

# COVER SHEET

1 5 5 5 2

SEC Registration Number

P H I L I P P I N E   S A V I N G S   B A N K

(Company's Full Name)

P S B a n k   C e n t e r ,   7 7 7   P a s e o   d e   R o x a s  
c o r n e r   S e d e ñ o   S t r e e t ,   M a k a t i   C i t  
y

(Business Address: No. Street City/Town/Province)

**Perfecto Ramon Z. Dimayuga, Jr.**  
(Contact Person)

**885-8208**  
(Company Telephone Number)

1 2   3 1  
Month   Day  
(Fiscal Year)

A C G R  
(Form Type)

2013   0 4   1 9  
Month   Day  
(Annual Meeting)

\_\_\_\_\_  
(Secondary License Type, If Applicable)

**Corporate Finance Dept.**  
Dept. Requiring this Doc.

\_\_\_\_\_  
Amended Articles Number/Section

**1603**  
Total No. of Stockholders  
As of April 30, 2013

Total Amount of Borrowings  
\_\_\_\_\_  
Domestic   Foreign

To be accomplished by SEC Personnel concerned

\_\_\_\_\_  
File Number

\_\_\_\_\_ LCU

\_\_\_\_\_  
Document ID

\_\_\_\_\_ Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

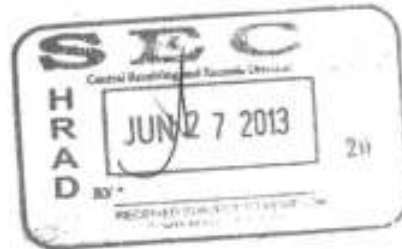


**PSBank**  
PHILIPPINE SAVINGS BANK  
Metrobank Group

27 June 2013

**ATTY. JUSTINA F. CALLANGAN**

Director  
Corporate Finance Department  
Securities and Exchange Commission (SEC)  
SEC Bldg., EDSA, Greenhills  
Mandaluyong City 1554



**Subject: Annual Corporate Governance Report (ACGR) for the Y2012**

Dear Atty. Callangan:

In compliance with SEC Memorandum Circular Nos. 5 and 9 Series of 2013, we submit to you herewith three (3) complete sets of our duly accomplished report on subject ACGR.

We hope that you will find everything in order.


Thank you very much.

Very truly yours,

  
**GILBERT L. NUNAG**  
VP & Acting Chief Compliance Officer

SECURITIES AND EXCHANGE COMMISSION  
SEC FORM – ACGR  
ANNUAL CORPORATE GOVERNANCE REPORT



1. Report is Filed for the Year 2012
2. Exact Name of Registrant as Specified in its Charter Philippine Savings Bank
3. Address of Principal Office PSBank Center 777 Paseo de Roxas corner Sedeno Street, Makati City  
Postal Code 1226
4. SEC Identification Number 15552
5. (SEC Use Only)   
Industry Classification Code
6. BIR Tax Identification Number 000-663-983-000
7. Issuer's Telephone number, including area code (632) 885-8208
8. Former name or former address, if changed from the last report Not Applicable – Not Changed

## TABLE OF CONTENTS

<b>A. BOARD MATTERS.....</b>	<b>5</b>
1) BOARD OF DIRECTORS	
(a) Composition of the Board.....	5
(b) Corporate Governance Policy/ies.....	5
(c) Review and Approval of Vision and Vision.....	5
(d) Directorship in Other Companies.....	5
(e) Shareholding in the Company.....	6
2) CHAIRMAN AND CEO.....	6
3) PLAN FOR SUCCESSION OF CEO/MANAGING DIRECTOR/PRESIDENT AND TOP KEY POSITIONS..	7
4) OTHER EXECUTIVE, NON-EXECUTIVE AND INDEPENDENT DIRECTORS.....	7
5) CHANGES IN THE BOARD OF DIRECTORS.....	7
6) ORIENTATION AND EDUCATION PROGRAM.....	8
<b>B. CODE OF BUSINESS CONDUCT &amp; ETHICS.....</b>	<b>9</b>
1) POLICIES.....	9
2) DISSEMINATION OF CODE.....	9
3) COMPLIANCE WITH CODE.....	9
4) RELATED PARTY TRANSACTIONS.....	9
(a) Policies and Procedures.....	9
(b) Conflict of Interest.....	10
5) FAMILY, COMMERCIAL AND CONTRACTUAL RELATIONS.....	10
6) ALTERNATIVE DISPUTE RESOLUTION.....	11
<b>C. BOARD MEETINGS &amp; ATTENDANCE.....</b>	<b>11</b>
1) SCHEDULE OF MEETINGS.....	11
2) DETAILS OF ATTENDANCE OF DIRECTORS.....	11
3) SEPARATE MEETING OF NON-EXECUTIVE DIRECTORS.....	11
4) QUORUM REQUIREMENT .....	11
5) ACCESS TO INFORMATION.....	11
6) EXTERNAL ADVICE.....	12
7) CHANGES IN EXISTING POLICIES.....	12
<b>D. REMUNERATION MATTERS.....</b>	<b>12</b>
1) REMUNERATION PROCESS.....	12
2) REMUNERATION POLICY AND STRUCTURE FOR DIRECTORS.....	13
3) AGGREGATE REMUNERATION .....	13
4) STOCK RIGHTS, OPTIONS AND WARRANTS.....	14
5) REMUNERATION OF MANAGEMENT.....	15
<b>E. BOARD COMMITTEES.....</b>	<b>15</b>
1) NUMBER OF MEMBERS, FUNCTIONS AND RESPONSIBILITIES.....	15
2) COMMITTEE MEMBERS.....	15
3) CHANGES IN COMMITTEE MEMBERS.....	17
4) WORK DONE AND ISSUES ADDRESSED.....	17
5) COMMITTEE PROGRAM.....	17
<b>F. RISK MANAGEMENT SYSTEM.....</b>	<b>17</b>
1) STATEMENT ON EFFECTIVENESS OF RISK MANAGEMENT SYSTEM.....	17
2) RISK POLICY.....	17
3) CONTROL SYSTEM.....	18
<b>G. INTERNAL AUDIT AND CONTROL.....</b>	<b>19</b>

1) STATEMENT ON EFFECTIVENESS OF INTERNAL CONTROL SYSTEM.....	19
2) INTERNAL AUDIT	
(a) Role, Scope and Internal Audit Function.....	19
(b) Appointment/Removal of Internal Auditor.....	19
(c) Reporting Relationship with the Audit Committee.....	19
(d) Resignation, Re-assignment and Reasons.....	19
(e) Progress against Plans, Issues, Findings and Examination Trends.....	20
(f) Audit Control Policies and Procedures.....	20
(g) Mechanisms and Safeguards.....	20
<b>H. ROLE OF STAKEHOLDERS.....</b>	<b>21</b>
<b>I. DISCLOSURE AND TRANSPARENCY.....</b>	<b>21</b>
<b>J. RIGHTS OF STOCKHOLDERS.....</b>	<b>23</b>
1) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS.....	23
2) TREATMENT OF MINORITY STOCKHOLDERS.....	26
<b>K. INVESTORS RELATIONS PROGRAM.....</b>	<b>26</b>
<b>L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES.....</b>	<b>27</b>
<b>M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL.....</b>	<b>27</b>
<b>N. INTERNAL BREACHES AND SANCTIONS.....</b>	<b>27</b>

**A. BOARD MATTERS**

1) Board of Directors

Number of Directors per Articles of Incorporation	Nine (9) directors
---	--------------------

Actual number of Directors for the year	Nine (9) directors
---	--------------------

(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name (as of 19 Apr 2013)	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual/Special Meeting)	No. of years served as director
Jose T. Pardo	ID	Minority	Yolanda L. dela Paz (no relation)	2003	19 April 2013, ID for 5 years	Annual SH Meeting	10 years
Arthur V. Ty	NED	Metrobank (majority owner)	Anjanette Ty Dy Buncio	2001	19 April 2013	Annual SH Meeting	12 years
Vicente R. Cuna, Jr.	ED	Metrobank (majority owner)	Arthur V. Ty	2013	19 April 2013	Annual SH Meeting	1 month
Samson C. Lim	ID	Minority	Gilda Brigida C. Alunan (no relation)	2008	19 April 2013, ID for 5 years	Annual SH Meeting	5 years
Benedicto Jose R. Arcinas	ID	Minority	Dulce D. Arcebal (no relation)	2012	19 April 2013, ID for 1 year	Annual SH Meeting	1 year
Margaret Ty Cham	ED	Metrobank (majority owner)	Arthur V. Ty	2004	19 April 2013	Annual SH Meeting	9 years
Maria Theresa G. Barretto	NED	Minority	Danilo L. Dolor	2006	19 April 2013	Annual SH Meeting	7 years
Joaquin Aliggy	NED	Metrobank (majority owner)	Arthur V. Ty	2009	19 April 2013	Annual SH Meeting	4 years
Jeanne Frances T. Chua	NED	Metrobank (majority owner)	Arthur V. Ty	2013	19 April 2013	Annual SH Meeting	1 month

<sup>1</sup> Reckoned from the election immediately following January 2, 2012.

Director's Name (as of 31 Dec 2012)	Type [Executive (ED), Non- Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elect ed	Date last elected (if ID, state the number of years served as ID) <sup>2</sup>	Elected when (Annual /Special Meetin g)	No. of years served as directo r
Jose T. Pardo	ID	Minority	Yolanda L. dele Paz (no relation)	2003	27 April 2012, ID for 5 years	Annual SH Meeting	9 years
Arthur V. Ty	NED	Metrobank (majority owner)	Anjanette Ty Dy Buncio	2001	27 April 2012	Annual SH Meeting	11 years
Pascual M. Garcia III	ED	Metrobank (majority owner)	Arthur V. Ty	2001	27 April 2012	Annual SH Meeting	11 years
Samson C. Lim	ID	Minority	Gilda Brigida C. Alunan (no relation)	2008	27 April 2012, ID for 4 years	Annual SH Meeting	4 years
Benedicto Jose R. Arcinas	ID	Minority	Dulce D. Arcebal (no relation)	2012	27 April 2012, ID for less than a year	Annual SH Meeting	less than a year
David T. Go	NED	Metrobank (majority owner)	Arthur V. Ty	2011	27 April 2012	Annual SH Meeting	1 year
Margaret Ty Cham	ED	Metrobank (majority owner)	Arthur V. Ty	2004	27 April 2012	Annual SH Meeting	8 years
Maria Theresa G. Barretto	NED	Minority	Danilo L. Dolor	2006	27 April 2012	Annual SH Meeting	6 years
Joaquin Aligguy	NED	Metrobank (majority owner)	Arthur V. Ty	2009	27 April 2012	Annual SH Meeting	3 years

(b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

- At PSBank, we have a strong commitment to excellence in corporate governance. We continually strive for high standards and pursue new approaches that ensure greater transparency and integrity in what we do.

*Our governance culture*

We see our compliance with applicable laws, rules and regulations as a minimum requirement. Going beyond such minimum is the true essence of good corporate governance. We always aim to continually build up the trust and confidence of our stakeholders by running our business in a prudent and sound manner, being fair and transparent in all our dealings, providing reliable and better service in response to the ever-growing expectations of our customers, and working with integrity and accountability.

*Transparency and open communication*

We abide by the disclosure policies of the Philippine Stock Exchange (PSE), the Securities and Exchange Commission (SEC), and the Bangko Sentral ng Pilipinas (BSP).

<sup>2</sup> Reckoned from the election immediately following January 2, 2012.

We comply with these regulators' requirements by submitting timely, complete and accurate reports. We also ensure that we are transparent to our shareholders by posting the latest public disclosures on the Investor Relations section of our website and in press releases. These include PSBank's disclosures on financial performance updates, new products and services, dividend declarations, and other corporate developments. We also use feedback from our stakeholders to develop better policies, products and services.

The Finance Group, in coordination with other key departments, accommodates requests for information pertaining to the management of the Bank, stockholders rights or any other bank-related issues. *(For more details, please refer to the Corporate Governance section of the PSBank 2012 Annual Report, which has been provided separately.)*

(c) How often does the Board review and approve the vision and mission?

- Currently, there is no set frequency in the Board's review and approval of the Bank's vision and mission. For so many years already, the Bank's vision and mission remain the same being still relevant and a work-in-progress despite so many achievements and current standing in the Thrift Banking industry, to wit:

Vision:

To be the country's consumer and retail bank of choice.

Mission:

As an INSTITUTION: To conform to the highest standards of integrity, professionalism and teamwork.

For our CLIENTS: To provide superior products and reliable, top quality services responsive to their banking needs.

For our EMPLOYEES: To place a premium on their growth, and

nurture an environment of teamwork where outstanding performance is recognized.

For our SHAREHOLDERS: To enhance the value of their investments.

Core Values:

In realizing our mission and vision, we will be:

PROACTIVE in serving our customers.

PERFORMANCE-driven and recognized, reinforced, and rewarded accordingly.

PROFESSIONAL to the highest standards and in all respects.

PEOPLE-ORIENTED in our dealings with our internal and external customers alike.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group<sup>3</sup>

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Arthur V. Ty	Metropolitan Bank and Trust Company First Metro Investment Corporation	Chairman, Non-Executive Vice Chairman, Non-Executive
Margaret Ty Cham	Orix Metro Leasing Corporation	Director, Non-Executive
David T. Go <i>(succeeded by Jeanne Frances T. Chua on Apr. 19, 2013)</i>	Toyota Motor Philippines Corp.	Director, Executive
Pascual M. Garcia III <i>(succeeded by Vicente R. Cuna Jr. on Apr. 19, 2013 as Bank President)</i>	Toyota Financial Services (Phils) Inc. Sumisho Motor Finance Corp.	Director, Non-Executive Director, Non-Executive

<sup>3</sup> The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.



(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Jose T. Pardo	JG Summit Holdings Inc.	Independent Director
Arthur V. Ty	Metropolitan Bank and Trust Company (MBTC)	Non-executive/Chairman

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
Arthur V. Ty, PSBank Vice Chairman	Metropolitan Bank and Trust Company (MBTC)	MBTC Chairman

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

	Guidelines	Maximum Number of Directorships in other companies
<b>Executive Director</b>	(Please see below)	(Please see below)
<b>Non-Executive Director</b>		
<b>CEO</b>		

- Under Sec. 2.2.2.1.4. of the Bank's CG Manual, the Nomination Committee shall consider the following guidelines in the determination of the number of directorships for the Board:
- Nature of the business strategies of PSBank which he is a director;
  - Age of the director;
  - Number of directorships/active memberships and officerships in other corporations or organizations; and
  - Possible conflict of interest.

The optimum number shall be related to the capacity of a director to perform his duties diligently in general.

Also under 2.2.2.1.4., the President/Chief Executive Officer and other senior officers shall submit themselves to a low indicative limit on membership in other corporate Boards. The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised.

Bank, however, does not have any director holding board seats in other publicly-listed companies more than said limit.

- \* *Current BSP rules and regulations (including the recent BSP Circular No. 749 re: Guidelines in Strengthening CG in BSP-supervised FIs), however, do not prescribe any limit nor guidelines but require that directors (executive or non-executive) should give sufficient time and attention to the affairs of the*

*Bank. The position of President/CEO, however, requires full-time work and cannot be held concurrently in other companies in accordance with BSP's rules on Interlocking Officership.]*

(e) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Jose T. Pardo, Chairman	1,852	n/a	0.000771%
Arthur V. Ty, Vice Chairman	117	n/a	0.000049%
Pascual M. Garcia III	100	n/a	0.000042%
Samson C. Lim, Director	100	n/a	0.000042%
Benedicto Jose R. Arcinas, Director	100	n/a	0.000042%
David T. Go	100	n/a	0.000042%
Margaret Ty Cham, Director	100	n/a	0.000042%
Maria Theresa G. Barretto, Director	3,557	n/a	0.001481%
Joaquin Aligguy, Director	400	n/a	0.000166%
<b>TOTAL</b>	<b>6,426</b>	<b>n/a</b>	<b>0.002675%</b>

2) Chairman and CEO

(a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes  No

Identify the Chair and CEO:

Chairman of the Board	Jose T. Pardo
CEO/President (as of Dec 2012)	Pascual M. Garcia III
CEO/President (as of Apr 2013)	Vicente R. Cuna, Jr.

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role / Accountabilities / Deliverables	<p>Under Sec. 8.01 of the Bank's By-Laws, the Chairman of the Board shall have the following duties and responsibilities:</p> <ul style="list-style-type: none"> <li>- To preside at all meetings of the stockholders and of the Board of Directors</li> <li>- To submit an annual report of operations of the Bank to the stockholders at the annual meeting</li> <li>- To exercise such general supervision as may be necessary to determine whether</li> </ul>	<p>Under Sec. 8.03 of the Bank's By-Laws, the President shall be the Chief Executive Officer of the Bank. He shall have the primary responsibility of carrying out the policies and implementing the objectives approved by the Board. His powers and duties also include but are not limited to the following:</p> <ul style="list-style-type: none"> <li>• To exercise direct and active management on the business</li> </ul>

	<p>the resolutions and orders of the Board of Directors and of any authorized committees have been carried out by the management</p> <p>- To exercise such powers and perform such duties as the Board of Directors may fix or delegate</p>	<p>and operations of the Bank</p> <ul style="list-style-type: none"> <li>• To exercise direct superintendence and direction over the other officers and employees of the Bank and to see to it that their respective duties are properly performed</li> <li>• To recommend to the Board the appointment or removal of any of the management officers, the fixing of their salaries and compensation, to prescribe their functions, responsibilities and duties and to require guarantee or bonds to secure the faithful discharge of certain officers, employees or agents of their official duties</li> <li>• To sign and execute on behalf of the Bank, when so authorized by the Board, either singly or jointly with any other officer by the Board, all contracts and agreements which it may enter under the statutes of the Philippines</li> <li>• To represent the Bank in all judicial and administrative proceedings affecting the business</li> <li>• To sign with the Secretary all the certificates of stock of the Bank</li> <li>• To carry out all the resolutions and orders of the Board and of any authorized committees</li> <li>• To submit to the Board such documents as the latter may require, and prepare such documents as may be required from time to time by law or government regulations with respect to domestic corporations in general and banks in particular</li> <li>• To perform such other duties as may be prescribed by the Board or which may properly pertain to its office and which in his judgment will serve the best interest of the Bank in conformity with the provision of statutory law and of these by-laws.</li> </ul>
--	---	--

- 3) Explain how the board of directors plan for the succession of the CEO/Managing Director/President and the top key management positions?
- Succession planning for members of the Board including the President is handled by the Bank's Nominations Committee.

➤ Succession for Board members/directors including the President and top key management positions is being governed by the Nominations Committee Charter which is guided by the Bank's By-Laws (Secs. 6.02-6.03) and Corporate Governance (CG) Manual (Sec. 2.2.2.1), all of which are aligned with the BSP's Manual of Regulations for Banks (MORB).

