

CORPORATE GOVERNANCE MANUAL FOR THE YEAR 2015

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I. OBJECTIVE AND COMMITMENT

EAST WEST BANKING CORPORATION (the Bank) understands that it is paramount to set the kind of corporate governance needed in the attainment of the Bank's corporate goals.

The **Corporate Governance Manual** (the Manual) was designed to define the framework of rules, systems and processes that governs the performance of the Board of Directors (the "Board") and Management. It establishes the structure by which the Bank executes and carries out its Corporate Governance. This serves as reference by all the members of the Board as well as its Management in the conduct of their duties and responsibilities.

The provisions in this Manual are based and premised on the Corporation Code of the Philippines, Securities Regulations Code, SEC Memorandum Circular No. 6, series of 2009 on the *Revised Code of Corporate Governance*, SEC Memorandum Circular No. 9 series of 2011 on the *Term Limits for Independent Director*, SEC Memorandum Circular No. 9 series of 2014 on the *Amendment to the Revised Code of Corporate Governance* and relevant provisions from BSP Circular No. 749 dated 27 February 2012 as amended by BSP Circular No. 757 dated 08 May 2012 on the *Guidelines in Strengthening Corporate Governance in BSP Supervised Financial Institutions*.

The Board of Directors and Senior Management of the Bank hereby commit themselves to the principles and best practices contained in this Manual.

II. BOARD GOVERNANCE

1. Definition of Corporate Governance

Corporate Governance is the framework of rules, systems and processes in the corporation that governs the performance of their respective duties and responsibilities to stockholders and other stakeholders which include, among others, customers, employees, suppliers, financiers, government and community in which it operates.

2. Board of Directors

2.1. Definition

The Board is the governing body elected from and among the stockholders of the Bank, exercises corporate powers of the Bank, conducts all its businesses and control and holds its properties..

2.2. Composition/ Limitation

The number of directors of the Bank shall be nine (9). The Bank shall have at least two (2) independent directors or such number of independent directors that will constitute at least twenty percent (20%) of the total Board membership.

Compliance with the principles of good corporate governance shall start with the Board.

2.3. Board Meetings

The Board shall hold a meeting for organizational purposes immediately after their election, of which no notice shall be required. Thereafter, the Board shall hold its regular meetings at least once every quarter of each calendar year on such dates as may be fixed by the Board at the principal office of the Bank or at such other place within the Philippines as may be fixed by the Board.

Special meetings of the Board of Directors may be called at any time by the Chairman or by the President or on written request of at least a majority of the Directors. Only one day notice shall be required for any meeting of the Board and can be made either orally or in writing.

In all meetings wherein there are participants who cannot physically present either because they are located at different local or international places, the meeting may be held through teleconferencing or videoconferencing subject to the compliance with the requirements provided for in the Bank's By-Laws.

2.4. Quorum Requirement

A majority of the Directors shall constitute a quorum to do business and every decision of the majority of the quorum duly assembled as a Board shall be valid as an act of the entire Board.

To monitor the Directors' compliance with the attendance requirements, the Bank shall submit to the Securities and Exchange Corporation (SEC), on or before January 30 of the following year, a sworn certification of the record of attendance of Directors in Board meetings.

2.5. General Responsibilities

It shall be the Board's responsibility to foster the long-term success of the Bank and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Bank, its shareholders and other stakeholders, namely, its depositors and other creditors, its management and employees, the regulators and government, the community where it operates and the public in general. The board shall conduct itself with utmost honesty, integrity and transparency in the discharge of its duties, functions and responsibilities.

The Board is primarily responsible for approving and overseeing the implementation of the Bank's strategic objectives, risk strategy, corporate governance and corporate values, including the means to effectively monitor senior management's performance.

The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

2.6. Specific Duties and Functions

To ensure a high standard of best practice for the Bank, its stockholders and other stakeholders, the Board shall:

- a. Approve and monitor the implementation of strategic objectives;

- b. Approve and oversee the implementation of policies governing major areas of banking operations;
- c. Approve and oversee the implementation of risk management policies;
- d. Oversee selection and performance of Directors and Senior Management and adopt an effective succession planning program;
- e. Consistently conduct the affairs of the institution with a high degree of integrity;
- f. Define appropriate governance policies and practices for the Bank and for its own work and establish means to ensure that such are followed and periodically reviewed for ongoing improvement;
- g. Constitute committees to increase efficiency and allow deeper focus in specific areas.

An independent director who is a member of any committee that exercises executive or management functions that can potentially impair such director's independence cannot accept membership in committees that perform independent oversight/control functions such as the Audit, Risk Oversight and Corporate Governance and Compliance committees, without prior approval of the BSP's Monetary Board.

