.1 A Related Party is a Director or Major Shareholder of Maybank or its Subsidiaries or Persons Connected to such Director or Major Shareholder. An illustration is provided below:



For ease of reference, a list of Related Parties is attached to this Policy as [Appendix 1](#) (“the RP List”).

2.1.2 The RP List is not exhaustive, and is subject to review to be conducted by GCLS on an annual basis or as and when required based on the information that is available/made available to GCLS (as provided and/or consolidated by EIH Group CLS in respect of EIH Group), which includes:

- a) Declarations made by Directors and Major Shareholders of Maybank Group; and
- b) Company or Directorship searches with company registries, annual reports or other information that are publicly available.

A copy of the Directors and Major Shareholders’ declaration form is attached to this Policy as [Appendix 2](#).

2.1.3 All BUs are required to provide GCLS (as provided and/or consolidated by EIH Group CLS in respect of EIH Group) updated information on Related Parties or any changes thereto as soon as they are aware of such information or when such information is made available to them.

2.2 Related Party Transaction

2.2.1 RPT (including RRPTs) is a transaction entered into by Maybank or its Subsidiaries which involves the interest⁵, direct or indirect, of a Related Party.

⁵ Pursuant to the FAQ 10.5 to the MMLR, interest includes directorships, shareholdings (direct or deemed), commissions or such other benefits received or derived from the transaction.

2.2.2 RRPTs are recurrent RPTs entered into by Maybank or its Subsidiaries which involve the interest, direct or indirect, of a Related Party:

- a) which has been made or will be made by Maybank or its Subsidiaries at least once in three (3) years in the course of its business;
- b) is of a revenue/trading nature and contributes directly or indirectly to the generation of Maybank or its Subsidiaries' revenue; and
- c) is necessary for the day-to-day operations of Maybank or its Subsidiaries.

2.2.3 "Transaction" includes the following:

- a) the acquisition, disposal or leasing of assets;
- b) the establishment of joint ventures;
- c) the provision of financial assistance;
- d) the provision or receipt of services; or
- e) any business transaction or arrangement entered into;

by Maybank or its Subsidiaries.

2.2.4 However, the transactions described above are **excluded** from this Policy if such transactions are:

- a) entered into between Maybank and its wholly-owned Subsidiary;
- b) entered into between any of Maybank's wholly-owned Subsidiary and another wholly-owned Subsidiary;
- c) governed by the CP Policy or Etiqa SOP Manual⁶ and equivalent regulatory requirements applicable to foreign subsidiaries, **particularly the provisions of IC-CL No. 2017-29 or the Guidelines on Related Party Transactions for IC Covered Institutions in the Philippines;** or
- d) as set out in paragraph 10.08(11) of Chapter 10 of the MMLR and paragraphs 3.2, 3.3 and 3.4 of the Practice Note on RRPT issued by Bursa,

hereinafter collectively referred to as "Excluded RPT".

⁶ In relation to Etiqa SOP Manual, Insurance & Takaful businesses conducted outside the ordinary course of business are also governed under this Policy.

3.0 OBLIGATIONS OF BUs OF EIH GROUP

- 3.1 The following are the steps to be undertaken by all BUs of EIH Group if a transaction falls within the scope of this Policy:

Step 1 **Identification of Counter-Party**

Prior to entering into a transaction, BUs are required to refer to the RP List to determine whether they are transacting or entering into any arrangement with a Related Party or whether the transaction will involve the interest of a Related Party. Where the counter-party is not a Related Party or the transaction does not involve the interest of a Related Party, BUs may proceed further without reference to this Policy.

Step 2 **Transaction or arrangement with a Related Party**

If BUs are transacting or entering into any arrangement with a Related Party or if the transaction involves the interest of a Related Party, they are required to refer the proposed transaction or arrangement to EIH Group CLS and GCLS (where relevant) for further review and advice. All referrals of proposed transactions or arrangement to EIH Group CLS and GCLS should include the material terms of the transactions or arrangement^ proposed to be entered into with the Related Party.