➤ For the organization, the succession planning program is carried out as follows:

- HRG and top management convene regularly to pinpoint areas of the organization in which predictable turnover, resulting from resignations/ retirements and other changes will lead to special needs for management talent.
- HRG and the Selection Team convene to review list of possible successors for key roles across the organization based on criteria below.
  1. The candidate must be a consistent high performer. As a minimum requirement, the latest 2 years performance evaluation must at least be Met Expectations (ME).
  2. He / She must have no derogatory record.
  3. Though a related experience, background and exposure are important, the Bank also gives value to the management and leadership capabilities of the candidate especially for officer positions.
- The Selection Team and/ or the group heads may coordinate with HRG for the honing and further development of the management skill of the identified successor/s
- In cases where no successor is identified internally, external recruitment will commence immediately
- The Bank also offers a referral incentive program to supplement staffing needs thru the PSBanker Gets future PSBanker (PGP) Referral program.

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

➤ Yes. The Bank's CG Manual (under Sec. 2.2.2.1) specifies the qualifications of a director, one of which is that he must be fit and proper for the position of a director of the bank. In determining whether a person is fit and proper for the position of a director, the following matters must be considered: integrity/probity, physical/mental fitness, competence, relevant education/financial literacy/training, diligence and knowledge/experience.

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

➤ Yes. Out of the Bank's total 9 directors, 8 i.e. other than the President are non-executives or not involved in the management of the Bank's day-to-day activities/operations. All these 8 non-executive directors have experience in the banking industry either as the Bank's director for some time already or as a present/past director or formerly part of senior management team in other banks.

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	<b>Executive</b>	<b>Non-Executive</b>	<b>Independent Director</b>
Role	President/CEO (1)	Directors including the Vice Chairman (5)	Independent Directors including the Chairman (3)
Accountabilities	<ul style="list-style-type: none"> <li>➤ Same accountabilities as a director</li> <li>➤ Also accountable to the Board for having</li> </ul>	> Accountable to the stakeholders in running the Bank in a prudent and sound manner;	<ul style="list-style-type: none"> <li>➤ Same accountabilities as directors</li> <li>➤ The Chairman is particularly tasked to</li> </ul>

	the primary responsibility of carrying out the policies, implementing the strategies and meeting the goals/objectives approved by the Board.	primarily responsible for approving and overseeing the implementation of strategic objectives, risk management strategy, corporate governance and corporate values; and monitoring the performance of senior management which manages the day-to-day affairs of the Bank	provide active leadership by ensuring that the Board and its different committees function effectively, including maintaining a relationship of trust among Board members and that the Board follows a sound decision-making process.
Deliverables	<ul style="list-style-type: none"> <li>➤ Same regular duties &amp; responsibilities of Directors.</li> <li>➤ As the Bank's Chief Executive Officer, he is expected to exercise direct and active management on the day-to-day business and operations of the Bank, conducting the same according to the orders, resolutions and instructions of the Board of Directors and of any authorized committee, and according to his own discretion whenever the same is not expressly limited by such orders, resolutions and instructions.</li> </ul>	<p>&gt; Tasked to do the regular duties &amp; responsibilities of Directors as follows: to observe the fit and proper rule; expected to conduct fair business dealings, avoid conflict of interest and observe confidentiality; act honestly, judiciously and in good faith, and uphold the best interests of the Bank and its stakeholders; devote time and attention to their duties and responsibilities and contribute to the Board's decision-making process; and exercise independent judgment and have a working knowledge of laws, rules and regulations applicable to the Bank.</p>	<ul style="list-style-type: none"> <li>➤ Same regular duties &amp; responsibilities of Directors.</li> <li>➤ In addition as <i>Independent</i> Directors, they provide objective judgment, render unbiased decisions in the Board especially on matters posing potential conflicts of interest and strengthen check-and-balance in ensuring integrity, disclosure and transparency.</li> </ul>

Provide the company's definition of "independence" and describe the company's compliance to the definition.

- The Bank's definition of "independence" with respect to Independent Directors adopts that set by the BSP under its Circular No. 749 re: Guidelines in Strengthening CG in BSP-supervised FIs, as follows:
  - 1) Is not or have not been an officer or employee of the Bank, its subsidiaries or affiliates or related interests during the past three (3) years counted from the date of my election;
  - 2) Is not a director or officer of the related companies of the Bank's majority stockholder;
  - 3) Is not a stockholder with shares of stock sufficient to elect one seat in the Board of Directors of the Bank, or any of its related companies or of its majority corporate shareholders;
  - 4) Is not a relative, legitimate or common-law of any director, officer or majority shareholder of the Bank or any of its related companies. For this purpose, relatives refer to the spouse, parent, child, brother, sister, parent-in-law, son-/daughter-in-law and brother-/sister-in-law;
  - 5) Is not acting as a nominee or representative of any director or substantial shareholder of the Bank, any of its related companies or any of its substantial shareholders; and

- 6) Is not retained as professional adviser, consultant, agent or counsel of the Bank, any of its related companies or any of its substantial shareholders, either in his personal capacity or through his firm; is independent of management and free from any business or other relationship, have not engaged and do not engage in any transaction with the Bank or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and could not materially interfere with or influence the exercise of his judgment.

All 3 Independent Directors of the Bank are compliant with this definition as determined by the Bank's Nominations Committee and as certified by the Independent Directors themselves.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

- The Bank's term limit for its Independent Directors follows the "5-2-5" rule set by BSP Circular No. 749 which is also consistent with SEC Memorandum Circular No. 9 dated 5 December 2011 which took effect 2 January 2012. As such, any of the Bank's Independent Director, after having served 5 years as such and 2 years "cooling-off" period (reckoned from January 2012), may serve a final 5 more consecutive years as such. After serving said maximum 2 terms, he/she is banned from being elected as an Independent Director albeit may still be elected as a regular/non-independent director.

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Amelia B. Cabal (replaced by Benedicto Jose R. Arcinas)	Director	27 April 2012	Term expired; not re-elected
David T. Go (replaced by Jeanne Frances T. Chua)	Director	19 April 2013	Term expired, not re-elected
Pascual M. Garcia III (replaced by Vicente R. Cuna Jr.)	Director / President	19 April 2013	Term expired, not re-elected

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
<b>a. Selection/Appointment</b>		
(i) Executive Directors	<ul style="list-style-type: none"> <li>➤ Selection/appointment of directors is determined and handled by the Bank's Nominations Committee.</li> <li>➤ Once determined, the Bank's Nominations Committee convenes to review and evaluate all nominees to the Board.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Guidelines set forth in the Bank's Nominations Committee's Charter</li> <li>➤ Qualifications (including the required criteria of independence for Independent Directors) and Grounds for Disqualifications of</li> </ul>
(ii) Non-Executive Directors		
(iii) Independent Directors		

	<ul style="list-style-type: none"> <li>➤ Election of nominated directors is held during the Bank's Annual Stockholders' Meeting.</li> <li>➤ Elected/re-elected directors are then submitted to the BSP, together with other documentary requirements, for the Monetary Board's confirmation of their directorship.</li> </ul>	<p>Directors as set forth by the BSP in the Manual of Regulations for Banks (MORB)</p> <ul style="list-style-type: none"> <li>➤ Basic Considerations: integrity/probity, physical/mental fitness, competence, relevant education/financial literacy/training, diligence and knowledge/experience.</li> </ul>
<b>b. Re-appointment</b>		
(i) Executive Directors	Same process as above	Same criteria as above
(ii) Non-Executive Directors		
(iii) Independent Directors		
<b>c. Permanent Disqualification</b>		
(i) Executive Directors	<ul style="list-style-type: none"> <li>➤ The Board of Directors and management of the Bank are responsible for determining the existence of the ground for disqualification of the director and for reporting the same to the BSP. While the Bank may conduct its own investigation and impose appropriate sanction/s as are allowable, this shall be without prejudice to the authority of the Monetary Board to disqualify a director from being elected as director in any FI under the supervision of the BSP. Grounds for disqualification made known to the Bank, shall be reported to the appropriate department of the BSP-SES within seventy-two (72) hours from knowledge thereof.</li> <li>➤ On the basis of knowledge and evidence on the existence of any of the grounds for disqualification, the director concerned shall be notified in writing either by personal service or through registered mail with registry return receipt card at his/her last known address by the appropriate department of the BSP-SES</li> </ul>	<p>Following the same criteria set forth by the BSP for <i>Permanent Disqualification of directors</i>, as follows:</p> <ol style="list-style-type: none"> <li>1. Persons who have been convicted by final judgment of a court for offenses involving dishonesty or breach of trust;</li> <li>2. Persons who have been convicted by final judgment of a court sentencing them to serve a maximum term of imprisonment of more than six (6) years;</li> <li>3. Persons who have been convicted by final judgment of the court for violation of banking laws, rules and regulations;</li> <li>4. Persons who have been judicially declared insolvent, spendthrift or incapacitated to contract;</li> <li>5. Directors, officers or employees of closed banks who were found to be culpable for such institution's closure as determined by the Monetary Board;</li> <li>6. Directors and officers of banks found by the Monetary Board as administratively liable for violation of banking laws,</li> </ol>
(ii) Non-Executive Directors		
(iii) Independent Directors		

	<p>of the existence of the ground for his/her disqualification and shall be allowed to submit within fifteen (15) calendar days from receipt of such notice an explanation on why he/she should not be disqualified and included in the BSP's watchlisted file, together with the evidence in support of his/her position. The head of said BSP department may allow an extension on meritorious ground.</p> <ul style="list-style-type: none"> <li>➤ Upon receipt of the reply explanation of the director concerned, the appropriate department of the BSP-SES shall proceed to evaluate the case. The director concerned shall be afforded the opportunity to defend/clear himself/herself.</li> <li>➤ If no reply has been received from the director concerned upon the expiration of the period prescribed above, said failure to reply shall be deemed a waiver and the appropriate department of the BSP-SES shall proceed to evaluate the case based on available records/evidence.</li> <li>➤ If the ground for disqualification is delinquency in the payment of obligation, the concerned director shall be given a period of thirty (30) calendar days within which to settle said obligation or, restore it to its current status or, to explain why he/she should not be disqualified and included in the watchlisted file, before the evaluation on his disqualification and watchlisting is elevated to the Monetary Board.</li> <li>➤ For directors of closed banks, the concerned department of the BSP-SES shall make appropriate</li> </ul>	<p>rules and regulations where a penalty of removal from office is imposed, and which finding of the Monetary Board has become final and executory; or</p> <p>7. Directors and officers of banks or any person found by the Monetary Board to be unfit for the position of directors or officers because they were found administratively liable by another government agency for violation of banking laws, rules and regulations or any offense/violation involving dishonesty or breach of trust, and which finding of said government agency has become final and executory.</p>
--	--	--



	<p>recommendation to the Monetary Board clearing said directors when there is no pending case/complaint or evidence against them. When there is evidence that a director has committed irregularity, the appropriate department of the SES shall make recommendation to the Monetary Board that his/her case be referred to the Office of Special Investigation (OSI) for further investigation and that he/she be included in the masterlist of temporarily disqualified persons until the final resolution of his/her case. Directors with pending cases/complaints shall also be included in said masterlist of temporarily disqualified persons upon approval by the Monetary Board until the final resolution of their cases. If the director is cleared from involvement in any irregularity, the appropriate department of the SES shall recommend to the Monetary Board his/her delisting. On the other hand, if the director concerned is found to be responsible for the closure of the institution, the concerned department of the SES shall recommend to the Monetary Board his/her delisting from the masterlist of temporarily disqualified persons and his/ her inclusion in the masterlist of permanently disqualified persons.</p> <p>➤ If the disqualification is based on dismissal from employment for cause, the appropriate department of the SES shall, as much as practicable, endeavor to establish the specific acts or omissions constituting the offense or the ultimate facts which resulted in the</p>	
--	---	--

	<p>dismissal to be able to determine if the disqualification of the Director concerned is warranted or not. The evaluation of the case shall be made for the purpose of determining if disqualification would be appropriate and not for the purpose of passing judgment on the findings and decision of the entity concerned. The appropriate department of the SES may decide to recommend to the Monetary Board a penalty lower than disqualification (e.g., reprimand, suspension, etc.) if, in its judgment the act committed or omitted by the director/ officer concerned does not warrant disqualification.</p> <ul style="list-style-type: none"> <li>➤ All other cases of disqualification, whether permanent or temporary shall be elevated to the Monetary Board for approval and shall be subject to the same procedures above.</li> <li>➤ Persons who are elected as director in any of the BSP-supervised institutions for the first time but are subject to any of the grounds for disqualification shall be afforded the procedural due process prescribed above.</li> </ul>	
--	---	--

<b>d. Temporary Disqualification</b>		
(i) Executive Directors	Same process as above	Following the same criteria set forth by the BSP for <i>Temporary Disqualification</i> of directors, as follows: 1. Persons who refuse to fully disclose the extent of their business interest or any material information to the appropriate department of the BSP-SES when required pursuant to a provision of law or of a circular, memorandum, rule or regulation of the BSP. <i>This disqualification shall be in</i>
(ii) Non-Executive Directors		
(iii) Independent Directors		

		<p><i>effect as long as the refusal persists;</i></p> <p>2. Directors who have been absent or who have not participated for whatever reasons in more than fifty percent (50%) of all meetings, both regular and special, of the board of directors during their incumbency, and directors who failed to physically attend for whatever reasons in at least twenty-five percent (25%) of all board meetings in any year, except that when a notarized certification executed by the corporate secretary has been submitted attesting that said directors were given the agenda materials prior to the meeting and that their comments/decisions thereon were submitted for deliberation or discussion and were taken up in the actual board meeting, said directors shall be considered present in the board meeting. <i>This disqualification applies only for purposes of the immediately succeeding election;</i></p> <p>3. Persons who are delinquent in the payment of their obligations as defined in the BSP's MORB. <i>This disqualification shall be in effect as long as the delinquency persists;</i></p> <p>4. Persons who have been convicted by a court for offenses involving dishonesty or breach of trust <i>but whose conviction has not yet become final and executory;</i></p> <p>5. Directors and officers of closed banks <i>pending their clearance by the Monetary Board;</i></p> <p>6. Directors disqualified for failure to observe/discharge their duties and responsibilities</p>
--	--	--

		<p>prescribed under existing regulations. <i>This disqualification applies until the lapse of the specific period of disqualification or upon approval by the Monetary Board on recommendation by the appropriate department of the SES of such directors' election/reelection;</i></p> <p>7. Directors who failed to attend the special seminar on corporate governance for board of directors conducted or accredited by the BSP. <i>This disqualification applies until the director concerned had attended such seminar;</i></p> <p>8. Persons dismissed/terminated from employment for cause. <i>This disqualification shall be in effect until they have cleared themselves of involvement in the alleged irregularity or upon clearance, on their request, from the Monetary Board after showing good and justifiable reasons, or after the lapse of five (5) years from the time they were officially advised by the appropriate department of the BSP-SES of their disqualification;</i></p> <p>9. Those under preventive suspension;</p> <p>10. Persons with derogatory records as certified by, or on the official files of, the judiciary, NBI, Philippine National Police (PNP), quasi-judicial bodies, other government agencies, international police, monetary authorities and similar agencies or authorities of foreign countries for irregularities or violations of any law, rules and regulations that would adversely affect the integrity of the</p>
--	--	---

		<p>director/officer or the ability to effectively discharge his duties. <i>This disqualification applies until they have cleared themselves of the alleged irregularities/violations or after a lapse of five (5) years from the time the complaint, which was the basis of the derogatory record, was initiated;</i></p> <p>11. Directors and officers of banks found by the Monetary Board as administratively liable for violation of banking laws, rules and regulations where a penalty of removal from office is imposed, and <i>which finding of the Monetary Board is pending appeal before the appellate court, unless execution or enforcement thereof is restrained by the court;</i></p> <p>12. Directors and officers of banks or any person found by the Monetary Board to be unfit for the position of director or officer because they were found administratively liable by another government agency for violation of banking laws, rules and regulations or any offense/violation involving dishonesty or breach of trust, and <i>which finding of said government agency is pending appeal before the appellate court, unless execution or enforcement thereof is restrained by the court;</i> and</p> <p>13. Directors and officers of banks found by the Monetary Board as administratively liable for violation of banking laws, rules and regulations where a penalty of suspension from office or fine is imposed, regardless whether the finding of the Monetary Board is final</p>
--	--	---

		and executory or pending appeal before the appellate court, unless execution or enforcement thereof is restrained by the court. <i>The disqualification shall be in effect during the period of suspension or so long as the fine is not fully paid.</i>
<b>e. Removal</b>		
(i) Executive Directors	<ul style="list-style-type: none"> <li>➤ Upon approval by the Monetary Board, the concerned director shall be informed by the appropriate department of the BSP-SES in writing either by personal service or through registered mail with registry return receipt card, at his/her last known address of his/her disqualification from being elected as director in any FI under the supervision of BSP and/or of his/her inclusion in the masterlist of watchlisted persons so disqualified.</li> <li>➤ The Board of Directors of the Bank shall be immediately informed by the BSP of cases of disqualification approved by the Monetary Board and shall be directed to act thereon not later than the following board meeting.</li> <li>➤ Within seventy-two (72) hours thereafter, the Bank's Corporate Secretary shall report to the Governor of the BSP through the appropriate department of the SES the action taken by the Board on the director involved.</li> </ul>	BSP/Monetary Board's approval of disqualification of concerned director
(ii) Non-Executive Directors		
(iii) Independent Directors		
<b>f. Re-instatement</b>		
(i) Executive Directors	<ul style="list-style-type: none"> <li>➤ Whenever a director is cleared in the process mentioned above or, when the ground for disqualification ceases to exist, he/she would be eligible to become director of any bank, QB, trust entity or any institution under the supervision of the BSP only</li> </ul>	BSP-SES' elevation to the Monetary Board for the lifting of disqualification & delisting from the watchlisted file when the concerned director is cleared or when the ground for disqualification ceases to exist
(ii) Non-Executive Directors		
(iii) Independent Directors		

	<p>upon prior approval by the Monetary Board.</p> <p>➤ It shall be the responsibility of the appropriate department of the BSP-SES to elevate to the Monetary Board the lifting of the disqualification of the concerned director and his/her delisting from the masterlist of watchlisted persons.</p>	
<b>g. Suspension</b>		
(i) Executive Directors	<p>➤ The Monetary Board may, whenever warranted by circumstances, preventively suspend (and thus temporarily disqualify and watchlist) any director of a bank or quasi-bank pending an investigation: Provided, That should the case be not finally decided by the Bangko Sentral within a period of one hundred twenty (120) days after the date of suspension, said director shall be reinstated in his position: Provided, further, That when the delay in the disposition of the case is due to the fault, negligence or petition of the director, the period of delay shall not be counted in computing the period of suspension herein provided.</p> <p>➤ The above administrative sanctions need not be applied in the order of their severity. Whether or not there is an administrative proceeding, if the directors concerned continue with or otherwise persist in the commission of the indicated practice or violation, the Monetary Board may issue an order requiring the directors concerned to cease and desist from the indicated practice or violation, and may further order that immediate action be taken to correct the conditions resulting from such practice or violation. The cease and desist order</p>	<p>As provided under Sec. 37 of the New Central Bank Act, the Monetary Board may impose administrative sanctions (including suspension of directors) for any willful violation of its charter or by-laws, willful delay in the submission of reports or publications thereof as required by law, rules and regulations; any refusal to permit examination into the affairs of the institution; any willful making of a false or misleading statement to the Monetary Board or the appropriate supervising and examining department or its examiners; any willful failure or refusal to comply with, or violation of, any banking law or any order, instruction or regulation issued by the Monetary Board, or any order, instruction or ruling by the Governor; or any commission of irregularities, and/or conducting business in an unsafe or unsound manner as may be determined by the Monetary Board</p>
(ii) Non-Executive Directors		
(iii) Independent Directors		

	<p>shall be immediately effective upon service on the respondents.</p> <p>➤ The respondents shall be afforded an opportunity to defend their action in a hearing before the Monetary Board or any committee chaired by any Monetary Board member created for the purpose, upon request made by the respondents within five (5) days from their receipt of the order. If no such hearing is requested within said period, the order shall be final. If a hearing is conducted, all issues shall be determined on the basis of records, after which the Monetary Board may either reconsider or make final its order.</p>	
--	---	--

Voting Result of the last Annual General Meeting

Please see note below.