- h. Effectively utilize the work conducted by the internal audit, risk management and compliance functions and the external auditors;
- i. Establish and maintain an alternative dispute resolution system in the Bank that can amicably settle conflicts or differences between the Bank and its stockholders, and the Bank and third parties, including the regulatory authorities;
- j. Establish and maintain an investor relations program that will keep the stockholders informed of important developments in the Bank. If feasible, the Bank's CEO or Chief Finance Officer shall exercise oversight responsibility over this program;

- k. Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Bank and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking directors relationships by members of the Board;
- l. Ensure the consistent adoption of corporate governance policies and systems across the group and to disclose to the BSP all entities in the group as well as all significant transactions between entities in the group involving any BSP-regulated entity.
- m. Identify the Bank's stakeholders in the community in which it operates or are directly affected by its operations and formulate a clear policy of accurate, timely and effective communication with them.

In effecting the afore-mentioned duties and responsibilities, the Board of Directors shall perform the specific duties and responsibilities as provided for in Section 2 of BSP Circular 749 dated 27 February 2012 as amended by BSP Circular 757 – Revised Corporate Governance Framework dated 08 May 2012.

2.7. Internal Control Responsibilities of the Board

The board of directors shall be ultimately responsible for ensuring that senior management establishes and maintains an adequate, effective and efficient internal control framework commensurate with the size, risk profile and complexity of operations of the bank. The board of directors shall also ensure that the internal audit function has an appropriate stature and authority within the bank and is provided with adequate resources to enable it to effectively carry out its assignments with objectivity.

Further, the board of directors shall, on a periodic basis:

- a. Conduct discussions with management on the effectiveness of the internal control system;

- b. Review evaluations made by the audit committee on the assessment of effectiveness of internal control made by management, internal auditors and external auditors;
- c. Ensure that management has promptly followed up on recommendations and concerns expressed by auditors and supervisory authorities on internal control weaknesses; and
- d. Review and approve the remuneration of the head and personnel of the internal audit function. Said remuneration shall be in accordance with the bank's remuneration policies and practices and shall be structured in such a way that these do not create conflicts of interest or compromise independence and objectivity.

The internal control mechanisms for the performance of the Board's oversight responsibility include:

- a. Definition of the duties and responsibilities of the CEO who is ultimately accountable for the Bank's organizational and operational controls.
- b. Selection of the person who possesses the ability, integrity and expertise essential for the position of CEO.
- c. Evaluation of proposed senior management appointees. Senior management refers to bank officers holding a rank of Assistant Vice President and above.
- d. Selection and appointment of qualified and competent management officers.
- e. Review of the Bank's human resource policies, conflict of interest situations, compensation program for employees and management succession plan.
- f. Establishment of an internal audit system that can reasonably assure the Board, Management and stockholders that its key organizational and operational controls are faithfully complied with. The Board may appoint a Chief Audit Executive to perform the audit function, and may require him to report to a level in the organization that allows

the internal audit activity to fulfill its mandate. The Chief Audit Executive shall be guided by the International Standards on Professional Practice of Internal Auditing.

The following factors contributes to the scope and particulars of an effective organizational and operational controls of the Bank: nature and complexity of business and business culture; volume, size and complexity of transactions, degree of risks involved, degree of centralization and delegation of authority, extent and effectiveness of information technology and extent of regulatory compliance.

2.8. The Chairman and Chief Executive Officer

The function of the Chairman is to preside at all the meetings of the stockholders and the Board of the Directors. He may also call special meetings of the stockholders and Board of Directors pursuant to Section 3 of Article II and Section 4 of Article III of the Bank's By-laws.

The President, who shall be elected by the Board from among its members, shall be the Chief Executive Officer of the Bank. He shall, subject to the control of the Board, have direct and immediate supervision over the long-term and daily operations and management of the Bank and shall execute and administer the administrative and operational policies approved by the Board. He shall also exercise such powers as may be vested upon him by the Board not incompatible with law or the Bank's By-laws. He may, at his discretion, delegates to a Chief Operating Officer some of his responsibilities subject to such rules and limitations as the Board may prescribe.

The roles of the Chairman of the Board and of the Chief Executive Officer shall as much as practicable, be separate to foster an independent decision-making by the Board. A clear delineation of functions shall be made between the Chair and CEO upon their election.

If the positions of Chairman and CEO are unified, proper checks and balances shall be laid down to ensure that the Board gets the benefit of independent views and perspectives.