[Note:

^ “material terms of the transactions or arrangement” has not been defined in this Policy. Nonetheless, for purposes of guidance, such material terms of the transactions or arrangement shall include but not limited to those illustrated at paragraph 5.1 of this Policy.]

Step 3 **Review of Proposed Transactions or Arrangement**

Upon referral of the proposed transaction or arrangement to GCLS (with assistance from EIH Group CLS, if required), the latter will conduct a review, details of which are set out in paragraph 4 of this Policy.

Step 4 **Submission of papers for Review and Approval**

Pursuant to GCLS’ advice, BUs shall prepare and submit papers on the proposed transaction or arrangement to be entered into with a Related

Party for tabling to Subsidiary ACB (if there is one) and Board, and Maybank ACB (if relevant)* for review, and thereafter to the Maybank Board (if relevant)* for its information or approval, as the case may be.

Matters to be included in the papers to be submitted to the ACB and Board of EIH Group and Maybank Board are summarized in [Appendix 3](#) of this Policy.

[Note:

* For the avoidance of doubt, please refer to Appendix 4 (Flowchart on RPT Process and Procedures) of this Policy for illustration on situation where tabling is required to made to Maybank ACB and/or Maybank Board.

Step 5 **ACB and Board Meetings**

BUs shall be present at the relevant ACB and Board meeting to present and provide further information on the RPT.

Step 6 **Post meeting**

If an announcement is required:

- a) BUs shall assist with the preparation of a draft announcement for GCLS' review.
- b) BUs shall also ensure the execution of the transaction is undertaken simultaneously with or no earlier than the finalization and approval of the announcement so that the announcement can be made immediately upon the execution of the agreement.

If Maybank shareholders' approval is required, BUs shall work together with GCLS (including appointed advisors, if necessary) for the preparation of circulars to be issued to the Maybank shareholders prior to the convening of a general meeting of Maybank.

BUs shall also monitor the development of the transaction and ensure relevant announcement is made in the event that there are any changes or updates in relation to the transaction.



The procedures and processes to be observed by BUs are illustrated in a flowchart as set out in [Appendix 4](#) of this Policy.

The governance process to be observed by Maybank & its Subsidiaries are set out in [Appendix 5](#) of this Policy.

4.0 Review by EIH GROUP CLS and GCLS

4.1 Once a proposed transaction or arrangement has been referred to EIH Group CLS and GCLS (where relevant) pursuant to paragraph 3 above, EIH Group CLS and GCLS shall undertake the following:-

4.1.1 To consider and determine whether:-

- a) the BU is transacting or entering into an arrangement with Related Party or the transaction involves the interest of a Related Party;
- b) the transaction proposed to be entered into is an Excluded RPT; and
- c) the transaction is an RPT per Chapter 10 of the MMLR;

4.1.2 To advise BUs on the following processes and procedures which BUs need to undertake before entering into a proposed transaction with a Related Party:-

- a) referring the proposed transaction or arrangement to the relevant Subsidiary ACB (if there is one) and/or Board (and Maybank ACB, where relevant) for review and recommendation;
- b) seeking approval from the Subsidiary Board (and EIH and Maybank Board, where relevant), pursuant to the relevant aforementioned ACB's recommendation;
- c) making relevant announcement to Bursa relating to the proposed transaction, if required;
- d) seeking approval from Maybank's shareholders in respect of the proposed transaction, if required;
- e) advising BUs on the contents of the papers which they will need to present to the ACB and the Board for review and subsequent approval in respect of the proposed transaction, as well as in respect of the contents of the announcement to be made to Bursa and the circular to be issued to the shareholders, if required;
- f) advising BUs to engage external advisor in relation to the proposed transaction, if required; and
- g) convening a general meeting of Maybank to obtain the necessary shareholders' approval as required under this Policy.