Name of Director (2013)	Votes Received
Jose T. Pardo	PSBank implements cumulative voting for its BOD members.
Arthur V. Ty	
Vicente R. Cuna, Jr.*	
Samson C. Lim	
Benedicto Jose R. Arcinas	
Joaquin Aligguy	
Jeanne Frances T. Chua**	
Margaret Ty Cham	
Ma. Theresa G. Barretto	

Name of Director (2012)	Votes Received
Jose T. Pardo	PSBank implements cumulative voting for its BOD members.
Arthur V. Ty	
Pascual M. Garcia III	
Samson C. Lim	
Benedicto Jose R. Arcinas	
Joaquin Aligguy	
David T. Go	
Margaret Ty Cham	
Ma. Theresa G. Barretto	

- Per section 5.05 of the PSBank Articles of Incorporation and By-Laws on voting, at any stockholders meeting, voting shall be by shares of stock and not “per capita” unless the law provides. Cumulative voting should be used in the election of members of the Board of Directors.



6) Orientation and Education Program

- (a) Disclose details of the company's orientation program for new directors, if any.
- Newly elected directors are provided copies of the Board's and of their individual general and specific duties and responsibilities of which they are required to acknowledge receipt thereof and certify that they have read, fully understood and accepted the same which notarized certifications are then submitted to the BSP within 10 banking days after their election.
- (b) State any in-house training and external courses attended by Directors and Senior Management<sup>4</sup> for the past three (3) years:

Name of Director/Officer	Date of Training	Program	Name of Training Institution
DIRECTORS:			
Jose T. Pardo (Chairman & ID)	Sep. 21, 2012	Updated Anti-Money Laundering Rules & Regulations	Anti-Money Laundering Council (AMLC) Secretariat
Arthur V. Ty (Vice Chairman)	May 6, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on Banking Operations	Anti-Money Laundering Council (AMLC) Secretariat
Pascual M. Garcia III	Jan. 21, 2011	BSP Circular 706: Updated Anti-Money Laundering Rules and Regulation	PSBank Compliance Office
	Jul. 29, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on Banking Operations	Anti-Money Laundering Council (AMLC) Secretariat
	Oct. 13, 2012	AMLA Updates: RA Nos. 10167, 10168 & Others	PSBank Chief Compliance Officer
Samson C. Lim (ID)	Jul. 29, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on Banking Operations	Anti-Money Laundering Council (AMLC) Secretariat
Benedicto Jose R. Arcinas (ID)	Dec. 3-4, 2012	Corporate Governance Orientation Program	Institute of Corporate Directors (ICD)
	Aug. 2010	Corporate Governance & Risk Management	BAP-Ateneo Graduate School of Business
Joaquin Aligguy	Sep. 21, 2012	Updated Anti-Money Laundering Rules & Regulations	Anti-Money Laundering Council (AMLC) Secretariat
	Jul. 29, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on Banking Operations	Anti-Money Laundering Council (AMLC) Secretariat
David T. Go	Jul. 29, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on Banking Operations	Anti-Money Laundering Council (AMLC) Secretariat
Margaret T. Cham	Jul. 29, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on	Anti-Money Laundering Council (AMLC) Secretariat

<sup>4</sup> Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

		Banking Operations	
Ma. Theresa G. Barretto	Jul. 29, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on Banking Operations	Anti-Money Laundering Council (AMLC) Secretariat
SENIOR MANAGEMENT (Officers with rank of SVP & up):			
EVP Jose Vicente L. Alde	Jan. 21, 2011	BSP Circular 706: Updated Anti-Money Laundering Rules and Regulation	PSBank Compliance Office
	Jul. 29, 2011	Insights on the AMLA, its Compliance Requirements and its Implications on Banking Operations	Anti-Money Laundering Council (AMLC) Secretariat
	Oct. 13, 2012	AMLA Updates: RA Nos. 10167, 10168 & Others	PSBank Chief Compliance Officer
SVP Noli S. Gomez	Jan. 21, 2011	BSP Circular 706: Updated Anti-Money Laundering Rules and Regulation	PSBank Compliance Office
	Sep. 21, 2012	Updated Anti-Money Laundering Rules & Regulations	Anti-Money Laundering Council (AMLC) Secretariat
	Oct. 13, 2012	AMLA Updates: RA Nos. 10167, 10168 & Others	PSBank Chief Compliance Officer
SVP Perfecto Ramon Z. Dimayuga (CFO)	Jan. 11, 2011 & Aug. 12, 2010	The Evolving Financial Reporting Landscape: Changes and Updates (IFRS Quarterly Executive Briefing)	SGV & Co.
	Jan. 21, 2011	BSP Circular 706: Updated Anti-Money Laundering Rules and Regulation	PSBank Compliance Office
	Oct. 13, 2012	AMLA Updates: RA Nos. 10167, 10168 & Others	PSBank Chief Compliance Officer

(c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Jose T. Pardo (Chairman & ID)	Sep. 21, 2012	Updated Anti-Money Laundering Rules & Regulations	Anti-Money Laundering Council (AMLC) Secretariat
Arthur V. Ty	(Please see Note below)		
Pascual M. Garcia III	Oct. 13, 2012	AMLA Updates: RA Nos. 10167, 10168 & Others	PSBank Chief Compliance Officer
Samson C. Lim (ID)		none	
Benedicto Jose R. Arcinas (ID)	Dec. 3-4, 2012	Corporate Governance Orientation Program	Institute of Corporate Directors (ICD)
Joaquin Aligguy	Sep. 21, 2012	Updated Anti-Money Laundering Rules & Regulations	Anti-Money Laundering Council (AMLC) Secretariat
David T. Go	(Please see Note below)		
Margaret T. Cham	(Please see Note below)		
Ma. Theresa G.	(Please see Note below)		

Barretto	
----------	--

**Note:** On top of the above formal trainings, the directors are also regularly apprised by the Bank’s Chief Compliance Officer of the relevant regulatory updates i.e. significant regulatory issuances and their impact to the Bank during the monthly Board of Directors’ and Corporate Governance Committee meetings which forms part of the directors’ continuing education program.

**B. CODE OF BUSINESS CONDUCT & ETHICS**

- 1) Discuss briefly the company’s policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	In the Bank’s Corporate Governance Manual, the Board of Directors is mandated to consistently conduct the affairs of the institution with a high degree of integrity. The Board of Directors shall lead in establishing the tone of good governance from the top and in setting corporate values, codes of conduct and other standards of appropriate behavior, for itself, senior management and other employees. The same Manual requires individual directors to conduct fair business transactions with the bank and ensure that personal interest does not bias board decisions. Directors should, whenever possible, avoid situations that would give rise to a conflict of interest. If transactions with the institution cannot be avoided. It should be done in the regular course of business and upon terms not less favorable to the institution that those offered to others. The basic principle to be observed is that a director should not use his position to make profit or to acquire benefit or advantage for himself and/or his related interest. He should avoid situations that would compromise his impartiality.	Each employee should ensure that his or her personal interests and that of his or her “affiliates” do not conflict with the duties which he or she must perform for the Bank or with the duties which the Bank performs for its clients.  Likewise, employees should not transact business, on behalf of the Bank, with organizations in which they or their affiliates are connected.	
(b) Conduct of Business and Fair Dealings	Based on the Bank’s By-Laws, Section 16.3 on Prohibition, no director or officer of the Bank shall directly or indirectly, for himself or as representative or agent of other, borrow money from the Bank, nor shall be become a guarantor, endorser or surety for loans from the Bank to others, or in any manner be an obligor for moneys borrowed from the Bank or loaned by it except with the written approval of the majority of Directors of the Bank, excluding the Director or Officer concerned. Any such approval shall be entered upon the records of the Bank and shall be properly reported as required by the appropriate regulations.	Like the directors, the Bank’s Senior Management and employees are likewise bound to observe the proper conduct of business and fair dealings in accordance with DOSRI and Related Party Transactions policies and rules to ensure that such are thoroughly reviewed and are approved/done at “arms-length” terms.	
(c) Receipt of gifts from third parties	In the Bank’s Corporate Governance Manual, the Board of Directors is mandated	All employees are prohibited from accepting gifts from clients or	

	<p>to consistently conduct the affairs of the institution with a high degree of integrity. The Board of Directors shall lead in establishing the tone of good governance from the top and in setting corporate values, codes of conduct and other standards of appropriate behavior, for itself, senior management and other employees.</p>	<p>suppliers in any form; although gifts of nominal value that may be impractical to return and which are intended to generate ordinary goodwill are permitted.</p> <p>This provision is not intended to disallow the acceptance of gifts, per se, specifically if such gifts are given at appropriate occasions, for acceptable reasons, and are of reasonable value. Receiving gifts, however, can result in inequity in the delivery of service to clients or may influence business decisions. These are some reasons why, as a rule, accepting gifts is discouraged.</p>
(d) Compliance with Laws & Regulations	<p>Based on the Bank's CG Manual, the Board shall conduct and maintain the affairs of the institution within the scope of its authority as prescribed in its charter and in existing laws, rules and regulations. It shall ensure effective compliance with the latter, which include prudential reporting obligations. Serious weaknesses in adhering to these duties and responsibilities may be considered as unsafe and unsound banking practice. The Board shall appoint a compliance officer who shall be responsible for coordinating, monitoring and facilitating compliance with existing laws, rules and regulations. The compliance officer shall be vested with appropriate authority and provided with appropriate support and resources.</p>	<p>The Policies, Procedures, Rules and Regulations of PSBank, Bangko Sentral ng Pilipinas, the just and authorized causes enumerated in the Labor Code of the Philippines for termination of employment, and, other applicable laws and enactments, are deemed part of the Bank's Code of Conduct.</p>
(e) Respect for Trade Secrets/Use of Non-public Information	<p>The same Manual requires individual directors to observe confidentiality. Directors must observe the confidentiality of non-public information acquired by reason of their position as directors. They may not disclose said information to any other person without the authority of the board.</p>	<p>Bank personnel are expected to hold in strictest confidence information and data relating to clients, business plans and marketing strategies and systems as well as proprietary or other confidential information that they may have acquired in the course of their employment. Employees are likewise prohibited from taking out of the Bank's premises bank records and/or forms and/or from giving them to outside parties without prior approval.</p> <p>Care should be taken to ensure the security of papers and computer files of information and records, including data programs and vendor software, in one's custody. As such, employees should only have access to data, computer software and to physical areas, which are necessary in the</p>

		<p>performance of their job functions. No one should attempt to access data, computer systems, printouts and physical areas to which he or she has not been authorized. The Bank's computer systems and data, including personal computers, word processors and associated magnetic media printouts, should be used only for authorized Bank-related business purposes.</p> <p>The obligation to safeguard confidential information continues even after the employee leaves the Bank.</p>
(f) Use of Company Funds, Assets and Information	<p>The position of a bank director is a position of trust. A director assumes certain responsibilities to different constituencies or stakeholders, i.e., the Bank itself, its stockholders, its depositors and other creditors, its management and employees, the regulators, deposit insurer and the public at large. These constituencies or stakeholders have the right to expect that the institution is being run in a prudent and sound manner. The board of directors is primarily responsible for approving and overseeing the implementation of the bank's strategic objectives, risk strategy, corporate governance and corporate values. Further, the board of directors is also responsible for monitoring and overseeing the performance of senior management as the latter manages the day to day affairs of the institution.</p>	<p>No one is allowed to use Bank supplies, materials or equipment or official forms/documents in connection with activities not related to official business.</p> <p>Employees may not trade in the stock or other securities of the Bank based on inside information. Inside information may include information that relates to clients of the Bank and can be in the form of advance knowledge about earnings, dividends, acquisitions, securities offerings and the like.</p>
(g) Employment & Labor Laws & Policies	<p>A director's office is one of trust and confidence. He shall act in a manner characterized by transparency, accountability and fairness.</p> <p>To ensure a high standard of best practice for the Corporation and its stakeholders, the Board shall, among other important duties, ensure that PSBank complies with all relevant laws, regulations and codes of best business practices; and keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation, By-Laws and in existing laws, rules and regulation.</p>	<p>Being an organized institution, the Bank has an existing Collective Bargaining Agreement with the Union. For other and all issues pertaining to employment not covered by the CBA, the Bank abides the Labor Code of the Philippines.</p>
(h) Disciplinary action	<p>Under the same Manual, the Compliance Officer is tasked with determining violations of the CG Manual and recommending penalties for violation thereof for further review and clarification of the Board. For violations of required internal processes and controls and the Code of Ethics,</p>	<p>Corrective action may be taken by the Bank due to unsatisfactory performance, tardiness and attendance problems, and unacceptable conduct of behavior or failure to comply with Bank's rules, policies and procedures. The Bank</p>

	prevailing internal rules and regulations will be applied.	<p>shall ensure the observance of due process prior to the imposition of disciplinary sanctions on erring employees and shall ensure the impartial treatment of all disciplinary cases. The following corrective measures may be taken by the Bank against erring employees: a. Written Reprimand; b. Suspension; c. Termination; and/or d. Restitution, and/or the e. Filing of Appropriate Legal Actions.</p> <p>No employee shall be held liable for the commission of an act, which may be deemed in violation of the Policies, Procedures, Rules and Regulations of PSBank, Bangko Sentral ng Pilipinas or any applicable law, enactment or statute, unless he has been so informed, allowed to explain the same in writing, called to a hearing or conference, if deemed necessary where he, with the assistance of counsel if so desires, is given the opportunity to respond to the charge/s, present his evidence or rebut the evidence presented against him, in accordance with due process.</p>
(i) Whistle Blower	The Board of Directors shall allow employees to communicate with protection from reprisal, legitimate concerns about illegal, unethical or questionable practices directly to the Board of Directors or any independent unit. Policies are likewise set on how such concerns shall be investigated and addressed, for example, by an internal control function, an objective external party, senior management and/or the Board itself.	Failure to report a known violation of any provision of the Bank's Code of Conduct is itself a violation.
(j) Conflict Resolution	<p>The Board of Directors leads in establishing the tone of good governance from the top and in setting corporate values, codes of conduct and other standards of appropriate behavior for itself, the senior management and other employees.</p> <p>The Chairman is particularly tasked to provide active leadership by ensuring that the Board and its different committees function effectively, maintaining a relationship of trust including resolving any conflicts among Board members and ensuring that the Board follows a sound decision-making process.</p>	<p>Violations of the Collective Bargaining Agreement or of the Bank's rules, regulations and policies by an employee are within the scope of authority of the Grievance Machinery.</p> <p>It helps that the Labor-Management Council (LMC), where issues are immediately discussed in a dialogue and settled even before they turn to grievances, is likewise in place. The LMC meets almost every month to discuss any or all matters affecting the employees of the Bank.</p> <p>Conflict resolution involving Bank's employees is also governed by the Bank's Code of Conduct.</p>

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

- Yes. Two (2) of the mandatory topics during the New Employees Orientation Program are the Corporate Ethics and the Code of Conduct. These are given in two (2) sessions covering half of the day. It is also during this time that the each of the employees is provided with a copy of the Code of Conduct.

The Code of Conduct on the other hand is posted in the Banks Intranet called the Info Channel, which can be accessed by the employees anytime using any of the Bank’s online computer.

In addition, the Board through its Compensation and Remuneration committee is tasked with developing and continuously reviewing the Code of Ethics, obtaining Board approval for it and ensuring that it includes the same parameters in good governance as stated in the Bank’s CG Manual.

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

- It is Management’s belief that compliance to the Code of Conduct, the Rules and Regulations, Circulars and Laws is the direct responsibility of all employees.

On the other hand, the responsibility of ensuring discipline on the employees is strictly vested in the Bank. Human Resources Group shall provide assistance to the line management by guiding them through the disciplinary process, preparation and issuance of memoranda templates, follow-ups to the line to ensure their compliance with the disciplinary process and the documentation it requires.

Supervisors who do not fulfill their role in ensuring their subordinates compliance to Bank policies, procedures, and Code of Conduct, shall themselves be subject to the disciplinary process for failure to adhere to the Code of Conduct and Management directives.