2.9. Duties and Responsibilities of the Chairman of the Board

The duties and responsibilities of the Chairman may include, among others, the following:

- a. Presides all the meetings of the stockholders and the Board and may also call special meetings of the stockholders and the Board in accordance with the By-Laws of the Bank.
- b. Provides leadership in the Board. The Chairman shall ensure effective functioning of the Board, including maintaining a relationship of trust with board members;
- c. Ensures that the Board takes an informed decision. The Chairman shall ensure a sound decision making process and he should encourage and promote critical discussions and ensure that dissenting views can be expressed and discussed within the decision-making process.
- d. Ensures that the meetings of the Board are held in accordance with the Bank's By-laws or as the Chairman may deem necessary;
- e. Supervises the preparation of the agenda of the meeting in coordination with Corporate Secretary, taking into consideration the suggestions of the CEO, Management and the Directors;
- f. Maintains qualitative and timely lines of communication and information between the Board and Management.

2.10. Adequate and Timely Reporting

To enable the members of the Board to properly fulfill their duties and responsibilities, Management shall provide them with complete, adequate and timely information about the matters to be taken in their meetings.

The members of the Board shall have independent access to Management and the Corporate Secretary, particularly when it comes to financial,

operational and management information. This right of access to information may only be exercised within reasonable hours during business days.

The information may include the background or explanation of transactions and other matters brought before the Board, such as but not limited to disclosures, budgets, forecasts and internal financial documents.

The members, either individually or as a Board, and in furtherance of their duties and responsibilities, shall have access to independent professional advice at the Bank's expense, subject to further evaluation and approval by the Board.

3. Board Committees

To aid in complying with the principles of good corporate governance, the Board shall form and constitute the following Committees.

3.1. Executive Committee

The Executive Committee shall include at least three (3) members of the Board to be appointed by the Board.

General Responsibilities:

The Executive Committee, by a majority vote of all its members, and subject to such limitations as the Board may prescribe, is empowered to perform the following actions:

1. Approve and/or implement any or all corporate acts within the competence of the board except those acts expressly reserved by the Corporation Code for the board of directors.
2. Review and approve bank-wide credit strategy, profile and performance.

3. Approve the credit risk taking-activities of the bank based on the regulations of established approving authorities and reviews and endorses credit-granting activities.

3.2. Corporate Governance and Compliance Committee

The Corporate Governance and Compliance Committee shall assist the Board in fulfilling its corporate governance and compliance responsibilities. The Committee shall be composed of the Chairman of the Board and at least three (3) members of the Board, at least two (2) of whom shall be independent directors, including the Chairperson.

The Corporate Governance and Compliance Committee shall serve as the Nomination Committee of the Bank. It shall review and evaluate the qualifications of all persons nominated to the board as well as those nominated to other positions requiring appointment by the Board and assess the effectiveness of the Board's process and procedures in the election or replacement of directors.

General Responsibilities

Corporate Governance:

- 1) Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- 2) Review with the Compliance Officer, at least on annual basis, any legal/regulatory matters that could have a significant impact on the Bank's financial statements, compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.
- 3) Obtain an annual report from the Compliance Officer regarding the adequacy of the Company's compliance program.
- 4) It shall be responsible for ensuring the Board's effectiveness and due observance of corporate governance principles and guidelines.
- 5) It shall make recommendations to the Board regarding the continuing education of directors, assignment to Board Committees and succession plan for the Board members and senior officers.

- 6) It shall review and evaluate the qualifications of certain persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board.
- 7) It shall decide whether or not a Director is able to and has been adequately carrying out his/her duties as director bearing in mind the director's contribution and performance (e.g. competence, candor, attendance, preparedness and participation).
- 8) It shall adopt internal guidelines that will address the competing time commitments of Directors serving on multiple boards.
- 9) It shall decide the manner by which the Board's performance may 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.
- 10) 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 in accordance with the criteria provided in the 2009 SEC Code of Corporate Governance.
- 11) It shall oversee the accomplishment of a scorecard on the scope, nature and extent of the actions taken to meet the objectives of the 2009 SEC Code of Corporate Governance which the commission may require annually.
- 12) It shall review and assess the adequacy of the Corporate Governance and Compliance Charter, the Corporate Governance Manual and recommend changes, if any, for the approval of the Board at least annually.

Compliance:

- 1) It shall oversee the implementation of the Bank's Compliance Program and ensure that compliance issues are resolved expeditiously.
- 2) It shall endorse the appointment of a Compliance Officer to the Board with a rank of at least Vice President and who a) shall report to the Corporate Governance and Compliance Committee and b) be responsible for coordinating, monitoring and facilitating compliance with applicable laws, rules and regulations.
- 3) It shall vest the Compliance Officer and the Compliance Division with the appropriate authority and provide the necessary support and resources.
- 4) It shall assist the Board members in making an informed assessment as to whether the Bank is managing its compliance risk effectively.