5.0 OBLIGATIONS UNDER THE MMLR

- 5.1 The information to be provided to EIH Group CLS and GCLS for their review (per paragraph 4 above) includes the following:-
- Descriptions and material terms of the transaction;
 - Details of the parties to the transaction and the Related Party with their identification/ passport no (individual) or business registration no (corporate entity) and their relationships;
 - Period of the transaction, if applicable;
 - Mode of payment/ settlement or period of settlement; and
 - Estimated value of the said transaction ("**Transaction Value**").

In accordance with Chapter 10 of the MMLR, the Transaction Value under paragraph 5.1(e) above is required by GCLS to calculate the Percentage Ratio of the transaction in question. In the case where BUs during the course of negotiations, are not able to conclusively determine the Transaction Value, an estimate of the Transaction Value would suffice.

- 5.2 Thereafter GCLS (with assistance from EIH Group CLS, if required) together with the BUs, shall conduct an evaluation on the proposed transaction or arrangement, which includes:
- Determining whether the said transaction is an Excluded RPT;
 - Consulting Group Financial Reporting to compute the Percentage Ratio of the proposed transaction;
 - Considering whether the RPT Aggregation Rule would apply to determine the disclosure and approval obligations in accordance with the MMLR.

RPT

- 5.3 In relation to RPTs, the following actions shall be undertaken by Maybank if any of the Percentage Ratios for the RPT are triggered ("**Announcement Threshold**") set out below:

Percentage Ratio	Actions to be taken
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0.25% or more and value of consideration is RM500,000 or more	:	To announce the transaction or arrangement to Bursa as soon as possible after the terms of the transaction have been agreed upon and upon approval of the Board of Maybank (“ Immediate Announcement ”) ⁷ .
5% or more and value of consideration is RM500,000 or more	:	<ul style="list-style-type: none"> • Immediate Announcement; • To issue circular⁸ to its shareholders upon clearance by Bursa; • To seek its shareholders’ approval in general meeting; and • To appoint an independent adviser⁹ before the terms of the RPT are agreed upon.
25% or more and value of consideration is RM500,000 or more	:	<ul style="list-style-type: none"> • All of the above; and • To appoint a principal adviser before the terms of the transaction are agreed upon.

RRPT

5.4 If a transaction or arrangement is deemed to be a RRPT, an immediate announcement is required to be made by Maybank to Bursa if the Percentage Ratio of such RRPT is 1% or more¹⁰. In addition to the announcement obligation, Maybank’s shareholder’s approval would be required for RRPTs if any one of the Percentage Ratios is 5% or more.

5.5 Alternatively, Maybank’s shareholders’ mandate may be sought during a general meeting of Maybank, subject to the fulfilment of requirements set out under paragraph 10.09 of Chapter 10 of the MMLR (“**Mandate**”). Where a Mandate has been obtained, the requirements under paragraph 5.4 above will not apply for RRPTs which are comprised in the Mandate.

5.6 The RRPTs included in the Mandate are to be continuously managed and monitored by the relevant BUs to ensure that all RRPTs entered into:-

⁷ Please refer to the content set out in Appendices 10A and 10C of Chapter 10 of the MMLR

⁸ Please refer to the content set out in Appendices 10B and 10D.

⁹ An independent adviser who is corporate finance adviser within the meaning of the Securities Commission’s Principal Adviser Guidelines.

¹⁰ This is subject to the RPT Aggregation Rule.

- a) are within the Mandate; and
- b) the limits approved under the Mandate have not been breached and if so breached, to notify EIH Group CLS and GCLS for further advice. An immediate announcement is required to be made to Bursa if the actual value of the RRPT exceeds 10% or more of the limits approved under the Mandate.

5.7 All contemplated RRPTs which are not within the Mandate (if such mandate has been obtained), must be reviewed by the Maybank ACB and approved by the Maybank Board before the transactions are entered into. In addition, where announcement is required per paragraphs 5.4 and 5.6(b) above, GCLS shall ensure that the relevant announcement is made in accordance with the MMLR. The Maybank ACB shall be notified on a half yearly basis of all RRPTs that are entered into pursuant to the Mandate. The breakdown of the aggregate value of RRPTs conducted pursuant to the Mandate shall be disclosed in the Bank's annual report¹¹.