In addition, the Bank’s Internal Audit processes as well as Whistle Blowing policy also help in monitoring compliance with the Code of Conduct.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company’s policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	<ul style="list-style-type: none"> <li>➤ The Bank created a Board-level committee named Related Party Transactions Committee (RPTC) in January 2012 to assist the Board of Directors in ensuring that transactions with related parties are done at arms-length and reviewed in terms of credit, operational and reputational risks.</li> <li>➤ The RPTC is composed of 3 Directors, 2 of whom are independent directors (including the committee chairperson) and meets on a monthly basis with the Chief Compliance Officer as its Secretary.</li> <li>➤ The RPTC is guided by its Charter which sets forth the Bank’s policy and procedures in the handling of Related Party Transactions (RPTs), as follows:               <ul style="list-style-type: none"> <li>○ Identification and definition of “Related Interests”, “Related Companies” and “Related Party Transactions” and their coverage</li> <li>○ For all directors and principal officers (with rank of SVP &amp; up), required declaration of and commitment</li> </ul> </li> </ul>
(2) Joint Ventures	
(3) Subsidiaries	
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/children/siblings/parents	
(7) Directors including spouse/children/siblings/parents	
(8) Interlocking director relationship of Board of Directors	

	<p>to disclose RPTs or proposed transactions that the Director/Principal Officer or their related party will undertake with the Bank at the beginning of directors' term as newly elected director as or newly appointed principal officers, at the beginning of each year and upon discovery/knowledge of a previously unreported RPT(s) which is submitted to the Chief Compliance Officer (via the Information Statement Questionnaire) who will in turn report the same to the RPTC</p> <ul style="list-style-type: none"> <li>○ RPT review process, to wit:       <ol style="list-style-type: none"> <li>1. <u>Transaction Approval</u> - Proposed transactions of related parties shall be endorsed by the proponent units to the appropriate transaction approving authorities following existing policies and procedures. Existing regulations of DOSRI and SBL limits shall apply.</li> <li>2. <u>Compliance Office's Preliminary Review</u> – Upon transaction approval above, the proponent unit shall endorse the proposal to the Compliance Office for review. The Compliance Office shall verify if the proposed transaction falls under the definition of "Related Party Transaction" and if the same is compliant with existing rules and regulations. If the transaction is a "Related Party Transaction", Compliance Officer shall endorse the same to the RPTC.</li> <li>3. <u>RPTC Review</u> - Taking off from Compliance Office's initial review, the RPTC shall further review/evaluate proposals on Related Party Transactions endorsed to it via use of RPT and/or DOSRI Determination &amp; Review checklists that consider the following:           <ol style="list-style-type: none"> <li>a. <i>Transaction and Transacting Parties</i> – Nature of transaction and identity of the parties involved in the transaction or relationship for purposes of ascertaining if such is a Related Party Transaction or not;</li> <li>b. <i>Terms and Conditions</i> - Whether the terms of the transaction or relationship are no less favorable than terms generally offered or available to an unrelated third party under the same circumstances;</li> <li>c. <i>Purpose and Rationale</i> - Business purpose, timing, rationale and benefits of the transaction or relationship;</li> <li>d. <i>Monetary Value</i> - Approximate monetary value of the Related Party's interest in the transaction;</li> <li>e. <i>Valuation Methodology</i> - Valuation methodology used as alternative approaches to valuation of the transaction;</li> <li>f. <i>Potential Counterparties</i> - Information concerning potential counterparties in the transaction;</li> <li>g. <i>Provisions or Limitations</i> - Description of provisions or limitations imposed as a result of entering into the transaction;</li> </ol> </li> </ol> </li> </ul>
--	---



	<p>h. <i>Reputational Risk</i> - Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the transaction;</p> <p>i. <i>Director's Independence</i> - Impact to a Director's Independence; and</p> <p>j. <i>Conflict of Interest</i> - Extent that such transaction or relationship would present an improper conflict of interest.</p> <p>In reviewing proposals endorsed to it, the RPTC may consult third-party experts if it deems the same necessary.</p> <p>4. <u>Inhibition of Concerned Director</u> - No director shall participate in any RPTC discussion concerning a related party transaction for which he/she or any member of his/her immediate family is a related party except in order to provide material information on the related party transaction to the RPTC.</p> <p>5. <u>RPTC Reporting to the BOD for Notation</u> – Based on the above review and other factors or circumstances that it deems relevant, the RPTC through the Chief Compliance Officer shall report to the Board of Directors the RPT items reviewed including the RPTC's recommendations if any for the BOD's notation.</p> <p>6. <u>Proponent's Submission of Proposal to the BOD for Approval</u> – Unless otherwise instructed/directed by the RPTC and/or the Chief Compliance Officer not to push through or defer the proposal based on the RPTC's review, the proponent unit shall prepare the Memo to the Board for Approval and submit the same to the BOD through the Office of the Corporate Secretary within the set deadline.</p> <p>7. <u>Monitoring</u> – For monitoring purposes, the Chief Compliance Officer as RPTC Secretary shall submit a Summary of Related Party Transactions Reviewed by the RPTC to the Chief Risk Officer.</p> <p>8. <u>Record Keeping</u> – The RPTC, through the Compliance Office, shall maintain such records e.g. RPTC Minutes of Meeting or summary of RPTs reviewed and comments and recommendations that document the RPTC's fulfillment of its responsibilities to facilitate verification of the same by internal/external auditors as well as regulators.</p>
--	---

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	none
Name of Officer/s	none
Name of Significant Shareholders	none

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	<p><u>Detection/Determination:</u></p> <ul style="list-style-type: none"> <li>➤ Internal Audit process</li> <li>➤ “Whistle Blowing” policy &amp; process</li> <li>➤ Departmental Self-Testing and Compliance Office’s Independent Compliance Testing processes</li> <li>➤ RPT/DOSRI Determination &amp; Review process by the business/operating units, Compliance Office and the Related Party Transactions Committee (RPTC) and required Board approval in the case of credit accommodations to DOSRI subject to compliance with the required DOSRI ceilings and reporting</li> </ul> <p><u>Resolution:</u></p> <ul style="list-style-type: none"> <li>➤ Due process of administrative actions and corresponding sanctions as provided for under the Bank’s Code of Conduct</li> <li>➤ Required inhibition of concerned/involved directors from approving submitted proposals or participating in the deliberations taking up such proposals</li> </ul>
Group	

5) Family, Commercial and Contractual Relations

(a) Indicate, if applicable, any relation of a family,<sup>5</sup> commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
None			

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
Metropolitan Bank and Trust Co. / Arthur V. Ty	Parent Bank / Beneficial Owner	Mr. Ty is the Chairman of Metrobank and Vice Chairman of PSBank
Danilo L. Dolor	Beneficial Owner	Mr. Dolor is a stockholder and former director of PSBank

(b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

<sup>5</sup> Family relationship up to the fourth civil degree either by consanguinity or affinity.

Names of Related Significant Shareholders	Type of Relationship	Brief Description
Metropolitan Bank and Trust Co. (MBTC)	Parent Bank	Letters of Guaranty between MBTC and PSBank for certain transactions like loan take-outs and ROPA sales

(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
None	None	None

#### 6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

	Alternative Dispute Resolution System
Corporation & Stockholders	Dispute resolution is governed by the Corporation Code and Corporate By-laws of the Bank, the Bank follows the provisions of the Corporation Code and the Revised Securities Code in managing disputes as well as the amicable means set out in the conduct of stockholders' meetings and other avenues. Being a listed corporation, PS Bank also is governed by the PSE Rules and Regulations
Corporation & Third Parties	The Bank has been availing alternative dispute resolution practices and is an active participant in the BSP FCAG and with the PCHC Arbitration Board, for non-judicial dispute resolution with respect to client complaints. Likewise, the Bank through its Legal Department is facilitating negotiations between the Bank's clients and the Remedial Accounts department to look for non-judicial settlement of disputes. It is also a practice of the Legal Department to avail of the "mediation services" of the Philippine Mediation Center (PMC) for the alternative resolution of client-related cases and also voluntarily submit to Judicial Dispute Resolution (JDR) being facilitated by the judges themselves.
Corporation & Regulatory Authorities	Exit conferences in the case of regulatory examination findings, formal written and verbal communication with the regulators, and holding of meetings with the regulators.

#### C. BOARD MEETINGS & ATTENDANCE

1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

- BOD meetings, which are conducted on a regular (monthly) basis, are usually scheduled a month before the actual meeting depending on the availability of the directors.

2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Jose T. Pardo	April 2003	12	12	100%
Vice Chairman	Arthur V. Ty	April 2001	12	10	83%
Member	Pascual M. Garcia III	April 2001	12	12	100%
Member	Joaquin Aligguy	April 2009	12	12	100%
Member	Margaret Ty Cham	April 2004	12	12	100%
Member	Ma. Theresa G. Barretto	April 2006	12	12	100%
Member	David T. Go	April 2011	12	12	100%
Independent	Samson C. Lim	April 2008	12	11	92%
Independent	Benedicto Jose R. Arcinas	April 2012	9	8	92%

Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

- None, except for Nominations Committee (once) and Compensation & Remuneration Committee (twice)

3) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

- Since PSBank has a total of nine (9) directors, at least 5 directors represent quorum. Under Sec. 6.07 of the Bank's Amended Code of By-Laws, a quorum at any meeting of the Board of Directors shall consist of the majority of the Directors.

4) Access to Information

(a) How many days in advance are board papers<sup>6</sup> for board of directors meetings provided to the board?

- All directors are provided with documents on the Bank's financial and operational performance, committee activities, regulatory developments, and items for their information and approval two (2) days prior the actual Board meetings.

(b) Do board members have independent access to Management and the Corporate Secretary?

- Yes. The Board has access to the secretary who manages the flow of information to the Board prior to the meetings. They also have access to a permanent compilation of documents related to past Board activities. They can readily seek clarification from management should they have concerns about the Bank or any of the items submitted for their consideration.

(c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?

<sup>6</sup> Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

- The Corporate Secretary manages the flow of information to the Board prior to the meetings. As mentioned in the Corporate Governance (CG) Manual Sec. 2.3.3., his duties and responsibilities include the following:
  - Gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Corporation.
  - As to agenda, get a complete schedule thereof at least for the current year and put the Board on notice before every meeting.
  - Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations.
  - Attend all Board meetings and maintain record of the same.
  - Submit to the Commission, at the end of every fiscal year, an annual certification as to the attendance of the directors during Board meetings.
- Also under Sec. 8.08 of the Bank's Amended Code of By-Laws, the Secretary shall have the following powers and duties:
  - 1) He shall keep accurate minutes of all meetings of the Stockholders and of the Board, and shall attend to the giving of all notices required by these By-Laws to be given;
  - 2) He shall be custodian of the corporate seal, stock certificate books, stock and transfer books, records, documents and papers of the Bank, prepare ballots for the annual election and keep a complete and up-to-date list of the stockholders and their addresses;
  - 3) He shall perform such other duties as may be assigned to him from time to time, the Board, or Chairman, or the President, and such other duties incidental to his office;
  - 4) He shall also sign with the President all contracts, deeds, licenses and other instruments when so ordered by the President or by the Board;
  - 5) He shall also prepare such reports and statements as required by the Board and/or the Chairman, or the President.

(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

- Yes. As stated in Sec. 2.3.3. of the CG Manual, considering his varied functions and duties, the Corporate Secretary must possess administrative and interpersonal skills, and if he is not the general counsel, then he must have some legal skills. He must also have some financial and accounting skills.

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes  No

Committee	Details of the procedures
Executive	Advance copy of the agenda is provided at least a day before the meeting.
Audit	Audit Committee materials (in hard copy) are sent to the members a day before the scheduled meeting. Items that need immediate attention of or longer review by the AC members are sent via email.
Nomination	Advance copy of the agenda is provided at least a day before the meeting.
Remuneration	Advance copy of the agenda is provided at least a day before the meeting.
Trust	Trust Division sends to Trust Committee Members detailed information on matters to be taken up by the Trust Committee at least 2 days prior to the scheduled meeting.
Risk Oversight Committee	Yes, ROC members are provided with advance copies of the meeting materials at least 1 banking day prior to the scheduled meeting. We also accommodate requests for additional information and arrange for resource persons as needed.

Corporate Governance Committee (CGC)	Yes, CGC members are provided with advance copies of the meeting materials at least 2 banking day prior to the scheduled meeting. We also accommodate requests for additional information and arrange for resource persons as needed.
Related Party Transactions Committee (RPTC)	Yes, RPTC members are provided with advance copies of the meeting materials at least 2 banking day prior to the scheduled meeting. We also accommodate requests for additional information and arrange for resource persons as needed.

- In addition, the Finance Group, in coordination with other key departments, accommodates requests for information pertaining to the management of the Bank, stockholders rights or any other bank-related issues as stated in the Bank's 2012 Annual Report.

#### 5) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
Audit	Advices/recommendations are provided by the external auditors in their reports or during their meetings with the Audit Committee members.
Risk Management process	The Risk Oversight Committee, shall, where appropriate, have access to external expert advice, particularly in relation to proposed strategic transactions.
Board Performance Assessment process	The Corporate Governance Committee may coordinate with external facilitators in carrying out board performance assessment, within the frequency approved by the entire Board. The corporate governance committee shall also decide whether or not a director is able to and has been adequately carrying out his/her duties as director based on its own assessment or the assessment of external facilitators, bearing in mind the director's contribution and performance (e.g., competence, candor, attendance, preparedness and participation).
Related Party Transactions Review process	In reviewing proposals endorsed to it, the Related Party Transactions Committee may consult third-party experts if it deems the same necessary.

#### 6) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
<ul style="list-style-type: none"> <li>➤ Change in the categorization / grouping of branches effective 01 October 2012 from geographical location-based (i.e Areas 1-12) to market segment based (i.e. classified according to the markets they predominantly serve), as follows: <ul style="list-style-type: none"> <li>(1) New Branches (&lt;3 years old);</li> <li>(2) Retail;</li> <li>(3) Commercial;</li> <li>(4) Business District;</li> <li>(5) Residential; and</li> <li>(6) Chinese</li> </ul> </li> <li>➤ Change in the roles / designation and assignment of branch supervision from Area Heads / Area Supervisors to Business Managers according to the abovementioned categories.</li> </ul>		<p>This New BBG organization, aimed at improving market penetration and new customer acquisition, will:</p> <ul style="list-style-type: none"> <li>➤ Enable the BMs and Branch Heads to focus on developing the business in their respective market segments through the implementation of market-specific strategies and sales effort;</li> <li>➤ Energize the local marketing efforts to augment branch sales activities; and</li> <li>➤ Rationalize the goal-setting vis-à-vis performance of the branches based on their area's market potential.</li> </ul>

#### D. REMUNERATION MATTERS

##### 1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Salary adjustments are based on performance for the review period	Salary adjustments are based on performance for the review period
(2) Variable remuneration	none	none
(3) Per diem allowance	Actual expenses may be reimbursed to the senior officer	Actual expenses may be reimbursed to the senior officer
(4) Bonus	The bonuses that form part of the guaranteed pay are based on rank and tenure – the higher the rank, the greater the entitlement as well as a longer tenure means greater premium	The bonuses that form part of the guaranteed pay are based on rank and tenure – the higher the rank, the greater the entitlement as well as a longer tenure means greater premium
(5) Stock Options and other financial instruments	none	none
(6) Others (specify)	none	none

##### 2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Directors	Under Sec. 6.08 of the Bank's Amended Code of By-Laws, the Chairman, Vice Chairman and each Director shall receive reasonable per diems for attendance at any meeting of the Board, for each day of session; Provided, however, that nothing herein contained shall be construed to preclude any Director from serving in any other capacity and receiving compensation therefore. The Board shall fix the compensation and other remuneration of any Director or any other officer of the Bank should they be designated to perform executive functions or any special services to the Bank.	Each director receives a monthly professional fee representing per diem and/or transportation allowance for attending the Board and committee meetings.	The Compensation and Remuneration Committee designates the amount of remuneration which shall be in a sufficient level to attract and retain directors and officers who are needed to run the company successfully. This is also in consideration of their valuable contributions in the formulation of the Bank's overall strategy.

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

- No, as the Bank has its Compensation and Remuneration Committee designed to formulate policies and designate reasonable and sufficient remuneration packages for corporate officers and directors.

Remuneration Scheme	Date of Stockholders' Approval
N/A	N/A

### 3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	Please refer to discussion below on Director and Executive compensation and their other benefits.		
(b) Variable Remuneration			
(c) Per diem Allowance			
(d) Bonuses			
(e) Stock Options and/or other financial instruments			
(f) Others (Specify) – Transportation Allowance			



Total			
Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	Please refer to discussion below on Director and Executive compensation and their other benefits.		
2) Credit granted			
3) Pension Plan/s Contributions			
(d) Pension Plans, Obligations incurred			
(e) Life Insurance Premium			
(f) Hospitalization Plan			
(g) Car Plan			
(h) Others (Specify)			
<b>Total</b>			

➤ Below is the summary for the Executive Compensation (in millions of PhP):

Name and Principal Position	Year	Salary***	Bonus***
Pascual M. Garcia III – President			
Jose Vicente L. Alde – Executive Vice President			
Noli S. Gomez – Senior Vice President			
Perfecto Ramon Z. Dimayuga, Jr. – Senior Vice President			
Yolanda L. Dela Paz, Senior First Vice President			
TOTAL FOR THE TOP 5 EXECUTIVES ABOVE	2013*	PhP35.94	PhP9.06
	2012	PhP32.67	PhP8.24
	2011	34.37	9.96
TOTAL FOR ALL OFFICERS (AVP & UP) and Directors	2013**	147.60	36.99
	2012	134.18	33.63
	2011	100.58	31.94

\* Estimated (Increased 2012 figures by 10%)

\*\* Estimated (Increased 2012 figures by 10%)

\*\*\* In Million Pesos

Each director receives a monthly professional fee for attending Board and committee meetings. This is also in consideration of their valuable contributions in the formulation of the Bank's overall strategy. The total per diem and transportation allowance paid to directors for their attendance in Board meetings amounted to PhP12.9 million, PhP11.3 million and PhP12.0 million in 2012, 2011 and 2010, respectively. This translates to an average of PhP119,093.00, PhP104,556.00, and PhP111,333.00, per month/per director in 2012, 2011 and 2010, respectively. Aside from said amounts, they have no other compensation plan or arrangement with the Bank.

The executive officers receive salaries, bonuses and other usual bank benefits that are also included in the amounts stated above. Aside from these, they have no other compensation plan or arrangement with the bank.

There are no warrants or options held by the Bank's officers and directors.

#### 4) Stock Rights, Options and Warrants

##### (a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
N/A	None	N/A	N/A	N/A

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
N/A	None	N/A

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Jose Vicente L. Alde - Executive Vice President	The executive officers receive salaries, bonuses and other usual bank benefits that are also included in the amounts stated in item 3) above. Aside from these, they have no other compensation plan or arrangement with the bank.
Noli S. Gomez - Senior Vice President	
Perfecto Ramon Z. Dimayuga, Jr. - Senior Vice President	
Yolanda L. Dela Paz - Senior First Vice President	

**E. BOARD COMMITTEES**

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Executive	2	2	-	Yes	It regularly reviews and approves credit proposals within its limits	It recommends additional conditions and requirements on loan applications	Approval of credit proposals; Recommendations to the board of directors any credit

						for Board approval	exceptions that merit approval provided they are supported by strong business rationale.
Audit	-	3	2	Yes	It provides independent oversight of internal controls and financial reporting, risk management, ethical environment, compliance with laws and regulations, and internal and external audit activities	Oversight of audit activities	Oversight of audit activities
Nomination	-	1	2	Yes	It reviews and evaluates all nominees to the Board	It promulgates the guidelines or criteria to govern the conduct of nominations. It pre-screens the qualifications and prepares a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors.	It pre-screens and shortlists all candidates nominated to become a member of the board of directors.
Remuneration	-	1	2	Yes	It reviews and evaluates remuneration packages of executive and corporate officers and	It establishes a formal and transparent procedure for developing a policy on executive	Oversight of remuneration process

					directors	remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior mgt and other key personnel ensuring that compensation is consistent with the corporate culture, strategy and control environment	
--	--	--	--	--	-----------	--	--

Trust	2 *	2	1**	Yes	Oversees the fiduciary activities of the Bank	Ensures that fiduciary activities are conducted in accordance with applicable laws, rules and regulations, and prudent practices; - Ensures that policies and procedures that translate the Board of Directors' objectives and risk tolerance into prudent operating standards are in place and continue to be relevant, comprehensive and	Prescribes and approves new fiduciary activities that are in accordance with applicable laws, rules and regulations, and prudent practices; - Prescribes and approve policies and procedures that translate the Board of Directors' objectives and risk tolerance into prudent operating standards
-------	-----	---	-----	-----	---	---	---

						<p>effective;</p> <ul style="list-style-type: none"> <li>- Oversees the implementation of the risk management framework and ensure that internal controls are in place relative to fiduciary activities;</li> <li>- Adopts an appropriate organizational structure/staffing pattern and operating budgets that shall enable the Trust department to effectively carry out its functions;</li> <li>- Oversees and evaluate the performance of the Trust Officer;</li> <li>- Conducts regular meetings at least once every quarter, or more frequently as necessary, depending on the size and complexity of the fiduciary business;</li> <li>- Reports regularly to</li> </ul>	<p>are in place and continue to be relevant, comprehensive and effective;</p> <ul style="list-style-type: none"> <li>- Approves new products that adhere to the risk management framework and are covered by internal controls</li> </ul>
--	--	--	--	--	--	---	---

						the Board of Directors on matters arising from fiduciary activities.	
--	--	--	--	--	--	--	--

\* Ms. Margaret Ty Cham was appointed as Trust Committee Member until June 2012.