- 5) It shall ensure the regular review and updating, at least annually, of the Compliance Program to incorporate changes in laws and regulations for approval by the Board.
- 6) The Compliance function must be independent of the business operations of the Bank. It must be free to report compliance findings, reports and other information to the appropriate level of management. It shall have authority to directly access and communicate with any officer or employee, to examine any activity or entity of the Bank, as well as to access any records, files or data whenever relevant to the exercise of its assignment. The Corporate Governance and Compliance Committee or Senior Management should take all necessary measures to provide the appropriate resources and staffing that would enable Compliance to achieve its objectives.

3.3. Audit Committee

The Committee consists of at least three (3) members of the Board of Directors, at least two (2) of whom shall be independent directors, including the chairperson. The Committee's members, including its Chair, preferably with accounting, auditing or related financial management expertise or experience, are appointed by the Board upon the recommendation of the Board's Corporate Governance and Compliance Committee. The Board, upon such recommendation, may also appoint one or more additional members of the Board as alternate members of the Committee to replace any absent member at any committee meeting.

The Chief Executive Officer, Chief Finance Officer and/or Treasurer, or officers holding equivalent positions, shall not be appointed as members of the Audit Committee.

The Audit Committee provides oversight of the institution's financial reporting and internal and external audit functions. It shall be responsible for the setting up of the internal audit department and for the appointment of the Chief Audit Executive as well as the independent external auditor who shall both report directly to the audit committee. It shall monitor and evaluate the adequacy and effectiveness of the internal control system. All Committee members and alternate members serve at the pleasure of the Board and any member or alternate member may be removed, with or without cause, by the board. In cases of appointment or dismissal of

external auditors, it is encouraged that the decision be made only by independent and non-executive audit committee members.

General Responsibilities:

The Committee will carry out the following responsibilities:

Financial reporting, including disclosures

- 1) Monitor the financial reporting process and its quarterly output;
- 2) Oversee the establishment of accounting policies and practices by the bank and review the significant qualitative aspects of the bank's accounting practices, including accounting estimates and financial disclosures
- 3) Monitor the integrity of the bank's financial statements and any formal announcements relating to the bank's financial performance;
- 4) Review significant financial reporting judgments contained in the financial statements;
- 5) Review with management and the external auditors, recent accounting, tax and regulatory pronouncements, and understand their impact on the financial statements
- 6) Discuss with the external auditor the report that the auditor is required to make to the committee regarding:
 - All accounting policies and practices to be used that the independent auditor identifies as critical.
 - All alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditor.
 - Other material written communications between the independent auditor and management of the bank, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's engagement and independence letters, schedule of unadjusted audit differences and any listing of adjustments and reclassifications not recorded.
- 7) Review and discuss with management and the external auditor the annual audited financial statements, including the bank's specific disclosures made in management's discussion and analysis, and

recommend to the Board whether the audited financial statements should be included in the bank's Annual Report.

- 8) Review with management and the independent auditor: (1) major issues regarding accounting principles and financial statement presentation, including any significant changes in the bank's selection or application of accounting principles; and (2) major issues as to the adequacy of the bank's internal controls and any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the bank.
- 9) Discuss with management the bank's major risk exposures and the steps management has taken to monitor and control such exposures including the bank's risk assessment and risk management policies.
- 10) Review disclosures made to the Audit Committee by the bank's CEO and CFO about any significant deficiencies in the design or operations of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the bank's internal controls.
- 11) Review procedures by which bank employees and other concerned parties may confidentially raise concerns or complaints about possible improprieties in matters of financial reporting.

Internal Control

- 1) Ensure that senior management establishes and maintains an adequate and effective internal control system and processes. The system and processes should be designed to provide assurance in areas including reporting (financial, operational, Risk), monitoring compliance to laws, regulations and internal policies, efficiency and effectiveness of operations and safeguarding of assets.
- 2) Consider the effectiveness of the bank's internal control system, including information technology security and control.
- 3) Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendation.