5.8 BUs shall coordinate with EIH Group CLS and GCLS to implement the actions set out above.

ROLES & RESPONSIBILITIES OF ACB & BOARD OF EIH GROUP

6.1 Role of the ACB (RPTC for ELGAP)

6.1.1 The role of the ACB is to assist the Board in ensuring that all RPTs entered into by EIH Group are made on arms' length basis and to consider, if deemed appropriate, to recommend the transaction to be undertaken by EIH Group in accordance with the MMLR.

6.1.2 The ACB is responsible to review and consider RPTs to be undertaken. During the review, the ACB should consider, among others whether the transaction is:

- a) in the best interest of EIH Group;
- b) fair, reasonable and on normal commercial terms; and
- c) not detrimental to the interest of the minority shareholders of Maybank Group.

6.1.3 In forming such views, the following considerations may serve as guidance:

¹¹ Paragraph 3.1.5 of Practice Note ("PN") 12 of MMLR

- a) What benefits the interested party will derive from the transaction?
- b) Is the consideration for the transaction on arm's length basis?
- c) Are the terms of the transaction fair to EIH Group?
- d) Are there any business reasons for EIH Group to enter into the transaction with the Related Party and not a third party?

6.1.4 The ACB is to ensure that EIH Group has in place adequate procedures and processes to monitor, track and identify RPTs in a timely and orderly manner, and the frequency of review of these procedures and processes¹².

6.2 Role of the Board

6.2.1 The role of the Board is to approve and/or recommend to the Maybank ACB and Board (as the case may be) all RPTs to be entered into by EIH Group after taking into account the ACB's recommendations (if there is one). The Board has the discretion to depart from the ACB's recommendations (if there is one) in deciding whether or not to approve such a transaction in the best interest of EIH Group.

6.2.2 If an announcement of the proposed RPT is required to be made pursuant to the provisions of the MMLR, it shall be escalated to GCLS and the Maybank Board shall approve the contents of the announcement prior to release.

6.2.3 If a meeting of the shareholders of Maybank is required to be convened to approve the proposed RPT, it shall be escalated to GCLS and the Maybank Board shall approve the contents of the circular to be issued to the shareholders and the notice to convene such meeting.

Conflict of interest

6.2.4 Members of the relevant ACB and/or the Board who have interest, direct or indirect ('Interested Director') in any RPT must abstain from deliberation and voting on the relevant resolution in respect of the RPT. Such interest shall be recorded in the minutes of the relevant ACB and Board meetings.

6.2.5 An Interested Director must inform the relevant ACB and/or the Board, the details of the nature and extent of his interest, including all matters in relation to the proposed RPT that he is aware or should reasonably be aware of which is not in the best interest of EIH or its Subsidiary, as the case may be.

¹² Annexure PN12-A of PN12 of MMLR

- 6.2.6 Where it involves the interest of Persons Connected with the Director, the Director must ensure that the Person Connected with him also abstains from voting on the resolution approving the transaction (if such person is also a shareholder of Maybank) at the meeting of shareholders of Maybank (if applicable).

7.0 ROLES & RESPONSIBILITIES OF RELEVANT UNITS

- 7.1 In addition to the obligations set out above, the specific roles and responsibility of the relevant units are as follows:

Role	Responsibility
GCLS	<ul style="list-style-type: none"> a) To review/update the Maybank Group RPT Policy and ensure alignment of the same with regulatory developments; b) To coordinate the implementation of the Maybank Group RPT Policy; c) To establish, maintain and monitor the RP List and Register of RPT; and d) To facilitate the reporting of RPT submitted by all Subsidiaries to the ACB and Board of Maybank on a quarterly basis.
EIH Group CLS	To provide support and/or assistance to GCLS in fulfilling its abovementioned responsibilities, particularly to coordinate the referral of proposed transactions or arrangements to GCLS by BUs for review and advice.
Subsidiary Corporate Secretarial Units	<ul style="list-style-type: none"> a) To report all RPTs tabled at their respective ACB of EIH Group (if there is one) and Board to EIH Group CLS for consolidation to GCLS for reporting to the ACB and Board of Maybank on a quarterly basis; and b) To provide EIH Group CLS with updated information on Related Parties of their respective entities for consolidation to GCLS.
Group Compliance or EIH Group Compliance Unit	To report to the respective Board on any non-compliance with the Policy and/or regulations (as the case may be).
Group Audit	To conduct review on the adequacy of the procedures set out in the Policy.

Business Units	<ul style="list-style-type: none"> a) To ensure that their obligations under the Policy are adhered to at all times, when undertaking RPTs; b) In the event Mandate has been obtained pursuant to paragraph 5.7 of this Policy, to update Maybank ACB on all RRPTs on a half-yearly basis; c) To immediately notify EIH Group CLS and GCLS in the event that the aggregated value of the RRPT reaches 90% of the estimated value of the Mandate at any point of time.
Group Financial Reporting	To provide the necessary financial information to assist the BUs and GCLS in the computation of Percentage Ratio and principles of aggregation in determining the disclosure and approval obligations under the MMLR, where necessary.
All staffs	To ensure compliance of the Policy and to report to Group Compliance on any breach or potential breach of the Policy.

HELP DESK

Queries or clarifications related to this Policy can be escalated to EIH Group CLS (mmlr.rpt@etiqa.com.my) or GCLS (rpt@maybank.com).

APPENDIX 1: List of Related Parties of Maybank Group

- (a) All Directors¹³ of Maybank and its Subsidiaries;
- (b) The chief executive¹⁴ of Maybank and its Subsidiaries (CEO);
- (c) Major Shareholder¹⁵ of Maybank and its Subsidiaries;
- (d) Persons connected to the abovementioned related parties:
 - i. A family member¹⁶ of any of the Directors or the CEO or Major Shareholder¹⁷;
 - ii. A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which any of the Directors, the CEO, Major Shareholders or a family member of the Directors or CEO or the Major Shareholder¹⁸, is the sole beneficiary;
 - iii. A partner¹⁹ of any of the Directors, the CEO, Major Shareholders;
 - iv. A person (or where the person is a body corporate, the body corporate or its directors) who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of any of the Directors, the CEO, or Major Shareholders;
 - v. A person (or where the person is a body corporate, the body corporate or its directors) in accordance with whose directions, instructions or wishes any of the Directors, the CEO, or Major Shareholders is accustomed or is under an obligation, whether formal or informal, to act;
 - vi. A body corporate in which any of the Directors, the CEO, Major Shareholders, or persons connected with them are entitled to exercise (or control the exercise of) not less than 20% of the votes attached to voting shares in the body corporate; or
 - vii. A body corporate which is a related corporation of a Major Shareholder.

Note: Kindly refer to EIH Group CLS or Group Corporate Secretarial to determine whether the counter party is a Related Party.

¹³ including any person who was a director within the preceding 6 months of the date the terms of the transaction were agreed upon.

¹⁴ including any person who was a chief executive within the preceding 6 months of the date the terms of the transaction were agreed upon.

¹⁵ including major shareholder for the past 6 months.

¹⁶ means (a) spouse, (b) parent, (c) child, including an adopted child and step-child, (d) brother or sister; and (e) spouse of the person referred to in items (c) and (d).

¹⁷ in the event the Major Shareholder is an individual.

¹⁸ in the event the Major Shareholder is an individual.

¹⁹ means (a) a person with whom any of the Directors or CEO or Major Shareholder is in or proposes to enter into partnership with pursuant to the Partnership Act 1961 or Limited Liability Partnerships Act 2012; or (b) a person with whom any of the Directors, CEO, or Major Shareholder has entered into or proposes to enter into a joint venture, whether incorporated or not.