\*\* Mr. Benedicto Jose R. Arcinas was appointed as Trust Committee Member in June 2012.

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Risk Oversight	1	2	1 (the Chair)	ROC Charter	See below	Recommends or endorses to the Board for approval	
Corporate Governance	0	2	2 (including the Chair)	CGC Charter	See below	Recommends or endorses to the Board for approval	
Related Party Transactions	0	1	2 (including the Chair)	RPTC Charter	See below	Recommends or endorses to the Board for approval	

Functions & Key Responsibilities:

#### Risk Oversight Committee

##### *Function*

The ROC is constituted by the Board to be responsible for the development and oversight of the Risk Management Program for the Bank.

##### *Key Responsibilities*

1. Identify and evaluate exposures – The ROC shall assess the probability of each risk becoming reality and estimate its possible effect and cost. Priority areas of concern are those risks that are the most likely to occur and costly when they happen.
2. Develop risk management strategies – The ROC shall develop a written plan defining the strategies for managing and controlling major risks. It shall identify practical strategies to reduce the chance of harm and failure or minimize losses if risks become real. These plans are embodied in the Risk Management Framework, Policies and other directives as indicated in the ROC minutes and related documents.
3. Oversee the implementation of the risk management plan – The ROC shall conduct regular discussions on the Bank's current risk exposure based on regular management reports and direct concerned units or offices on how to reduce risks. It shall communicate the risk management plan and loss control procedures to affected parties.
4. Review and revise the plan as needed – The ROC shall evaluate the risk management plan to ensure its continued relevance, comprehensiveness, and effectiveness. It shall revisit strategies, look for emerging or changing exposures, and stay abreast of developments that affect the likelihood of harm or loss. The ROC shall report regularly to the Board the Bank's overall risk exposure, actions taken to reduce the risks, and recommend further action or plans as necessary.

## Corporate Governance Committee

### *Function*

To assist the Board in fulfilling its corporate governance responsibilities

### *Key Responsibilities*

1. It shall ensure the Board's effectiveness and due observance of corporate governance principles and guidelines.
2. It shall oversee the periodic performance evaluation of the Board and its committees and executive management and shall also conduct an annual self-evaluation of its performance. It may coordinate with external facilitators in carrying out board assessment, within the frequency approved by the entire Board.
3. It shall decide the manner by which the Board's performance shall be evaluated and propose an objective performance criteria approved by the Board. Such performance indicators shall address how the Board has enhanced long term shareholders' value.
4. It shall also decide whether or not a director is able to and has been adequately carrying out his/her duties as director based on its own assessment or the assessment of external facilitators, bearing in mind the director's contribution and performance (e.g., competence, candor, attendance, preparedness and participation). Internal guidelines shall be adopted that address the competing time commitments that are faced when directors serve on multiples boards.
5. It shall make recommendations to the Board regarding the continuing education of director, assignment to board committees, succession plan for the board members and senior officers, and their remuneration commensurate with corporate and individual performance.
6. It shall oversee the implementation of the Bank's Compliance Program and the performance of compliance function.

## Related Party Transactions Committee

### *Function*

To assist the Board in ensuring that transactions with related parties are conducted at arms-length terms and that corporate or business resources of the Bank are not misappropriated or misapplied

### *Key Responsibilities*

- Taking off from Compliance Office's initial review, the RPTC shall further review/evaluate proposals on Related Party Transactions endorsed to it by considering the following:
  - Transaction and Transacting Parties – Nature of transaction and identity of the parties involved in the transaction or relationship for purposes of ascertaining if such is a Related Party Transaction or not;
  - Terms and Conditions - Whether the terms of the transaction or relationship are no less favorable than terms generally offered or available to an unrelated third party under the same circumstances;
  - Purpose and Rationale - Business purpose, timing, rationale and benefits of the transaction or relationship;
  - Monetary Value - Approximate monetary value of the Related Party's interest in the transaction;
  - Valuation Methodology - Valuation methodology used as alternative approaches to valuation of the transaction;
  - Potential Counterparties - Information concerning potential counterparties in the transaction;
  - Provisions or Limitations - Description of provisions or limitations imposed as a result of entering into the transaction;
  - Reputational Risk - Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the transaction;
  - Director's Independence - Impact to a Director's Independence; and
  - Conflict of Interest - Extent that such transaction or relationship would present an improper conflict of interest.

In reviewing proposals endorsed to it, the RPTC may consult third-party experts if it deems the same

necessary.

- No director shall participate in any RPTC discussion concerning a related party transaction for which he/she or any member of his/her immediate family is a related party except in order to provide material information on the related party transaction to the RPTC.
- Based on the above review and other factors or circumstances that it deems relevant, the RPTC through the Chief Compliance Officer shall report to the Board of Directors the RPT items reviewed including the RPTC's recommendations if any for the BOD's notation and/or appropriate action.

## 2) Committee Members

### (a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Arthur V. Ty	April 2009	3	3	100%	3 years
Member (ED)	Pascual M. Garcia III	Sept 2001	3	3	100%	
Member (ED)	Margaret Ty Cham	2004	3	3	100%	
Member (NED)	Ma. Theresa G. Barretto	April 2006	3	3	100%	6 years

### (b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Jose T. Pardo	April 2009	13	13	100%	3.8 years
Member (ED)	None					
Member (NED)	Joaquin Aligguy	Nov 2009	13	13	100%	3.1 years
Member (NED)	Amelia B. Cabal *	Sept 2011	4	4	100%	7 months
Member (NED)	David T. Go **	April 2012	2	2	100%	3 months
Member (ID)	Samson C. Lim	April 2008	13	13	100%	4 years

\* Term expired in April 2012

\*\* Member from April 2012 until June 2012

Disclose the profile or qualifications of the Audit Committee members.

- JOSE T. PARDO, Chairman / Independent Director  
Chairman since 2003. Chairman, Philippine Stock Exchange; ECPay (Electronic Commerce Payment Network, Inc.); Bank of Commerce; Philippine Business Center, Inc.; Securities Clearing Corporation of the Philippines; Franchise Investment Holdings, Inc. Director, JG Summit Holdings, Inc. Director, ZNN Radio Veritas, National GRID Corporation of the Phils. Vice Chairman, EDSA People Power Commission – Office of the President. Former Secretary, Department of Finance and Department of Trade and Industry. Former Member of the Board of Governors, Asian Development Bank, International Monetary Fund and the World Bank. Former Member, Monetary Board of the Bangko Sentral ng Pilipinas. First graduate of the Harvard-DLSU Advisory Program. BS Commerce-Accountancy and MBA, De La Salle University.



- **SAMSON C. LIM, Independent Director**  
Director since 2008. President, Automatic Appliances Inc. and Blims Fine Furniture. Vice President, Philippine Chamber of Commerce and Industry. Executive Director, Federation of Filipino-Chinese Chamber of Commerce and Industry. President, Canadian Tourism & Hospitality Institute. Chairman Emeritus, Philippine Franchise Association and Philippine Retailers Association. Chairman, Francorp Philippines. Founding President, Philippine Franchise Association. BS Liberal Arts, Cum Laude, Ateneo de Manila University. Masters in Business Economics, University of Asia and the Pacific. Top Management Program, Asian Institute of Management.
- **JOAQUIN ALIGGUY, Director**  
Director since 2009. Corporate Secretary, Manila Doctors Hospital. Director, Asia Pacific Land (Nanjing) Ltd., and Aspac Land Development (Shanghai) Co. Ltd. Adviser, Metrobank Foundation. Trustee, Angelo King Foundation. Director, Writers Union of the Phils. and Philippine Association of Chinese Studies. Consultant, Asiaticus Management Corporation. AB Philippine Literature, University of the Philippines.

Describe the Audit Committee's responsibility relative to the external auditor.

The Audit Committee is delegated with fiduciary functions to assist the Board in fulfilling its oversight responsibility to the shareholders relating to the external audit functions.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Samson C. Lim	April 2009	2	2	100%	3 years
Member (NED)	Arthur V. Ty	April 2004	2	2	100%	8 years
Member (ID)	Jose T. Pardo	April 2012	2	2	100%	8 months

(d) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Jose T. Pardo	April 2003	2	2	100%	7 years
Member (NED)	Arthur V. Ty	April 2001	2	2	100%	7 years
Member (ID)	Benedicto Jose R. Arcinas	April 2012	2	2	100%	8 months

(e) Others (Specify)

Provide the same information on all other committees constituted by the Board of Directors:

**Corporate Governance Committee (CGC)**

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Samson C. Lim (ID)	April 2008	11	11	100.0%	4.8 years
Member (ED)	None					
Member (NED)	Joaquin Aligguy	April 2012	8	7	87.5%	8 months
Member (NED)	David T. Go	April 2011	11	11	100.0%	2.8 years
Member (NED)	Amelia B. Cabal*	Sept 2011	3	3	100.0%	7 months
Member (NED)	Margaret Ty Cham*	July 2011	3	3	100.0%	9 months
Member (ID)	Jose T. Pardo (ID)	April 2009	11	11	100.0%	3.8 years

\* Term expired in April 2012

#### Related Party Transactions Committee (RPTC)

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Jose T. Pardo (ID)	Jan 2012	10	9	90.0%	1 year
Member (ED)	None					
Member (NED)	Joaquin Aligguy	April 2012	8	7	87.5%	8 months
Member (NED)	Amelia B. Cabal*	Jan 2012	2	2	100.0%	4 months
Member (ID)	Benedicto Jose R. Arcinas (ID)	April 2012	8	6	75.0%	8 months
Member (ID)	Samson C. Lim (ID)*	Jan 2012	2	1	50.0%	4 months
Member	Emma B. Co (non-director/Chief Audit Executive)	Jan 2012	10	10	100.0%	1 year

\* Term expired in April 2012

#### Risk Oversight Committee (ROC)

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Benedicto Jose R. Arcinas (ID)	April 2012	8	7	87.5%	8 months
Member (ED)	Pascual M. Garcia III	April 2001	11	11	100.0%	11 years
Member (NED)	David T. Go	April 2011	11	9	81.8%	1.8 years
Member (NED)	Amelia B. Cabal*	Sept 2011	3	3	100.0%	7 months
Member (NED)	Margaret Ty Cham**	April 2012	2	1	50.0%	3 months
Member (NED)	Joaquin Aligguy	June 2012	6	6	100.0%	7 months
Member	Bernardito M. Lapuz (non-director/MBTC representative)	Sept 2007	11	8	72.7%	5.3 years
Member	Edmund A. Go (non-director/adviser)	May 2009	11	9	81.8%	3.7 years

\*Term expired in April 2012

\*\*Appointed as member in April until June 2012

#### Trust Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	David T. Go	June 2011	4	4	100%	1.6 years
Member (ED)	Pascual M. Garcia III	April 2001	4	4	100%	11 years
Member (ED)	Margaret Ty-Cham*	May 2010	2	2	100%	2.1 years
Member (NED)	Ma. Theresa G. Barretto	April 2008	4	4	100%	4.8 years
Member (ID)	Benedicto Jose R. Arcinas **	June 2012	2	2	100%	6 months

\* Ms. Margaret Ty Cham was appointed as Trust Committee Member until June 2012.

\*\* Mr. Benedicto Jose R. Arcinas was appointed as Trust Committee Member in June 2012.

### 3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Executive	Replacement of Ms. Corazon Ma. Therese B. Nepomuceno by Ms. Rosanna F. De Vera	Ms. Nepomuceno was succeeded by Ms. De Vera as Excom Member and Metrobank Representative on October 1, 2012.
Audit	Replacement of Dir. Amelia B. Cabal by Dir. David T. Go	Amelia B. Cabal was no longer elected as director in the April 2012 ASM while Dir. Go was appointed as Member in April until June 2012.
Nomination	Replacement of Dir. Pascual Garcia by Chairman Jose Pardo	Replacement in membership during the April 2012 ASM
Remuneration	Replacement of Dir. Joaquin Aligguy by Dir. Benedicto R. Arcinas	Replacement in membership during the April 2012 ASM
Risk Oversight	Dir. Benedicto Jose R. Arcinas Amelia B. Cabal (exclusion) Replacement of Dir. Margaret Ty Cham by Dir. Joaquin Aligguy	Dir. Arcinas was appointed as Chairman in April 2012; Amelia B. Cabal was no longer elected as director in the April 2012 ASM while Dir. Cham was appointed as Member in April until June 2012.
Corporate Governance	Amelia B. Cabal (exclusion)	No longer elected as director in the April 2012 ASM
	Replacement of Dir. Margaret Ty Cham by Dir. Joaquin Aligguy	Replacement in membership during the April 2012 ASM
	Replacement of Jose Nazario R. Cruz by Gilbert L. Nunag as CGC Secretary	Appointment of Gilbert L. Nunag as Acting Chief Compliance Officer due to death of former Chief Compliance Officer Jose Nazario R. Cruz
Related Party Transactions	Replacement of Dir. Amelia B. Cabal by Dir. Joaquin Aligguy	Amelia B. Cabal was no longer elected as director in the April 2012 ASM
	Replacement of Dir. Samson C. Lim by Dir. Benedicto Jose R. Arcinas (both Independent Directors)	Replacement in membership during the April 2012 ASM
	Replacement of Jose Nazario R. Cruz by Gilbert L. Nunag as RPTC Secretary	Appointment of Gilbert L. Nunag as Acting Chief Compliance Officer due to death of former Chief Compliance Officer Jose Nazario R. Cruz
Trust	Ms. Margaret Ty-Cham was replaced by Mr. Benedicto Jose R. Arcinas on June 2012	Requirement of at least one Independent Director to sit as Trust Committee Member

### 4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	➤ Regular review and approval of various loan proposals	➤ Credit deviations/exceptions
Audit	➤ Discussed and approved both the Internal Audit Group (IAG) and Sycip Gorres and Velayo's (SGV) overall scope and plans; ➤ Reviewed and discussed the year-end financial statements with SGV, who are responsible for expressing an independent opinion on the audited financial statements and their conformity with Philippine	

	<p>Financial Reporting Standards;</p> <ul style="list-style-type: none"> <li>➤ Reviewed with IAG the results of its examinations and evaluations of internal control processes together with managements' action plans and timetable for the implementation of recommendations to improve the operations of the branches and head office units including the information systems and security;</li> <li>➤ Evaluated the process in assessing the significant risks and related-risk mitigation efforts of the Bank;</li> <li>➤ Reviewed, approved, and endorsed to the Board the revised Audit Committee Charter which was ratified in September 2012;</li> <li>➤ Reviewed the IAG's adequacy of resources, staff competencies, activities, and effectiveness;</li> <li>➤ Discussed and approved the result of the annual internal quality assessment of IAG's conformance with the International Professional Practices Framework for Internal Auditing;</li> <li>➤ Monitored and assessed the Bank's compliance with applicable laws, rules, regulations, code of conduct as well as the adequacy and effectiveness of internal control system.</li> </ul>	
Nomination	<ul style="list-style-type: none"> <li>➤ Review and evaluation of the Nominees to the 2012-2013 Board of Directors</li> </ul>	
Remuneration	<ul style="list-style-type: none"> <li>➤ Rank and file employees' CBA-based adjustments were effected in January and April</li> <li>➤ Review/implementation of merit increase, bonuses and other benefits</li> </ul>	
Risk Oversight	<p>Reviewed and endorsed for Board approval the following:</p> <ul style="list-style-type: none"> <li>➤ Revised ROC Charter</li> <li>➤ Updated risk management limits, model assumptions, methodologies and policy manuals</li> <li>➤ Implementation of enhanced stress testing models and stress limits for consumer loans</li> </ul>	<ul style="list-style-type: none"> <li>➤ Alignment with the requirements under BSP Circular no. 749 – Guidelines in Strengthening Corporate Governance in BSP Supervised Financial Institutions.</li> <li>➤ Amendments/revisions in the limits and manuals are primarily to ensure its continued relevance, comprehensiveness, and effectiveness, taking into consideration changes in the regulatory and operating environment, organizational structure and policies.</li> <li>➤ Enhanced stress testing models based on updated macroeconomic data that significantly impact movements in the delinquency ratios.</li> </ul>
Corporate Governance	<ul style="list-style-type: none"> <li>➤ Changed the Board committee reporting line of Compliance Office from both the CGC and AuditCom to just the CGC</li> <li>➤ Updated/revised the Bank's Corporate Governance Manual and CGC Charter</li> <li>➤ Amended/revised the Bank's Compliance Manual and Compliance Charter</li> <li>➤ Updated/revised the Bank's Money Laundering &amp; Terrorism Financing Prevention Program (MLTFPP)</li> <li>➤ Establishment of an oversight framework over Sumisho Motor</li> </ul>	<ul style="list-style-type: none"> <li>➤ Change in CO's reporting line provided more focus on compliance matters, consistency with the set-up of other companies in the MBTC Group and aligned with the BSP Circular No. 747 re: Revised Compliance Framework for Banks</li> <li>➤ Updating/revision in the CG Manual and CGC Charter is pursuant to BSP's Guidelines in Strengthening CG in BSP-Supervised FIs</li> <li>➤ Amendments/revisions in the Compliance Manual and Compliance Charter is primarily to</li> </ul>

	Financing Corp. (SMFC) and Toyota Financial Services Phils. Inc. (TFSPI) as entities whereby the Bank owns significant interests	streamline the processes among the Bank's line units, Compliance Office and Internal Audit Group and to refine the Bank's risk-based compliance approach for greater focus/priority on areas posing higher business risks <ul style="list-style-type: none"> <li>➤ Updating/revision in the MLTFPP aligned the Bank's policies and procedures with the enactment of AMLA amendments (and their RIRRs) and BSP AMLA-related regulatory issuances</li> <li>➤ Establishment of such an oversight function aims to ensure consistent adoption of corporate governance policies and systems across the members of the group</li> </ul>
Related Party Transactions	<ul style="list-style-type: none"> <li>➤ Creation of the RPTC as another Board-level committee as well as the establishment of its Charter that provides for the Bank's policy &amp; procedures in the handling of RPTs</li> <li>➤ Adoption of the use of RPT and DOSRI Determination &amp; Review Checklists</li> </ul>	<ul style="list-style-type: none"> <li>➤ Purpose of creating the RPTC is to assist the Board of Directors in ensuring that transactions with related parties are done at arms-length and reviewed in terms of credit, operational and reputational risks.</li> <li>➤ Use of the RPT and DOSRI Determination &amp; Review Checklists facilitates Compliance Office's and the RPTC's review of RPTs</li> </ul>
Trust Committee	<ol style="list-style-type: none"> <li>1. conducted regular review of Trust activities and performance to ensure that fiduciary activities are in accordance with applicable laws, rules and regulations;</li> <li>2. conducted annual review of Trust Manuals to ensure that policies and procedures translate the Board of Directors' objectives and risk tolerance into prudent operating standards which continue to be relevant, comprehensive and effective;</li> <li>3. conducted annual review of counterparties and issuers of investment securities to ensure that Trust investment management guidelines are met;</li> <li>4. reviewed and approved new product proposals of Trust Division to ensure that the risk management framework and internal controls are in place relative to fiduciary activities;</li> <li>5. conducted regular meetings at least once every quarter; and</li> <li>6. reported regularly to the Board of Directors on matters arising from fiduciary activities.</li> </ol>	