Internal Audit

- 1) Monitor and review the effectiveness of the internal audit function, including compliance with the Institute of Internal Auditors' Standards for the Professional Practice of Internal Auditing.
- 2) Review and approve the charter, plans, activities, staffing, budget and organizational structure of the internal audit function annually.
- 3) Report to the board of directors on the status of accomplishments of the outsourced internal audit activities, including significant findings noted during the conduct of the internal audit;
- 4) Review significant findings contained in reports prepared by the internal audit together with management's response and follow-up for corrective action.
- 5) Ensure that the internal audit function maintains open communication with senior management, external auditors, the supervisory authority, and the audit committee.
- 6) Ensure there are no unjustified restrictions or limitations in the performance of the internal audit function.
- 7) On a regular basis, meet separately with the chief executive to discuss any matters that the committee or internal audit believes warrant audit committee attention that should be discussed privately.
- 8) Review all reports concerning significant fraud or regulatory noncompliance that occurred at the bank considering internal controls that should be strengthened to reduce the risk of a similar event in the future;
- 9) Assess and report to the board the annual performance appraisal of the Chief Audit Executive (CAE);
- 10) Approve, or recommend to the board for its approval, the annual remuneration of the Chief Audit Executive (CAE) and personnel of internal audit function;
- 11) Review and approve the appointment, reappointment and replacement of the Chief Audit Executive (CAE) and key internal auditors.

External Audit

- 1) Approve a set of appropriate objective criteria for approving the external audit firm of the bank;
- 2) Approve, or recommend to the board or stockholders for their approval, the appointment, re-appointment and removal of external audit firm;
- 3) Approve the remuneration and terms of engagement of the external audit firm;

- 4) Review the independent auditors audit plan – discuss scope, staffing, reliance upon management and the internal audit, general audit approach, and coverage provided to any significant areas of concern that the Committee may have.
- 5) Ensure that senior management is taking necessary corrective actions to address the findings and recommendations of external auditors and regulatory authority in a timely manner.
- 6) Review and confirm the independence of the external auditors on relationships by obtaining statements from the auditors on the relationships between the auditors and the bank, including non-audit services, and discussing the relationships with the auditors.
- 7) Prior to publishing the year-end earnings, discuss the results of the audit with the external auditors.
- 8) On an annual basis, the audit committee should review and discuss with the external auditors all significant relationships they have with the bank that could impair the auditors' independence.
- 9) On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

Compliance

- 1) On at least an annual basis, review with the bank's counsel, any legal/regulatory matters that could have a significant impact on the bank's financial statements, compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.

Remedial Actions

- 1) Ensure the senior management is taking necessary corrective actions to address the findings and recommendations of internal auditors and external auditors in a timely manner.
- 2) Addressing control weaknesses, non-compliance with policies, laws and regulations and other problems identified by internal auditors and external auditors, and;
- 3) Ensuring the deficiencies identified by supervisory authorities related to the internal audit function are remedied within appropriate time frame and that progress of necessary corrective actions are reported to the board of directors.

Reporting Responsibilities

- 1) Regularly report to the board of directors about committee activities, issues, and related recommendations.
- 2) Provide an open avenue of communication between internal audit, the external auditors, and the board of directors.
- 3) Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.
- 4) Review any other reports the company issues that relate to committee responsibilities.

3.4 Risk Management Committee

The Risk Management Committee shall be composed of at least three (3) members of the Board of Directors including at least one (1) independent director, and a Chairperson who is a non-executive member, who shall possess a range of expertise as well as adequate knowledge of the Bank's risk exposure to be able to develop appropriate strategies for preventing losses and minimizing the impact of losses when they occur. The committee shall have a written charter that defines the duties and responsibilities of its members. This charter shall be approved by the Board and reviewed and refined periodically.

General Responsibilities

- 1) It shall be responsible for the development and oversight of the Bank's risk management program.
- 2) It shall oversee the system of limits to discretionary authority that the Board delegates to Management, ensure that the system remains effective, that the limits are observed and that immediate corrective actions are taken whenever limits are breached.

Core Responsibilities

- 1) Identify and evaluate the Bank's risk exposures. The Committee shall assess the likelihood of each risk identified and estimates its impact to the Bank. Further attention shall be given to those risks that are more likely to happen and bear more costly impact to the Bank.
- 2) Ensures that all risk management strategies and policies for all types of risks are developed, properly documented, and effectively communicated to the organization. The Committee shall ensure that the concerned units follow the loss mitigating strategies and procedures laid out in the risk management policies.
- 3) Evaluates and approves all types of recommended risk tolerances including portfolio credit tolerances, market and liquidity risk limits, and operational risk parameters that includes information security,; taking into consideration the overall risk appetite of the Board.
- 4) Ensures that relevant risks are measured and monitored for all portfolios and business activities.
- 5) Evaluates the magnitude, direction and distribution of risks across the Bank. Provides direction to the Bank on how to control or mitigate these risks through its developed risk management strategies and policies.
- 6) Evaluates and reports to the Board the Bank's overall risk exposures and the effectiveness of its overall risk management practices and processes and recommends further action or policy revisions, if necessary.
- 7) Ensures the timely corrective actions are carried out whenever limits are breached.
- 8) Recommends the allocation of capital in order to manage risk and corresponding earnings
- 9) On internal audit –
 - Ensures that the Bank's risk management framework is evaluated regularly by Internal Audit
 - Reviews issues reviewed by Internal and External Auditors regarding the Bank's risk management framework
 - Relays to the Audit Committee any issues that the Committee sees as relevant
- 10) Examines other matters referred by the Board.
- 11) Reviews, at least annually, the Committee's charter and recommend any proposed changes to the Board for approval.