APPENDIX 2

DECLARATION FORM ON PERSONS CONNECTED TO DIRECTOR/ CHIEF EXECUTIVE OFFICER (CEO)

Name of Director/CEO: _____

ID/Passport No. of Director/CEO: _____

PART A

LIST OF CORPORATIONS IN WHICH DIRECTOR/ CEO IS A DIRECTOR

Listed Corporations

Name & Registration No.	Position

Non-Listed Corporations/ Partnership/ Firms/ Other Legal Entities

Name & Registration No.	Position

LIST OF CORPORATIONS IN WHICH DIRECTOR/ CEO HAS SHAREHOLDING OTHER THAN VIA MAYBANK

Name & Registration No.	Shareholding (%)



PART B

LIST OF PERSONS CONNECTED TO DIRECTOR/ CEO

CATEGORIES		
(a) Family Members/ Close Relatives	Name & ID/ Passport No. of Persons Connected (PC)	Name and Registration No. of Corporations in which PC holds 10% or more shareholdings and Percentage of Shareholdings
Parents		
Spouse		
Children (Adopted & Stepchild)		
Spouse of Children (Adopted & Stepchild)		
Siblings		
Spouse of Siblings		
Dependent* of Director or his/ her Spouse * Any person who is financially dependent on the individual or his spouse for his livelihood e.g. a person who receives financial assistance on a regular basis from the individual / spouse		
(b) A trustee of a trust (other than a share scheme for employees or pension scheme) under which the director/ CEO or a family member of the director/ CEO the sole beneficiary		
(c) A partner of the director/ CEO (to include partnerships/ joint ventures of which the director/CEO is a partner/party and names of other partners/parties of		

the said partnerships/joint ventures)		
(d) A person (or a body corporate) who is accustomed or obliged (formal/ informal) to act in accordance with the directions/ instructions/ wishes of the director/ CEO)		
(e) A person (or a body corporate) in accordance with whose directions/ instructions/ wishes the director/CEO is accustomed or obliged (formal/ informal) to act		
(f) A body corporate in which the persons connected to director/ CEO controls not less than 20% voting shares in the body corporate		

I hereby declare and confirm that all the information given by me as above is true and correct.

(Signature)

Name:

Date:



APPENDIX 2

DECLARATION FORM ON PERSONS CONNECTED TO MAJOR SHAREHOLDER

Name of Major Shareholder²⁰ ("MS"): _____

ID/Passport/Registration No.: _____

PART A

LIST OF CORPORATIONS IN WHICH MS HAS SHAREHOLDING OF 10% OR MORE OTHER THAN VIA MAYBANK

Name & Registration No.	Shareholding (%) [10% or more]

PART B

LIST OF PERSONS CONNECTED ("PC") TO MS

CATEGORIES		
(a) Family Members/ Close Relatives*	Name and ID/Passport No. of Persons Connected (PC)	Name and Registration No. of Corporations in which PC holds 10% or more shareholdings and Percentage of Shareholdings
* Only applicable to MS who is an individual		
Parents		
Spouse		
Children (Adopted & Stepchild)		

²⁰ Major Shareholder and Major Shareholder for the past 6 months with 10% or more of the total number of voting shares in Maybank

Spouse of Children (Adopted & Stepchild)		
Siblings		
Spouse of Siblings		
Dependent** of Director or his/ her Spouse ** Any person who is financially dependent on the individual or his spouse for his livelihood e.g. a person who receives financial assistance on a regular basis from the individual / spouse		
(b) A trustee of a trust (other than a share scheme for employees or pension scheme) under which the MS or a family member of the MS the sole beneficiary.		
(c) A partner of the MS. (to include partnerships and joint ventures of which the MS is a partner/party and names of other partners/parties of the said partnerships/joint ventures).		
(d) A person (or a body corporate) who is accustomed or obliged (formal/ informal) to act in accordance with the directions/ instructions/ wishes of the MS.		
(e) A person (or a body corporate) in accordance with whose directions/ instructions/ wishes the MS is accustomed or obliged (formal/informal), to act.		
(f) A body corporate in which the persons connected to MS controls not less than 20% voting shares in the body corporate.		
(g) Body corporate which is a related Corporation (i.e. holding company/ subsidiaries/		



subsidiary of the holding company) of the MS.		
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I hereby declare and confirm that all the information given by me as above is true and correct.