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	<ul style="list-style-type: none"> <li>➤ Reinforcement of effective governance through good credit review and evaluation and ensure that sound credit policies and practices are followed through all the business segments.</li> </ul>	
Audit	<ul style="list-style-type: none"> <li>➤ The Audit Committee provided assistance to the Board in fulfilling its oversight function on the Bank's financial reporting and control; governance and risk</li> </ul>	

	management processes; and internal and external audit functions. Management is responsible for the preparation, integrity, and fair presentation of the Bank's financial statements prepared in accordance with Philippine Financial Reporting Standards.	
Nomination	➤ Continued observance of policies and guidelines to ensure that all recommendations are in accordance with the charters	
Remuneration		
Risk Oversight	<ul style="list-style-type: none"> <li>➤ Implementation of the Board-approved Risk Management Plan for 2013</li> <li>➤ Continued participation in group-wide risk coordination initiatives, including the BSP Cir. 749-based self-assessment template.</li> </ul>	<ul style="list-style-type: none"> <li>➤ The plan was developed in compliance with directives of the ROC based on the results of the Corporate Governance Scorecard (Self Assessment for the Risk Oversight Committee) for 2012. The 2013 plan indicates the tasks to be accomplished in order to fulfill ROC and RMO duties and responsibilities across the major risk areas of Credit, Market, and Operational Risk.</li> <li>➤ This is aimed at strengthening our parent bank's governance over us and ensuring proper coordination and alignment/sharing of best practices as much as applicable.</li> </ul>
Corporate Governance	<ul style="list-style-type: none"> <li>➤ Adoption of standardized reporting template covering report highlights for SMFC and TFSPi as Bank's joint venture and affiliate</li> <li>➤ Establishment of a Compliance Manual/framework for the Bank's Trust Division</li> <li>➤ Regular review/updating of the Bank's Compliance Program &amp; Charter, CG Manual &amp; Charter and MLTFPP.</li> </ul>	<ul style="list-style-type: none"> <li>➤ In line with the Bank's established oversight framework over SMFC and TFSPi</li> <li>➤ Establishment of an exclusive compliance framework for Trust is in line with the BSP's recent regulatory requirement</li> <li>➤ Review of the various compliance-related policies and charters is in line with the Bank's annual review of policies to keep them relevant/updated and make them more effective</li> </ul>
Related Party Transactions	➤ Regular review/updating of the Bank's RPTC Charter i.e. policy and procedures	➤ Review of the RPTC Charter is in line with the Bank's annual review of policies to keep them relevant/updated and make them more effective
Trust	➤ Ensure that the Trust Committee carries out its duties and responsibilities in accordance with BSP Circular No. 766 (Guidelines in Strengthening Corporate Governance Practices on Trust, Other Fiduciary Business, and Investment Management Activities) which was approved by the Monetary Board last Aug. 17, 2012.	➤ Address all issues/findings/deficiencies cited in the latest BSP examination

## F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

- Risk Management is an activity that is critical to the Bank's success and the responsibility for managing

risk is shared by each employee. It commences at the highest level of the organization, the Board, and cascades to the line and support functions.

- (b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;
  - ROC does an annual self assessment which is submitted to the Corporate Governance Committee, which in turn, reviews the same and reports its assessment to the Board.
- (c) Period covered by the review;
  - Full year
- (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness;
  - Annually
- (e) Where no review was conducted during the year, an explanation why not.
  - Not applicable as the review is regularly conducted

## 2) Risk Policy

### (a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Credit Risk	The Bank's lending business follows credit policy guidelines set by the ROC and the Board. These guidelines serve as the Bank's minimum standards for extending credit. Everyone engaged in the credit process are required to understand and adhere to these policies.	The Bank provides guidance in the extension of credit to ensure a balance of quality and quantity of credit risk in the context of reward on capital.
Liquidity & Market Risk	<p>Liquidity management emphasizes cashflow management, ability to raise funds, and maintenance of a stock of high quality liquid assets.</p> <p>The Bank follows a prudent policy on managing its assets and liabilities to ensure that exposure to fluctuations in interest rates are kept within acceptable limits.</p> <p>The Bank's policy is to maintain market risk exposures within the approved position, Value-at-Risk (VAR) and loss limits and within existing regulatory guidelines.</p>	<p>The Bank's objective in liquidity management is to ensure that the Bank has sufficient liquidity to meet obligations under normal and adverse circumstances and is able to take advantage of lending and investment opportunities as they arise.</p> <p>The Bank manages its re-pricing gaps and caps its Earnings-at-Risk (EAR) to ensure that earnings do not drastically decline either immediately or over time as a result of adverse movements against its interest rate profile.</p> <p>The Bank's objective in market risk management is to ensure that risk-taking activities are managed within instituted market risk parameters.</p>
Operational Risk	The Bank constantly strives to maintain: a strong "control culture", prudent use of technology, and effective internal	To ensure that the Bank manages all operational risks adequately.

	control system, which are key factors towards continuous self-improvement under a “no surprise” operating environment.	
--	--	--

**(b) Group**

Give a general description of the Group’s risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Not Applicable, i.e. at the parent bank Metrobank’s level		

**(c) Minority Shareholders**

Indicate the principal risk of the exercise of controlling shareholders’ voting power.

Risk to Minority Shareholders
In submitting corporate actions to the stockholders for approval, the Company is bound by the voting requirements of the Corporation Code. In addition, out of the 9 directors in the Board, the company has allocated 3 seats for independent directors, which is more than the minimum of two required by the SEC and BSP regulations. The Independent Directors are independent of management and free from business or other relationship that could, or could reasonably be perceived to; materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director. Independent directors are nominated by stockholders other than the majority stockholders.

**3) Control System Set Up**

**(a) Company**

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Credit Risk	Credit risk control and management tools include product limits, credit scoring models, unique customer and group identification for aggregation of exposures, automated loan grading, 10-point credit rating systems, stress testing models, and external ratings. Aggregate exposures of at least P0.1 billion are placed on a special monitoring. Concentration of risk, by borrower, group of borrower, geographical region and industry sector are monitored on a regular basis. The Bank also performs impairment analyses on loans and receivables, on individual and collective basis in accordance with PFRS.	Product manuals are in place and define the product, business plan, parameters, associated risks and mitigating controls. The system of checks includes multiple approval system, ROC review, Internal Audit, and the BOD - through the ExCom, CreCom and ROC, for sound credit policies and practices.



<p>Liquidity &amp; Market Risk</p>	<p>The main tool that the Bank uses for monitoring liquidity is the Maximum Cumulative Outflow (MCO) report. The Bank also projects liquidity positions under different stress scenarios and has in place a Liquidity Contingency Funding Plan (LCFP), to help evaluate funding needs and response strategies under various conditions.</p> <p>The Bank measures interest rate risk based on earnings perspective through the EAR. It is a management tool that evaluates the sensitivity of the accrual portfolio to expected change in interest rates over the next 12 months. The Bank also performs stress-testing analysis to measure the impact of extreme interest rate movements.</p> <p>Market risk exposures arising from the trading portfolios are measured daily. The Bank has established position, stop loss, loss trigger, and VaR limits for its trading portfolios. Reports are prepared on a daily basis and are also reported to the ROC and BOD on a monthly basis. Stress testing is also conducted, based on historical and ad-hoc rate shocks to estimate potential losses in extreme or crisis situations.</p>	<p>The Bank's risk policies and implementing guidelines are regularly reviewed by the Assets and Liabilities Committee (ALCO), ROC and BOD to ensure that these are up-to-date and in line with changes in the economy, environment and regulations. The ROC and the BOD set the comprehensive market risk limit structure and define the parameters of market activities that the Bank can engage in.</p>
<p>Operational Risk</p>	<p>The Bank continually identifies and assesses operational risks across the organization and develops controls to mitigate and manage them as part of continuing efforts to enhance its Operational Risk Management Framework.</p> <p>In coordination with a network of Risk Delegates from the various business and operating units, Operational Risk Self-Assessments (ORSA) and Key Risk Indicators (KRIs), covering the areas of: People Technology, Regulatory, Financial Control, Products and Sales, Service Delivery, Legal, and External Events, are monitored.</p> <p>The Bank likewise has a Business Continuity Plan and a Disaster</p>	<p>The Board-approved bankwide organizational chart clearly establishes areas of management responsibility, accountability and reporting lines for all its senior officers. Operational risk management policies and frameworks are continuously reviewed and updated, subject to ROC and Board approvals to ensure that they remain relevant and effective.</p> <p>The Bank's products and operating manuals, policies and procedures spell out internal controls implemented by its business and operating support units.</p> <p>Other than Risk Management,</p>

	Recovery Program that are reviewed and tested regularly to ensure their effectiveness in the advent of business disruptions, system failures and disasters.	there are many specialized functions that are also engaged in risk management. These include Information Technology, Information Security, Systems Quality Assurance, Financial Control, Legal, Compliance, Human Resources and Security Command. The Internal Audit Group (IAG) regularly reports to the Board's Audit Committee on the effectiveness of internal controls.
Compliance/Business Risk	On the basis of Severity i.e. adverse impact of violation or non-compliance on the Bank's business and Applicability of such requirements to a particular transaction, process/function or activity or to a particular business/operating unit of the Bank vis-à-vis the nature, frequency and volume/materiality of its transactions, processes/functions or activities, compliance/business risk exposures are already pre-assessed (e.g. Extreme, High, Medium or Low) which dictates the monitoring level, the self-testing frequency & coverage of CO's Independent Compliance Testing (ICT).	3-pronged risk-based compliance risk management, as follows:  1st Prong: Line Units ➤ Day-to-day compliance ➤ Department self-testing and compliance certifications 2nd Prong: Compliance Office ➤ Guidance & education ➤ Independent compliance testing ➤ Issues elevation, reporting and resolution monitoring 3rd Prong: Internal Audit ➤ Independent compliance validation via regular/special audit ➤ Audit reporting

**(b) Group**

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Not Applicable, i.e. at the parent bank Metrobank's level		

**(c) Committee**

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Risk Oversight Committee	The ROC is responsible for the development and oversight of the Bank's risk management program. It reviews and endorses for Board approval the risk management limits, model assumptions,	<ul style="list-style-type: none"> <li>• Identification and evaluation of risk exposures</li> <li>• Development of risk management strategies</li> <li>• Oversee the implementation of the risk management plan</li> <li>• Review and revision of plans</li> </ul>

	<p>methodologies and policies. It oversees the system of limits that the Board delegates to Management and ensures that the system remains effective, the limits are observed, and that immediate corrective actions are taken whenever limits are breached. It reports regularly to the Board and ensures that all it endorses to the Board are consistent with the Bank's overall objectives.</p>	
Executive Committee	<p>The Board – through the Excom, Crecom, and ROC – ensures that all business segments follow sound credit policies and practices.</p> <p>Before extending a loan, the Bank observes a system of checks and balances, including the approval of at least two credit officers through the Crecom, Excom, or the Board.</p>	<p>The Excom and Crecom regularly review and approve credit proposals within their limits. They recommend additional conditions and requirements on loan applications for Board approval.</p>
Audit Committee	<p>Provides independent oversight of internal controls, financial reporting, risk management, ethical environment, compliance with laws and regulations, and the internal and external audit activities.</p>	<p>IAG reports to the AuditCom the results of its independent review of compliance to the Bank's products and operating manuals, policies and procedures which spell out the internal controls implemented by its business and operating support units.</p>
Corporate Governance Committee (CGC)	<p>Oversees the implementation of the Bank's Compliance Program and the performance of compliance function</p>	<ul style="list-style-type: none"> <li>➤ Review, at least annually, the Bank's Compliance Program in accordance with existing regulatory requirements, in support of the Bank's goals and strategies and recommend approval thereof by the Board;</li> <li>➤ Monitor the implementation of the Bank's Compliance Program and ensure that compliance issues are resolved expeditiously;</li> <li>➤ Monitor the Bank's compliance with the applicable laws, regulations and rules of regulatory agencies and recommend to the Board appropriate actions based on the review of the reports submitted to/by Compliance Office;</li> </ul>

		<p>and</p> <ul style="list-style-type: none"> <li>➤ Review the regular reports submitted by Compliance Office as well as reports on significant compliance issues, general status of Bank's level of compliance, relevant regulations, updates and other compliance matters.</li> </ul>
Related Party Transactions Committee (RPTC)	Assists the Board of Directors in ensuring that transactions with related parties are identified, done at arms-length and reviewed in terms of credit, operational and reputational risks.	<ul style="list-style-type: none"> <li>➤ Compliance Office's guidance on RPT proponents for the review and endorsement of RPTs to the RPTC</li> <li>➤ Use of the RPT and DOSRI Determination &amp; Review Checklists facilitates Compliance Office's and the RPTC's review of RPTs</li> </ul>

## G. INTERNAL AUDIT AND CONTROL

### 1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

- (a) Explain how the internal control system is defined for the company;  
Internal control system is defined as the framework under which the policies, procedures, and activities established by management and the board are developed and implemented to manage and control a particular risk or business activity to which the Bank is exposed.
- (b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;  
Based on the Report of the Audit Committee to the Board of Directors (for the year ended 31 December 2012), the Audit Committee reviewed with the Internal Audit Group (IAG) the results of its examinations and evaluations of internal control processes; and monitored and assessed the adequacy and effectiveness of internal control system.
- (c) Period covered by the review;  
The review is for the year ended 31 December 2012.
- (d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system  
Review of internal controls is done by the Audit Committee thru the IAG based on the internal audit reports. Review of control's effectiveness is done per engagement using the IAG's standard audit rating system and the audit programs as criteria.
- (e) Where no review was conducted during the year, an explanation why not. – N/A

### 2) Internal Audit

#### (a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/ Auditing Firm	Reporting process
To provide assurance services – an objective examination of evidence for the purpose of providing an independent assessment on governance, risk management and control processes of the organization.	The scope encompasses, but is not limited to, the evaluation and improvement of the adequacy and effectiveness of the bank's governance, risk management process, and system of internal control to achieve its stated goals and objectives.	In-house	Atty. Emma B. Co	<p>A written report is prepared and issued by the CAE or designee following the conclusion of each audit engagement and distributed to the members of the Board of Directors through the Audit Committee, the President, and other appropriate management personnel.</p> <p>The audit report include management's response and corrective action taken or to be taken in regard to the specific findings and recommendations. Management's response includes a timetable for anticipated completion of actions to be taken and an explanation for any corrective action that will not be implemented.</p>
To provide consulting services which are intended to add value and improve the organization's governance, risk management and control processes without assuming management responsibility. (E.g. counsel, advice, facilitation, and training.)	The nature and scope are agreed with the client	In-house	Atty. Emma B. Co	A written report is prepared and issued by the CAE at the end of each consulting engagement.

- (b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?  
The appointment, replacement or dismissal of the Chief Audit Executive (CAE) is the responsibility of the Audit Committee. Management may appoint, replace or dismiss the CAE subject to the concurrence of the Audit Committee.

The Audit Committee recommends to the Board the appointment, discharge or replacement of external auditors. The committee also approves the in-sourcing and out-sourcing of certain audits or engagements.

- (c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties

and personnel?

The CAE heads the IAG and reports directly/functionally to the Audit Committee and administratively to the President.

The IAG, with strict accountability for confidentiality and safeguarding records and information, is authorized full, free, and unrestricted access to any and all of PSBank records, physical properties, and personnel relevant to carrying out any engagement. IAG also has direct and unrestricted access to senior management, Audit Committee and the Board.

(d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
Myrna Pascual	Retirement
Dennis Bacay	Work abroad
Joseph Unson	Family business
Mercelito Navales	Requested transfer to Branch.
Susan Insigne	Requested transfer to Finance.
Liza Sajonia	Requested transfer to Branch.
Paul Jeffrey Zamoranos	Promotion within IAG.
Cristina Fernandez	Promotion within IAG

(e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit’s progress against plans, significant issues, significant findings and examination trends.

<b>Progress Against Plans</b>	For FY 2012, IAG completed a total of 328 engagements compared to the 280 planned projects. The positive variance was due to the completion of spot audit of branches and ATM Hubs by Branch Audit Division; and special projects completed by Head Office Audit and IT Audit Divisions using buffer man-days (pool of man-days allocated in the audit plan to be available for special projects and client requests’ projects).
<b>Issues</b>	Issues are brought to the attention of the auditee thru the Audit Finding Sheet. Issues are discussed with the auditees during the exit conference.
<b>Findings</b>	Significant findings are reported to the Board thru the Audit Committee, Senior Management and Line Management together with the audit recommendations and management action plans.
<b>Examination Trends</b>	Issues, whether resolved or not at the end of the engagement, are encoded in the Bank’s Exception Management System for proper monitoring, tracking of resolution and building up of issue-database. Regular reporting of the status of unresolved major issues is done by IAG to the Audit Committee.

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings (“examination trends”) based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column “Implementation.”