3.5 Trust Committee

The Trust Committee shall assist the Board in fulfilling its responsibilities to oversee the proper management and administration of trust and other fiduciary business of the Bank. The committee shall be composed of at least five (5) members including the President, Trust Officer and Directors who are appointed by the Board on a regular basis and who are not officers of the bank.

Duties and Responsibilities:

The Trust Committee shall act within the sphere of authority granted in the Bank's By-laws and/or as may be delegated by the Board, such as but not limited to the following:

- 1) Acceptance and closing of trust and other fiduciary accounts.
- 2) Initial review of assets placed under the trustee's fiduciary custody.
- 3) Investment, re-investment and disposition of funds or property.
- 4) Review and approval of transactions between trust and/or fiduciary accounts, and
- 5) Review of trust and other fiduciary accounts at least once every twelve (12) months to determine the advisability of retaining or disposing of the trust or fiduciary assets and/or whether the account is being managed in accordance with the instrument creating the trust or other fiduciary relationship.
- 6) The Trust Committee shall also preside over the proper conduct of the trust's business, reviewing on a periodic basis, business development initiatives as:
 - Staffing and delineation of responsibility / accountability
 - Proactive development and implementation of strategies for cultivating of revenue streams and cost management
 - Application and monitoring of the proper performance benchmarks.

3.6 Compensation Committee

The Compensation Committee shall be composed of at least five (5) members including the President, one of whom should be an independent director.

General Responsibility:

It ensures that the compensation policies and practices are consistent with the corporate culture, strategy and the business environment under which it operates. It evaluates and recommends to the board incentives and other equity-based plans designed to attract and retain qualified and competent individuals. The committee meets at least once a year and provides overall direction on the compensation and benefits strategy of the bank.

4 Directors

4.1 Definition of a Director

Directors shall include:

- a. Directors who are named as such in the Articles of Incorporation;
- b. Directors duly elected in subsequent meetings of the stockholders;
- c. Those elected to fill vacancies in the Board of Directors.

4.2 Types of Director

- a. Executive Director – a director who is part of the day-to-day management of banking operations.
- b. Non-executive Director – a director who is not an executive director, and shall include the independent directors. He/she generally is free from any business relationship that could hamper their objectivity or judgment on the business and activities of the bank.

- c. Independent Director shall refer to a person who –
- 1) Is not or has 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 his 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 the Bank, or in any of its related companies or of its majority corporate shareholders;
 - 4) Is not a relative within the fourth degree of consanguinity or affinity, legitimate or common-law of any director, officer or a stockholder holding shares of stock sufficient to elect one seat in the board of the Bank or any of its related companies;
 - 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;
 - 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, has not engaged and does 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;
 - 7) Apart from his fees and shareholdings, has no business or relationship with the Bank which could or could reasonably be perceived to materially interfere with the exercise of his independent judgment in carrying out his responsibilities as a Director.
 - 8) Possesses all the qualifications and none of the disqualifications of an independent director at the time of his election and/or re-election as an independent director; and
 - 9) Is not a securities broker-dealer.

- d. Term limits for Independent Directors (ID):
- 1) As a Conglomerate, an independent director can be elected only to five (5) companies of the ALG Holdings/FDC Group, including the holding/parent company, subsidiaries and affiliates.
 - 2) IDs can serve as such for five (5) consecutive years, provided service for a period of at least six (6) months shall be equivalent to one (1) year, regardless of the manner by which the ID position was relinquished or terminated;
 - 3) After completion of the five-year service period, an ID shall be ineligible for election as such in the Bank unless the ID has undergone a “cooling off” period of two (2) years, provided, that during such period, the ID concerned has not engaged in any activity that under existing rules disqualifies a person from being elected as ID in the same Bank;
 - 4) An ID re-elected as such in the Bank after the “cooling off” period can serve for another five (5) consecutive years under the conditions mentioned in 2.7.3.2 above;
 - 5) After serving as ID for ten (10) years, the ID shall be perpetually barred from being elected as such in the Bank, without prejudice to being elected as ID in other companies outside of the ALG Holdings/FDC Group, where applicable, under the same conditions provided for in this rule.