(Signature)

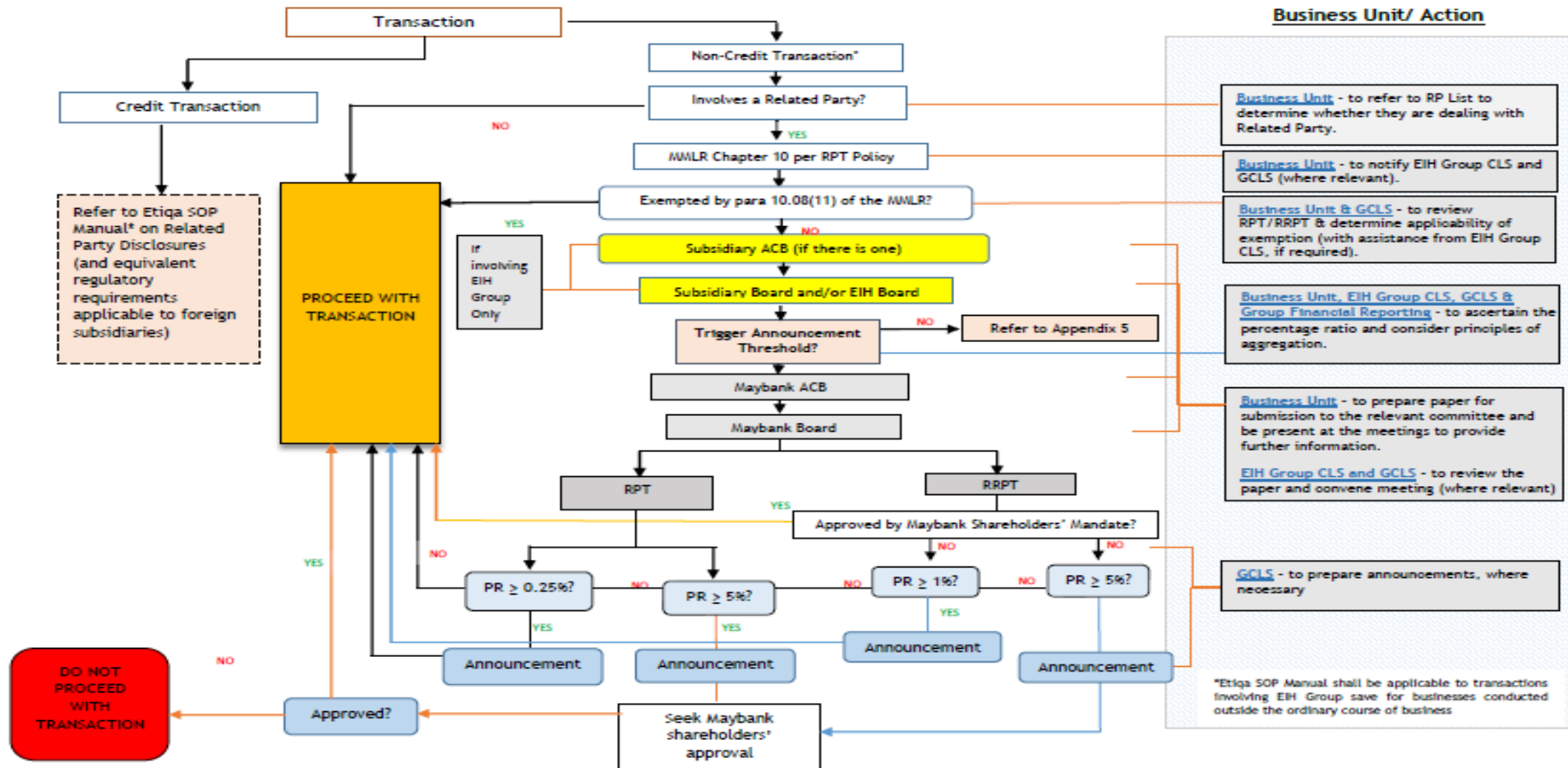
Name:

Date:

APPENDIX 3: Matters to be included in RPT paper

1. A description and material terms of the transaction.
2. Parties to the transaction including who the Related Party is and the relationship involved.
3. Whether similar transaction was entered into in the past twelve (12) months.
4. Relevant details of the transaction including value and percentage ratio.
5. The nature of the transaction including an explanation of the interests of the relevant party and if it is an RRPT, how the transaction meets the relevant criteria.
6. Whether advisers are to be appointed.
7. Whether any other approvals are required.
8. Whether any announcement to Bursa is required.
9. Rationale for the transaction and benefit to Maybank or its Subsidiaries.
10. Comparative quotes, if available, including sources, methods and procedures on which transaction prices are determined.
11. In relation to the provision or supply of goods and services, justification as to why the transaction must be undertaken with the Related Party, for example that the services provided by a Related Party cannot be obtained elsewhere.
12. In relation to tenancies, if rental rates are supported by independent valuation, the report must be annexed and a statement on what the independent valuation is should be included.
13. An explanation of how arm's length basis was maintained during negotiations and ensuring terms were on a commercial basis.
14. An explanation of why the terms are considered fair and reasonable.
15. An explanation of why the transaction is considered in the best interests of Maybank or its Subsidiaries.
16. An explanation of why the terms are not detrimental to the minority shareholders.
17. If the transaction has gone through the usual tender process, to state so and the recommendation committee/ management.
18. Recommendation.

APPENDIX 4: FLOWCHART ON RPT PROCESSES AND PROCEDURES



APPENDIX 5: GOVERNANCE PROCESS

All RPTs shall be reviewed by the ACB of Maybank and/or the Subsidiaries and approved by the Board of Maybank and/or the Subsidiaries (as the case may be), in accordance with the governance process as follows:

1. RPTs that trigger the Announcement Threshold²¹ or above RM50 Million²² Threshold

- a) All RPTs that trigger the Announcement Threshold or above RM50 Million, shall be reviewed by Maybank ACB and approved by the Maybank Board, irrespective of the parties involved.
- b) If the RPT involves EIH Group, such transaction shall also be reviewed by the Subsidiary ACB²³ (if there is one) and approved by the Subsidiary and/or EIH Board prior to Maybank ACB's review and Maybank Board's approval per item 1(a) above.

2. For RPTs that do not trigger the Announcement Threshold

- a. Involving Maybank or its Related Parties, shall be reviewed and approved in accordance with the authority limit ("AL") as follows:

Category	Limit	Approving Authority
Expenses to Maybank	RM50 Million	Per Non-Credit Discretionary Powers (NCDP) and Operational Write Off Policy ²⁴
Others	RM50 Million	Per AL assigned to respective Committee

- b. **Between and involving EIH Group only**, shall be reviewed by the Subsidiary ACB²³ (if there is one) and approved by the Subsidiary and/or EIH Board, subject to the AL of RM50 Million*.

[Note:

* Subsidiary ACB (if there is one) and Board may determine the AL for review of RPTs below the RM50 Million Threshold]

²¹ refer to paragraph 5.3 and 5.4 of the Policy

²² or its equivalent in a foreign currency

²³ or the relevant Board Committee that reviews RPT or transactions with similar effect

²⁴ as may be amended, varied or supplemented from time to time

3. All RPTs reviewed and approved under paragraph 2 above, must be reported to EIH Group CLS on a quarterly basis to be reported to the Group Corporate Secretarial (for the latter's onward reporting to Maybank ACB and Board).

Process Flow