<b>Policies &amp; Procedures</b>	<b>Implementation</b>
Risk-Based Audit Planning Framework	Implemented
IAG personnel job descriptions	Implemented
IA charter	Implemented
Rules of engagement	Implemented
Engagement planning procedures	Implemented
Audit Fieldwork	Implemented
Reporting process	Implemented
Audit monitoring and follow-up	Implemented
Audit Rating System	Implemented
Working paper guidelines	Implemented

(g) Mechanisms and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company’s shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

<b>Auditors (Internal and External)</b>	<b>Financial Analysts</b>	<b>Investment Banks</b>	<b>Rating Agencies</b>
<p>Presence of an Audit Committee-approved IA charter that provides the following:</p> <ul style="list-style-type: none"> <li>▪ IAG reports functionally to the Audit Committee and administratively to the President.</li> <li>▪ Internal auditors shall have no direct operational responsibility or authority to any of the activities they review.</li> <li>▪ Internal auditors shall not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity which would normally be audited and may impair their judgment.</li> </ul>	<p>The Finance Group, in coordination with other key departments, accommodates requests for information pertaining to the management of the Bank, stockholders rights or any bank related issues. In addition, the Bank ensures that it is transparent to our shareholders by posting the latest public disclosures on the Investor Relations section of its website and press releases.</p>	<p>PSBank engaged the services of investment banks during its Tier 2 Notes issuance in February 2012. Under the terms of agreement, the investment banks - appointed as selling agents - were mandated to ensure that they are fully, completely and exclusively responsible for investor and trade information contained in Tier 2 documents, and that in the performance of their respective functions, they were required to fully comply with the Regulations, including ensuring that the Notes are sold to qualified holders.</p>	<p>PSBank likewise engaged the services of a rating agency as part of its Tier 2 Notes issuance. The rating agency stated its commitment as follows “to express an independent, objective and fair credit opinion, adhering to its credit rating standards and ensuring that the credit rating function shall be performed with utmost professional competence”.</p>
<p>Rotation of internal auditors’ assignments, whenever it is practicable to do so, to prevent potential and actual conflict of interest.</p>			
<p>Persons transferred to or</p>			

<b>Auditors (Internal and External)</b>	<b>Financial Analysts</b>	<b>Investment Banks</b>	<b>Rating Agencies</b>
temporarily engaged by IAG are not assigned to audit those activities they previously had responsibility for at least one year from the date they were reassigned.			
Internal auditors to comply with independence and objectivity guidelines by reviewing and signing the Audit Project Independence Statement at the start of each engagement. If there is a probability that the auditor's independence is impaired at the start or during the course of the engagement, this should be reported to the Audit Dept. Head/Division Head who will reassign the auditor. The signed independence statement is filed with the rest of the engagement working papers.			
The Audit Committee evaluates and determines the non-audit works to be performed by the external auditor. Disallows any non-audit work that will conflict with the external auditor's duties or may pose a threat to his independence. Discloses in the Bank's annual report, non-audit work, if allowed.			
External auditor or its lead audit partner primarily responsible for the audit or review of the Bank's financial accounts is rotated at least once every 5 years or such shorter or longer period provided under applicable laws and regulations.			

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

- Jose T. Pardo, Chairman of the Board
- Pascual M. Garcia (now Vicente R. Cuna Jr.), President

#### **H. ROLE OF STAKEHOLDERS**

1) Disclose the company's policy and activities relative to the following:



	Policy	Activities																				
Customers' welfare	<p><u>PSBank Customer Complaints Management</u></p> <ol style="list-style-type: none"> <li>All customer complaints are handled by Customer Service Division – Service Quality Department.</li> <li>Customers may forward/send their complaints via the ff. channels. Contact information is visibly displayed in the branches and on the bank's website. <ol style="list-style-type: none"> <li>Email <ol style="list-style-type: none"> <li><a href="mailto:customerservice@psbank.com.ph">customerservice@psbank.com.ph</a></li> <li><a href="mailto:servicequality@psbank.com.ph">servicequality@psbank.com.ph</a></li> </ol> </li> <li>SMS <ol style="list-style-type: none"> <li>0939-939 1803</li> </ol> </li> <li>Landline <ol style="list-style-type: none"> <li>Service Quality Department - 885 8208 locals 8324/8322/8375</li> <li>Customer Service Hotline – 845-8888</li> </ol> </li> <li>PSBank Corpsite</li> <li>Mail &lt; Head Office Address&gt;</li> <li>Fax &lt; 845-0048&gt;</li> <li>Over-the-counter at all branches, Customer Service Division, or Head Office units</li> </ol> </li> <li>Complaints are encoded in an automated system known as RUSH.net (Request Using Service Helpdesk) under Customer Issues following a 3 Step Process. Any PSBank employee can encode in the customer's behalf:</li> </ol>	<table border="1"> <thead> <tr> <th colspan="4">CUSTOMER ISSUES PROCESS</th> </tr> <tr> <th>Step</th> <th>ACTIVITY</th> <th>TAT</th> <th>CLUSTER</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Acknowledge</td> <td>Days: 0 Hours: 2 Minutes: 0</td> <td>SERVICE RECOVERY TEAM</td> </tr> <tr> <td>2</td> <td>Resolution</td> <td>Days: 0 Hours: 8 Minutes: 0</td> <td>POOL OF DESIGNATED SENIOR OFFICERS</td> </tr> <tr> <td>3</td> <td>Investigation &amp; XMAN Encoding</td> <td>Days: 0 Hours: 8 Minutes: 0</td> <td>SERVICE RECOVERY TEAM</td> </tr> </tbody> </table> <p>The Customer Issues Process is triggered by customer feedback, issues and complaints encoded in Rush.net that need immediate decision or resolution. It is implemented using 3 steps.</p> <p><b>STEP 1 ACKNOWLEDGEMENT</b></p> <ul style="list-style-type: none"> <li>Customer Issues encoded in Rush.Net will be simultaneously queued to the Service Recovery Team (SRT) cluster and the designated senior officers' cluster.</li> <li>The service recovery team will call the customer to acknowledge receipt of issue and gather additional information if necessary.</li> <li>TAT for this activity is 30 minutes.</li> </ul> <p><b>STEP 2 RESOLUTION</b></p> <ul style="list-style-type: none"> <li>Customer Issues encoded in Rush.Net will be simultaneously</li> </ul>	CUSTOMER ISSUES PROCESS				Step	ACTIVITY	TAT	CLUSTER	1	Acknowledge	Days: 0 Hours: 2 Minutes: 0	SERVICE RECOVERY TEAM	2	Resolution	Days: 0 Hours: 8 Minutes: 0	POOL OF DESIGNATED SENIOR OFFICERS	3	Investigation & XMAN Encoding	Days: 0 Hours: 8 Minutes: 0	SERVICE RECOVERY TEAM
CUSTOMER ISSUES PROCESS																						
Step	ACTIVITY	TAT	CLUSTER																			
1	Acknowledge	Days: 0 Hours: 2 Minutes: 0	SERVICE RECOVERY TEAM																			
2	Resolution	Days: 0 Hours: 8 Minutes: 0	POOL OF DESIGNATED SENIOR OFFICERS																			
3	Investigation & XMAN Encoding	Days: 0 Hours: 8 Minutes: 0	SERVICE RECOVERY TEAM																			

	<p>queued to the Service Recovery Team (SRT) cluster and the designated senior officers' cluster.</p> <ul style="list-style-type: none"> <li>• The designated senior officers are given a 2-hr TAT to encode a decision and mark the activity as done.</li> <li>• An SMS will be automatically sent to the President and Executive Vice President if no decision was encoded and the TAT was breached. <ul style="list-style-type: none"> <li>○ SMS Script – Pending Customer Issue Rush # &lt;rush request number&gt;</li> </ul> </li> <li>• Six senior officers are assigned as the initial members of the pool of designated senior officers' cluster.</li> </ul> <p>STEP 3 INVESTIGATION &amp; ENCODING IN AN AUTOMATED SYSTEM KNOWN AS XMAN (Exception Management)</p> <ul style="list-style-type: none"> <li>• Full investigation of the Customer Issues will be conducted.</li> <li>• Complete details of the investigation are gathered and encoded in XMAN (Exception Management System), an automatic system for tracking exceptions in bank operations.</li> <li>• Assignment and completion of resolution will be tracked thru XMAN.</li> <li>• Closure of the Customer Issues is completed in XMAN.</li> <li>• TAT for this activity is 8 hours.</li> </ul> <p>4. A summary report on customer complaints received is sent to the President, EVP, BBG Head, LOG Head on a daily basis.</p>
Supplier/contractor selection practice	<p>Risk-based Outsourcing and Accreditation policies &amp; procedures</p> <ul style="list-style-type: none"> <li>➤ Preparation by the proponent units of the documentary requirements set forth in the Bank's Outsourcing &amp; Accreditation Policies &amp; Procedures</li> <li>➤ Review by Compliance Office of the completeness and propriety of the submitted documentary requirements vis-à-vis requirements set forth by the BSP for entering into outsourcing arrangements</li> <li>➤ Review by the Bank's Legal Department of the proposed Service Level Agreements or Memorandum of Agreements vis-à-vis the Bank's standards</li> <li>➤ Review and endorsement of all such outsourcing proposals and renewals by the Bank's Outsourcing Oversight Committee (OOC), a Management-level committee</li> <li>➤ Approval of the Board of Directors (for new proposals) or the President (for renewals) as endorsed by the OOC</li> <li>➤ Periodic performance evaluation/appraisal of the Bank's service providers</li> </ul>

<p>Environmentally friendly value-chain</p>	<p><u>WE S.A.V.E. Program</u></p> <p>WE S.A.V.E., which stands for “We Safeguard and Value the Environment”, is an environmental awareness campaign that aims to mobilize PSBankers to avoid waste, conserve resources and, ultimately, save the environment for the future generation.</p>	<p>The program was launched last June 5, 2012, World Environment Day, through an environmental film showing and exhibit of PSBank Eco-Art Contest entries. The contest had the theme “Small things you can do at work to help the environment.”</p>
<p>Community interaction</p>	<ol style="list-style-type: none"> <li>1. PSBank Educational Assistance Program</li> <li>2. Save It Forward (SIF) Program</li> <li>3. World Vision, Resources for the Blind and the Chosen Children Village Foundation</li> <li>4. Operation Smile</li> <li>5. Share-A-Gift program to 3 charitable institutions – Concordia Children Services (which shelters abandoned and orphaned children and provides support to urban poor or street children in the elementary and high school level); Asociacion de Damas Filipinas (which runs a temporary shelter and day care center for orphans); and Chosen Children Village (home to abandoned children who are mentally and/or physically challenged)</li> <li>6. Annual Search for the Country’s Outstanding Police Officers in Service (COPS) – which has already recognized 98 outstanding policemen and women since 2002.</li> </ol>	<ul style="list-style-type: none"> <li>➤ Scholarship programs for indigent but deserving students from member-schools of the Association of Chinese-Filipino Schools in the Philippines, and indigent &amp; visually-impaired children from World Vision and Resources for the Blind</li> <li>➤ Annual financial assistance to the 3 child-friendly organizations i.e. for children who are either special, abandoned or orphaned</li> <li>➤ Corporate and employee donations to fund the corrective surgeries of 43 children born with cleft lip, cleft palate and other facial deformities</li> <li>➤ Donation of pre-loved toys, clothes and supplies</li> <li>➤ Annual financial grant to the annual search, a partnership with Metrobank Foundation, Rotary Club of New Manila East and PNP.</li> </ul>
<p>Anti-corruption programmes and procedures</p>	<p>No specific anti-corruption programs and procedures but this is already captured in the Bank’s Policy &amp; Procedures re: Reporting of Impropriety or Malpractice which is the Bank’s “Whistle Blowing” policy</p>	<ul style="list-style-type: none"> <li>➤ Reporting of noted improprieties/malpractices by discovering personnel/informant whereby all employees of the Bank are duty-bound to report such and failure to report is a punishable administrative offense</li> <li>➤ Receipt of such report by the informant’s Group Head, HRG Head or the Internal Audit Group (IAG) Head</li> <li>➤ Investigation of IAG</li> <li>➤ Disciplinary due process in accordance with the Bank’s Code of Conduct</li> <li>➤ Reward system for reporting personnel as may be recommended by the IAG Head if the incident resulted to actual or potential monetary/non-monetary loss to the Bank</li> </ul>

Safeguarding creditors' rights	The Bank safeguards creditor's right by complying to BSP circular 454, which provides guidelines on unfair collection practices.	Observance of KYC practices and confidentiality during the collection calls.  Adherence to the guidelines set by BSP with regard to collection activities.
--------------------------------	--	--

Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?  
 ➤ Yes.

2) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare?

The Bank provides the below listed health benefits per policy.

- Health card for employees and declared dependents
- Medical Subsidy for employees
- Hospital Cash assistance for employees
- Maternity Benefit
- Leave credits for vacation, sickness and emergencies

Subject to Management approval, the Bank also facilitates vaccination programs (flu, cervical, hepatitis, pneumococcal, etc) annually at lower costs and at staggered payment scheme.

In view of promoting safety and wellness of the employees, the Bank also has the following initiatives:

- Complies with the annual fire drill to ensure that all employees are prepared during emergency cases
- Regular maintenance of critical equipments like the elevators, generator sets and air-conditioning systems to ensure that occupants are comfortably served well and safe
- Completion of the rehabilitation of the electrical system of the head office building
- On-going rehabilitation of the centralized air-conditioning systems
- Purified water is made available to all employees
- A housekeeping team by a service provider helps ensure the building and branch premises are clean
- Implemented the no smoking policy within the building in coordination with HRG
- 24-hour security at the head office and selected branches; placement of security alarms

(b) Show data relating to health, safety and welfare of its employees.  
 Per SEC, no specific data is required.

(c) State the company's training and development programmes for its employees. Show the data.

The Bank provides the below listed training and development programs.

- New Employees Orientation (NEO) – provided to all newly hired employees
- Staff Professional Enhancement and Educational Development (SPEED) program
- Compliance Training (i.e. AMLA)
- Systems Training
- Functional/Technical Training
- Product Knowledge Orientation
- Behavioral Training (Effective Leadership; Train the Trainers Workshop, etc.)
- Branch Operations Training for (Customer Service Associates; Branch Service and Control Officers and Branch Heads)

Per SEC, no specific data is required.

(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures

The Bank provides the below listed programs to its deserving employees.

- Performance Based Merit Increase (MI) program
- Annual and Quarterly Incentive scheme
- Annual and Quarterly Recognition program thru the President's Cup
- Promotions

3) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.

As mentioned above, an employee who comes to know about an illegal activity, malpractice and/or unethical behavior which are considered violations of the Bank's Code of Conduct should report to proper authorities, otherwise the same becomes a violation of the Code of Conduct itself.

As far as possible, the identity of the employee is held confidential unless it becomes in itself a violation of the rights of the other. And, when that happens the Bank sees to it that the rights of the whistle blower are protected, including that of retaliatory acts by the complained employee.

## I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
Metropolitan Bank and Trust Co. Metrobank Plaza, Gil Puyat Avenue, Makati City (Parent Company of PSBank)	182,535,895	75.977%	Arthur V. Ty (Chairman of Metrobank)
PCD Nominee Corporation 37 <sup>th</sup> Floor, Enterprise Bldg., Tower 1, Ayala Avenue, Makati City	15,016,166	6.250%	Various Stockholders via PCD
Danilo L. Dolor # 56 Tamarind Rd., Forbes Park, Makati City	12,610,891	5.249%	Danilo L. Dolor

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy - referred to as reporting of violations in the PSBank AR	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	Yes

Attendance details of each director/commissioner in respect of meetings held	Yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

3) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
SGV and Company	Php2,000,000.00	Php2,251,600.00

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

- Branches, ATMs, Customer Updates newsletter, Statements of Account, SMS and e-mail blasts, Annual Report, Corporate Website, Flyers, Brochures, Sales Kits, Media Releases, PSE disclosures

5) Date of release of audited financial report:

- 19 April 2013 and 27 April 2012

6) Company Website

- [www.psbank.com.ph](http://www.psbank.com.ph)

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT

RPT	Relationship	Nature	Value (In thousands of PHP)
Retirement Benefit Funds	Retirement Benefit Funds	Equity Investment with PSBank	530,075
		Deposit Liabilities	731
		Dividends Earned	9,194
		Gain on Sale of Equity Securities	14,500
		Equity Investment to Sumisho Motor Financing Corporation	200,000

Metropolitan Bank and Trust Company	Significant Investor	Due from other banks	834,246
		Accounts Receivable	2,945
		Property Plant and Equipment	73,783
		Miscellaneous Assets-security deposit	3,945
		Accrued other expense payable	67,599
		Miscellaneous liabilities-security deposit	6,100
		Outright purchases of investments	900,000
		Outright sales of investments	1,530,800
		Interest Income	37,282
		Rental Income	22,481
		Information technology expense	76,039
		Trading gains	164,526
		Guarantees and commitments	5,526
		Investment securities pledge by the Bank to secure payroll	50,000
		Government securities assigned to the Bank to secure Bank's deposit to MBTC	3,000,000
		Toyota Financial Services Philippines Corporation	Associate
Deposit Liabilities	2,309		
Share in net income	49,255		
Interest expense-deposit	27		
Sumisho Motor Financing Corporation	Joint Venture	Accounts Receivable	1,178
		Equity investment	666,189
		Deposit Liabilities	712,233
		Miscellaneous liabilities-security deposit	2,068
		Rental Income	9,605
		Share in net loss	(48,707)
		Interest expense-deposit	34,138
First Metro Investment Corp	Other Related Party	Interbank Loans Receivables	500,000
		Accrued interest receivables	

			201
		Deposit Liabilities	600,025
		Outright purchases of investments	5,250,000
		Outright sales of investments	3,650,000
		Interest Income	9,299
		Interest expense-deposit	51,010
		Trading gains	468,490
Metrobank Card Corporation	Other Related Party	Accounts Receivables	400
		Deposit Liabilities	38,185
		Interest Income	37
		Bank Commission	6,286
		Interest expense-deposit	32
Philippine Axa Life Insurance Corp	Other Related Party	Accounts Receivables	338
		Deposit Liabilities	100,220
		Accrued Other Expense Payable	6,629
		Rental Income	21,626
		Insurance expense	3,166
		Interest expense-deposit	1,374
First Metro Asset Mgt. Inc.	Other Related Party	Accounts Receivables	140
		Miscellaneous liabilities-security deposit	221
		Rental Income	1,605
First Metro Asset Mgt. Inc.	Other Related Party	Accounts Receivables	411
		Deposit Liabilities	2,314
		Miscellaneous liabilities-security deposit	474
		Rental Income	2,447
		Interest expense-deposit	279
Philippine Charter Insurance Corp	Other Related Party	Prepaid expense-insurance	8,957
		Insurance expense	25,102
		Interest expense-deposit	52



Federal Brent Retail, Inc.	Other Related Party	Misc. Assets – Security Deposit	333
Horizon Land Property Development Corporation	Other Related Party	Misc. Assets – Security Deposit	593
Orix Metro Leasing & Finance Corp.	Other Related Party	Deposit Liabilities	5,190
		Interest Income	131
		Interest expense-deposit	1
First Metro Save & Learn Balanced Fund	Other Related Party	Deposit Liabilities	856
		Interest expense-deposit	12
First Metro Save & Learn Equity Fund	Other Related Party	Deposit Liabilities	1,203
		Interest expense-deposit	1,157
First Metro Save & Learn Fixed Income Fund	Other Related Party	Deposit Liabilities	326
		Interest expense-deposit	339
First Metro Save and Learn - Money Market Fund	Other Related Party	Deposit Liabilities	90,374
		Interest expense-deposit	3,950
Lexus Manila, Inc.	Other Related Party	Deposit Liabilities	5,028
		Interest expense-deposit	1,557
SMBC Metro Investment Corp.	Other Related Party	Deposit Liabilities	17,000
		Interest expense-deposit	11,322
Taal Land, Inc.	Other Related Party	Deposit Liabilities	45,549
		Interest expense-deposit	1,838
Toyota Motor Phil. Corp.	Other Related Party	Deposit Liabilities	316,187
		Interest expense-deposit	176,428
Toyota San Fernando Pampanga, Inc.	Other Related Party	Deposit Liabilities	5,879
		Interest expense-deposit	2,323
Orix Rental Corporation	Other Related Party	Interest expense-deposit	405
Casa Medica Inc	Other Related Party	Outstanding Loan	200
		Allowance for loan losses	25
		Interest Income-loans	22

Batangas Sugar Central Inc	Other Related Party	Outstanding Loan	498,818
		Allowance for loan losses	331,975
		Interest Income-loans	54,089
Galicia, Joan Grace U.	Other Related Party	Outstanding Loan	809
		Interest Income-loans	94
Pastor, Agustin Jr. B	Other Related Party	Outstanding Loan	1,000
		Interest Income-loans	71
Bautista, Marie Dell L.	Other Related Party	Outstanding Loan	500
		Interest Income-loans	62
Key Management Personnel	Key Management Personnel	Short term employee benefits	183,888
		Post employment pension benefits	6,034
		Directors Fees	12,862
		Outstanding Loan	16,227
		Allowance for loan losses	162
		Interest Income-loans	1,382

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

Please refer to the Bank's policies & procedures in the handling of RPTs as earlier discussed in item B. 4) (a).