4.3 Qualifications of a Director

- a. Holder of at least one (1) share of stock of East West Banking Corporation;
- b. At least a college graduate or has at least five (5) years experience in managing the business;
- c. At least twenty five (25) years of age at the time of his election or appointment;
- d. Has proven to possess integrity/probity, physical/mental fitness, competence, relevant education/financial literacy/training, diligence and knowledge/experience; has a practical understanding of the business;

- e. Possesses all the qualifications and none of the disqualifications of a Director at the time of his election or re-election as required under pertinent regulations;
- f. A member in good standing in relevant industry, business or professional organizations;
- g. Must have attended a special seminar on corporate governance for Board of Directors conducted by an accredited training provider of the SEC and Bangko Sentral ng Pilipinas (BSP);

4.4 Disqualifications of a Director¹

- a. Permanent disqualifications: Directors permanently disqualified by the Monetary Board from holding a director position are:
 - 1) Those convicted by final judgment of a court for offenses involving dishonesty or breach of trust such as, but not limited to, estafa, embezzlement, extortion, forgery, malversation, swindling, theft, robbery, falsification, bribery, violation of B.P. Blg. 22, violation of Anti- Graft and Corrupt Practices Act and prohibited acts and transactions under Section 7 of R.A. No. 6713 (Code of Conduct and Ethical Standards for Public Officials and Employees), violation of the Corporation Code, Securities Regulation Code and any other law administered by the SEC or BSP and any of its rules and regulations.
 - 2) Those convicted by final judgment of a court sentencing them to serve a maximum term of imprisonment of more than six (6) years; or a violation of the Corporation Code committed within five (5) years) prior to the date of his election or appointment;
 - 3) Those convicted by final judgment of the court for violation of banking laws, rules and regulations;
 - 4) Those judicially declared insolvent, spendthrift or incapacitated to contract;
 - 5) Director/s of closed banks/quasi-banks/trust entities who were found to be culpable for such institution's closure as determined by the Monetary Board;

¹ Also applies with officer of the Bank.

- 6) Any person 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 which finding of the Monetary Board has become final and executory;
 - 7) 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; and
 - 8) Any person earlier elected as independent director who becomes an officer, employee or consultant of the Bank.
- b. Temporary disqualifications: Directors disqualified by the Monetary Board from holding a director position for a specific/indefinite period of time are:
- 1) Those who refuse to fully disclose the extent of their business interest or any material information when required pursuant to a provision of law or of a circular, memorandum, rule or regulation of the BSP and the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as the refusal persists;
 - 2) Those 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 when a) 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/discussion and were taken up in the actual board meeting said directors shall be considered present in the board meeting or b) absence is due to illness, death in the immediate family or serious accident. This disqualification applies only for purposes of the immediately succeeding election.

- 3) Those who are delinquent in the payment of their obligations as defined. This disqualification shall be in effect as long as the delinquency persists;
- 4) Those who have been convicted by a court for offenses involving dishonesty or breach of trust such as but not limited to estafa, embezzlement, extortion, forgery, malversation, swindling, theft, robbery, falsification, bribery, violation of B.P. Blg. 22, violation of anti-graft and corrupt practices act and prohibited acts and transactions under Sec. 7 of R.A. No. 6713 (Code of Conduct and Ethical Standards for Public Officials and Employees), violation of banking laws, rules and regulations, or those sentenced to serve a maximum term of imprisonment of more than six (6) years but whose conviction has not yet become final and executory;
- 5) Those convicted for offenses involving dishonestly, breach of trust or violation of banking laws but whose conviction has not yet become final and executory;
- 6) Directors of closed banks pending their clearance by the Monetary Board;
- 7) Those disqualified for failure to observe/discharge their duties and responsibilities prescribed under existing regulations. 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 Supervision and Examination Sector (SES) of such directors' election/re-election;
- 8) Those who failed to attend the special seminar on corporate governance for Board conducted or accredited by BSP. This disqualification applies until the director concerned has attended such seminar;
- 9) Those dismissed/terminated from employment for cause. 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 SES of their disqualification;
- 10) Those under preventive suspension;

- 11) Those 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 director or his ability to discharge his duties. 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;
- 12) Those 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 which finding of the Monetary Board is pending appeal before the appellate court, unless execution or enforcement thereof is retrained by the court;
- 13) Those found by the Monetary Board to be unfit for the position of director 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 is pending appeal before appellate court, unless execution or enforcement thereof is retrained by the court; and
- 14) Those 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 and executory or pending appeal before the appellate court, unless execution or enforcement thereof is restrained by the court. The disqualification shall be in effect during the period of suspension or so long as the fine is not fully paid;
- 15) Independent director whose beneficial equity ownership in the Bank or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with.