## J. RIGHTS OF STOCKHOLDERS

### 1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

#### (a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

<b>Quorum Required</b>	Under Sec. 5.04 of the Amended Code of By-Laws, the quorum at any meeting of the stockholders as of record shall consist of the majority of stock entitled to vote represented in person or by proxy; less than a quorum may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice; unless there be a quorum at such meeting no business may be transacted.
------------------------	---

#### (b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

<b>System Used</b>	Under Sec. 5.05 of the Amended Code of By-Laws, at any stockholders' meeting, voting shall be by shares of stock and not "per capita" unless the
--------------------	--

	law provides otherwise. Cumulative voting shall be used in the election of the members of the Board of Directors and in ratifying corporate acts.
<b>Description</b>	As stated in the 2012 Definitive Information Statement (DIS) Item 10. Voting Procedures: 1) Majority vote is required for the approval of the Minutes of the Annual Meeting of Stockholders and confirmation of all acts of the Board of Directors, the Executive Committee and the Management. 2) Majority vote is required for the election of a member of the Board of Directors. Cumulative voting is allowed provided that the total votes cast by a stockholder shall not exceed that number of shares registered in his name in the books of the bank as of the record date multiplied by the whole number of directors elected. 3) Every stockholder entitled to vote on the particular question or matter involved shall be entitled to one vote (1) vote for each share of stock in his name. Voting shall be made <i>viva voce</i> , through the raising of hands, and counted manually by the Corporate Secretary, unless there is a motion duly made and seconded for voting to be made via balloting.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
None	None

Dividends

Declaration Date	Record Date	Payment Date
January 24, 2012	March 8, 2012	March 23, 2012
April 27, 2012	June 7, 2012	June 25, 2012
July 23, 2012	September 11, 2012	September 26, 2012
October 23, 2012	December 27, 2012	January 14, 2013

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
Open Forum	Right after the presentation of the annual report to the stockholders, the President opens the floor and invites the stockholders for an open discussion on any issues / concerns / comments / feedbacks they want to raise to the Board / top management.

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:  
a. Amendments to the company's constitution – All amendments to the Bank's By-Laws are either

- approved during the ASM or through a Special Stockholders meeting organized for the purpose of discussing the proposed amendments. Per Article XVI of the Bank's By-Laws, the By-Laws may be amended or repealed, or new By-Laws adopted by majority vote of the Board of Directors and the owners of at least a majority of the outstanding capital stock, at a regular or special meeting duly called for the purpose. The owners of two-thirds (2/3) of the outstanding capital stock, however, may delegate this power to the Board of Directors.
- b. Authorization of additional shares – same as item a.
  - c. Transfer of all or substantially all assets, which in effect results in the sale of the company – same as item a. – same as item a.
3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? Yes
    - a. Date of sending out notices: 2 April 2012 and 26 March 2013
    - b. Date of the Annual/Special Stockholders' Meeting: 27 April 2012 and 19 April 2013
  4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

#### **Questions and Answers at the 2013 ASM**

A stockholder, Philip Turner, asked if PSBank checks its ATM machines at least once a day to ensure safe and efficient operations. President Garcia said that as early as December 2011, the Bank already placed a number of ATM protection measures, supported by a computer program. Because of this, the Bank was able to intercept three attempts to compromise the ATMs. Up to now, none of the ATMs have been compromised.

The second question asked, also by Mr. Turner, concerned earnings posted in AFS and asked why this did not translate to an increase in net income, particularly comprehensive income. President Garcia explained that the comprehensive income is an estimated value of the direct and indirect income from the investment portfolio in a particular year. This is affected only by the valuation of the investments or their marked-to-market value.

Lastly, Mr. Turner asked about the loan portfolio of the Bank particularly the small amount of collaterals that are indicated in the financial statements. President Garcia responded by stating that PSBank extends small loans like personal loans to its clients and these are unsecured. As the loan portfolio grows, the unsecured portion also grows. The Bank also lends to large corporations and these are also on an unsecured basis. The level of the Bank's total loan portfolio may increase or decrease depending on the level of the Bank's activity. However, he assured Mr. Turner that loans in PSBank are managed very well with NPL levels at less than 1% even with the application of new NPL rules by the BSP in the first quarter of 2013.

#### **Questions and Answers at the 2012 ASM**

A stockholder, Philip Turner, noted PSBank's surplus of Php 6.9 billion in its annual report and requested for an explanation on the deduction amounting to Php 144 million. SVP and Chief Finance Officer Perfecto Ramon Z. Dimayuga, Jr. explained that the deduction represents dividends that are still subject to Bangko Sentral ng Pilipinas (BSP) approval.

The second question raised, also by Mr. Turner, pertained to remittance services that PSBank extends to its customers. President Garcia responded by stating the Bank receives remittances from customers in other parts of the world through remittance companies that have tie-ups with the Bank. He further noted that the remittance service of the Bank requires that fund beneficiaries go through mandated identification checks.

Another stockholder, Atty. Elias Dulalia congratulated the Board for their good performance and suggested that it may be good for the directors to give advice to President Aquino on how best to manage the country's natural resources. The Chairman thanked Atty. Dulalia and noted his comments.

Lastly, Mr. Turner asked about a commercial bank that has been recently opening many branches in the country. President Garcia replied that while the commercial bank and PSBank have similar products, PSBank continues to build on its own strengths. He added that while the management recognizes new competitors, PSBank continues to have very positive prospects.

5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolutions (2013)	Approving	Dissenting	Abstaining
1. Approval of the Minutes of the ASM held last 27 April 2012	Majority	None	None
2. Annual Report to the Stockholders	Majority	None	None
3. Confirmation of all acts of the BOD, the Executive Comm and the Management	Majority	None	None
4. Appointment of the External Auditor	Majority	None	None
5. Election of the members of the BOD	Majority	None	None

Resolutions (2012)	Approving	Dissenting	Abstaining
1. Approval of the Minutes of the ASM held last 4 April 2011	Majority	None	None
2. Annual Report to the Stockholders	Majority	None	None
3. Confirmation of all acts of the BOD, the Executive Comm and the Management	Majority	None	None
4. Appointment of the External Auditor	Majority	None	None
5. Election of the members of the BOD	Majority	None	None

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:  
27 April 2012 via PSE Odisy and 19 April 2013 via PSE Odisy

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
None	N/A

(f) Stockholders' Attendance

- (i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	1. Jose T. Pardo 2. Arthur V. Ty 3. Vicente R.	19 April 2013	Cumulative Voting			75.98%

	Cuna Jr. 4. Samson C. Lim 5. Jeanne Frances T. Chua 6. Ma. Theresa G. Barretto 7. Margaret T. Cham 8. Joaquin Aligguy 9. Benedicto Jose R. Arcinas 10. All PSBank officers with a rank of AVP and up				
Annual	1. Jose T. Pardo 2. Arthur V. Ty 3. Pascual M. Garcia III 4. Samson C. Lim 5. David T. Go 6. Ma. Theresa G. Barretto 7. Margaret T. Cham 8. Joaquin Aligguy 9. Benedicto Jose R. Arcinas 10. All PSBank officers with a rank of AVP and up	27 April 2012	Cumulative Voting		78.26%

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs? – The Bank uses Cumulative Voting in the ASM.

(iii) Do the company’s common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares. – Yes.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders’ Meeting. (from 2012 DIS)

Company’s Policies	
Execution and acceptance of proxies	At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact, on forms prescribed by the Board of Directors and sealed with the corporate seal, at his request, shall be furnished by the Secretary of the Bank
Notary	Not required

Submission of Proxy	Shall be filed with the Secretary before or at the time of the meeting.
Several Proxies	Last submission shall be recognized.
Validity of Proxy	Proxies should be acknowledged before the Secretary of the Bank or a notary public
Proxies executed abroad	At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact, on forms prescribed by the Board of Directors and sealed with the corporate seal, at his request, shall be furnished by the Secretary of the Bank
Invalidated Proxy	These may be unsigned proxies or those with incomplete information.
Validation of Proxy	The Presiding Officer shall not be required to recognize the proxies executed on forms not furnished by the Secretary unless he is satisfied of the authenticity. His decision is final.
Violation of Proxy	None noted.

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
Given by registered mail, at least 5 days before such meeting and shall be considered complete upon deposit in the post office, postage pre-paid, addressed to each stockholder as his last know place of residence appearing on the book of the Bank of a sealed envelope containing written or printed notice stating the date, hour, and place of such meeting	Sending out of DIS copies to all stockholders as of the record date no less than 21 days prior to the ASM

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	1,615 for 2013; 1,661 for 2012
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	26 March 2013 for 2013; 2 April 2012 for 2012
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	26 March 2013 for 2013; 2 April 2012 for 2012
State whether CD format or hard copies were distributed	Hard copies
If yes, indicate whether requesting stockholders were provided hard copies	Yes

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	Yes
--	-----

Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	Yes
Documents required for proxy vote.	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

## 2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
	<p>Under Section 6 (Shareholders' Benefit) of the Bank's Manual on Corporate Governance, the Bank recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. Therefore the following provisions are issued for the guidance of all internal and external parties concerned, as governance covenant between the company and all its investors:</p> <p><b>6.1 INVESTORS' RIGHTS AND PROTECTION</b></p> <p><b>6.1.1 Rights of Investors/Minority Interests stockholders:</b></p> <p><b>6.1.2 Voting Right</b></p> <p><b>6.1.2.1</b> Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.</p> <p><b>6.1.2.2</b> Cumulative voting shall be used in the election of directors.</p> <p><b>6.1.2.3</b> A director shall not be removed without cause if it will deny minority shareholders representation in the Board.</p> <p><b>6.1.3 Pre-emptive Right</b></p> <p>All stockholders shall have pre-emptive rights, unless the same is denied in the articles of incorporation or an amendment thereto. They shall have the right to subscribe to the capital stock of the Corporation. The Articles of Incorporation shall lay down the specific rights and powers of shareholders with respect to the particular shares they hold, all of which shall be protected by law so long as they shall not be in conflict with the Corporation Code.</p> <p><b>6.1.4 Power of Inspection</b></p> <p>All shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code and shall be furnished with annual reports, including financial statements, without cost or restrictions.</p> <p><b>6.1.5 Right to Information</b></p> <p><b>6.1.5.1</b> The Shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the company's shares, dealings with the company, relationships among directors</p>



and key officers, and the aggregate compensation of directors and officers.

6.1.5.2 The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.

6.1.5.3 The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".

#### 6.1.6 Right to Dividends

6.1.6.1 Shareholders shall have the right to receive dividends subject to the discretion of the Board.

6.1.6.2 The company shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid- in capital stock, except: a) when justified by definite corporate expansion projects or programs approved by the Board or b) when the corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probable contingencies.

#### 6.1.7 Appraisal Right

The shareholders' shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:

- In case any amendment to the articles of incorporation has the class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and
- In case of merger or consolidation.

6.1.8 It shall be the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights and allow possibilities to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions subject to legal constraints.

(b) Do minority stockholders have a right to nominate candidates for board of directors?

- Yes. Voting procedures allow minority stockholders to influence Board composition i.e. nominate candidates to the Board.

## K. INVESTORS RELATIONS PROGRAM

- 1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

- The Bank's external and internal communications policy is contained in the Corporate Communications Manual, which was approved by the Board in 2009. The contents of the manual are periodically reviewed and are now due for updating / revision. Major company announcements are reviewed and approved by the SVP/Chief Finance Officer and the President.
- 2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objectives	To continually build up the trust and confidence of stakeholders; being fair and transparent in all dealings; provide reliable and better service in response to the ever-growing expectations of customers; and working with integrity and accountability.
(2) Principles	Striving for higher standards and pursue new approaches ensure greater transparency and integrity in all endeavors.
(3) Modes of Communications	PSE Odisy, Media Releases, Annual Report, Corporate Website, Mails
(4) Investors Relations Officer	Perfecto Ramon Z. Dimayuga Jr.

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets? – The Bank conducts due diligence for extraordinary transactions and may engage the services of the financial advisor in the process. The emphasis is always in areas of possible synergy and benefits to the institution, while maintaining strict adherence to regulatory rules and regulations. The Bank also looks into the long-term prospects of a prospective investment or transaction, and the compliance of the new venture to regulations in its own industry.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price. – The appointment of third parties is dependent on the requirements of the transaction. Among the firms that PSBank has engaged in past transactions include KPMG and ING Bank. However, the transactions ultimately did not push through due to reasons beyond the control of the Bank.

#### L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
<p><b>Donation to Operation Smile's 30<sup>th</sup> anniversary mission</b></p> <p>PSBank and its employees pooled financial resources to fund the corrective surgeries of 43 children born with cleft lip, cleft palate and other facial deformities.</p> <p>A donation of Php648,000 was turned over to Operation Smile which marked its 30th anniversary in 2012. Of the total amount, PSBank donated Php450,000 while employees raised Php198,000 from individual pledges and salary deductions.</p>	Operation Smile
<p><b>PSBank Educational Assistance Program</b></p> <p>Since 2008, we have been extending scholarships to 40 elementary and high school students from the Association of Chinese-Filipino Schools in the Philippines (ACFSP) and 10 college students from the Chiang Kai Shek College. This is done under the</p>	<p>Association of Chinese-Filipino Schools in the Philippines (ACFSP)</p> <p>Chiang Kai Shek College</p>

PSBank Educational Assistance Program. In 2012, we increased the number of scholars to 41.	
<b>Save It Forward scholars</b>  We also sustained our support to scholars under our Save It Forward (SIF) program. A total of 22 scholars have already graduated from elementary and high school since SIF started in 2009. The program continues to benefit 74 scholars from World Vision Development Foundation, Inc. and Resources for the Blind, Inc.	World Vision, Resources for the Blind
<b>Annual support to child-friendly agencies</b>  Aside from our scholarship programs, we also sustained our annual financial assistance to three child-friendly organizations: World Vision, Resources for the Blind, and the Chosen Children Village Foundation. This would go a long way in taking care of children who are special, abandoned or orphaned.  <b>Country's Outstanding Police Officers in Service (COPS)</b>  We remained a program partner in the annual Search for the Country's Outstanding Policemen in Service (COPS), which has already recognized 98 outstanding policemen and women since 2002.  As our financial performance strengthens in the coming years, so will our commitment to sustaining our corporate social responsibility programs and reaching out to more underprivileged sectors of society.	World Vision, Resources for the Blind and Chosen Children Village Foundation  The program is an initiative of Metrobank Foundation and PSBank is a program partner, together with Rotary Club of New Manila East and PNP.

#### M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	Annual performance evaluation of the Board as a Body is handled by the Corporate Governance Committee (CGC) using a checklist scorecard accomplished by each of the CGC members whereby ratings are averaged to get the overall performance ratings. Results are then reported to the Board of Directors.	Ratings ranging from 1 – 5 (with 1 as the lowest and 5 as the highest) in the following component areas: <ul style="list-style-type: none"> <li>○ Composition &amp; Skills</li> <li>○ Independence</li> <li>○ Roles &amp; General Responsibilities</li> <li>○ Specific Duties &amp; Responsibilities</li> <li>○ Resources</li> <li>○ Performance</li> <li>○ Board Committees</li> </ul>
Board Committees	Annual performance evaluation of each of the Board Committees is handled by the concerned committees using a checklist scorecard accomplished by each of the committee members whereby	Ratings ranging from 1 – 5 (with 1 as the lowest and 5 as the highest) in different component areas applicable to each of the Board Committees

	ratings are averaged to get the overall performance ratings and reviewed by the CGC. Results are then reported to the Board of Directors.	
Individual Directors	Annual performance evaluation of the individual directors is handled on a self-rating basis using a checklist scorecard accomplished by each of the directors whereby ratings are averaged to get the overall performance ratings and reviewed by the CGC. Results are then reported to the Board of Directors.	Ratings ranging from 1 – 5 (with 1 as the lowest and 5 as the highest) in the following component areas: <ul style="list-style-type: none"> <li>○ Duty of Obedience</li> <li>○ Duty of Diligence</li> <li>○ Duty of Loyalty</li> </ul>
CEO/President	As provided in the Nominations Committee Charter, the CEO appraisal is being done by the Nominations Committee.	

#### N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

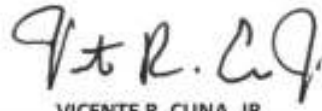
Violations	Sanctions
Violations by directors, officers, management and employees on any of the provisions of the Bank's Corporate Governance Manual.	<p>The following penalties shall be imposed after notice and hearing:</p> <ul style="list-style-type: none"> <li>• In case of first violation, the subject person shall be reprimanded.</li> <li>• Suspension from office shall be imposed in case of second violation. The duration of the suspension shall depend on the gravity of the violation.</li> <li>• For third violation, the maximum penalty of removal from office shall be imposed and payment of penalties that maybe imposed by concerned regulating bodies.</li> </ul> <p>The commission of a third violation against the Bank's CG Manual by any member of the Board or officer shall be a sufficient cause for removal from directorship or officership.</p> <p>The Corporate Governance Committee shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board.</p>

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_.

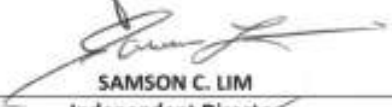
SIGNATURES




JOSE T. PARDO  
Chairman of the Board



VICENTE R. CUNA, JR.  
President



SAMSON C. LIM  
Independent Director



BENEDICTO JOSE R. ARCINAS  
Independent Director



GILBERT L. NUNAG  
Compliance Officer

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of JUN 25 2013, 20\_\_ , affiant(s) exhibiting to me their \_\_\_\_\_, as follows:

NAME	Passport No.	Date of Issue
JOSE T. PARDO	EB6622316	October 23, 2012
SAMSON C. LIM	XX2935299	February 4, 2009
BENEDICTO JOSE R. ARCINAS	EB0195536	May 7, 2010
VICENTE R. CUNA, JR.	SSS No. 33-2906310-7	N/A
GILBERT L. NUNAG	Driver's License No. K02-04-108323	Feb. 11, 2013

**ATTY. JOSE HERNANDEZ DY**  
**NOTARY PUBLIC**  
Commission No. M-38 Until Dec. 31, 2014  
PTR No. 4467024 - Mna; 1-02-13  
IBP No. 836558 - Mla; 1-02-13  
Roll No. 25059; Makati City

Doc No. 95  
Page No. 19  
Book No. DXCV  
Series of 2013