A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to

remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

4.5 Disqualification Procedures

- a. The Board of Directors shall be responsible for determining the existence of the ground for disqualification of the Bank's 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/appointed as director in any FI under the supervision of the BSP. Grounds for disqualification made known to the institution, shall be reported to the appropriate department of the SES within seventy-two (72) hours from knowledge thereof.
- b. The Board of Directors shall be immediately informed of cases of disqualification approved by the Monetary Board and shall be directed to act thereon not later than the following Board meeting. Within seventy-two (72) hours thereafter, the 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.

4.6 Duties and responsibilities of a Director

A director's office is one of trust and confidence. He shall act in a manner characterized by transparency, accountability and fairness, and in the best interest of the Bank. He shall exercise leadership, prudence and integrity in directing the Bank towards sustained progress.

A director shall have the following duties and responsibilities:

- a. Remain fit and proper for the position for the duration of his term;
- b. Conduct fair business transactions with the bank and to ensure that personal interest does not conflict with Board decisions;
- c. Act honestly and in good faith, with loyalty and in the best interest of the institution, its stockholders, regardless of the amount of their stockholdings, and other stakeholders such as its depositors, investors, borrowers, other clients and the general public;

- d. Devote time and attention necessary to properly discharge their duties and responsibilities;
- e. Act judiciously and exercise independent judgment;
- f. Contribute significantly to the decision-making process of the Board.
- g. Have a working knowledge of the statutory and regulatory requirements affecting the Bank, including the content of its Articles of Incorporation and By-laws, the requirements of the BSP, SEC and where applicable, the requirements of other regulatory agencies;
- h. Keep himself informed of the industry developments and business trends in order to safeguard the institution's competitiveness; and
- i. Observe confidentiality.

4.7 Interlocking Directorship

In order to safeguard against the excessive concentration of economic power, unfair competitive advantage or conflict of interest situations to the detriment of others through the exercise by the same person or group of persons of undue influence over the policy-making and/or management function of similar financial Institutions while at the same time allowed them to benefit from organizational synergy or economies of scale and effective sharing of managerial and technical expertise, the following regulations shall govern **interlocking directorships** within the Bank.

- a. Except as may be authorized by the Monetary Board or as otherwise provided hereunder, there shall be no concurrent directorships between banks or between a bank and a QB.
- b. Without the need for prior approval of the Monetary Board, concurrent directorships between entities not involving an investment house shall be allowed in the following cases:
 - 1) Banks not belonging to the same category: Provided, that not more than one (1) Bank shall have quasi-banking functions;
 - 2) A bank and a Non-Bank Financial Institution;
 - 3) A bank without quasi-banking functions and a QB; and
 - 4) A bank and one (1) or more of its subsidiary bank/s, QB/s and NBFIs.

For purposes of the foregoing, a husband and his wife shall be considered as one (1) person

4.8 Conflict of Interest²

Directors must never allow themselves to be placed in a position where their personal interests are in conflict (or could be in conflict) with the interests or business of the Bank. They must avoid any situation or activity that compromises, or may compromise, their judgment or ability to act in the best interest of the Company. The Bank's policy on Conflict of Interest is stated in PPM COMP2013-003 on Related Party Transactions and Conflict of Interest Policy Manual.

- a. It is the duty of a Director to fully disclose to the Board of any conflict of interest or presumption thereof involving him/her which could materially impair his/her judgment, exercise of duties and responsibilities and loyalty to the Bank.
- b. It is the duty of a Director to report to the Board any conflict of interest or presumption thereof involving a Director which could materially impair the latter's judgment, exercise of duties and responsibilities and loyalty to the Bank.
- c. The director, who is in conflict of interest, should not be counted in determining the existence of a quorum at the Board of Directors' meeting at which the matter is voted upon.
- d. If the conflict of interest is significant, ongoing and competing with the Bank's interest and if it impedes the ability of the director to carry out his/her duties, the Bank has the right to remove the director from his/her position.
- e. The Board of Directors shall be governed by the Bank's policy on acceptance of gifts to avoid conflict of interest contained in OMS Personnel-10-000 Policy Manual.

² The Rules on Conflict of Interest shall also apply to officers and employees of the Bank. PPM COMP2013-003 on Related Party Transactions and Conflict of Interest states that all Bank employees and that of their Connected Persons, except the President being a director of the Bank and shall be governed by Section 14.3 of the PPM, shall obtain pre-clearance for their personal dealings/trade from the Bank's Chief Compliance Officer or his designate.

Any transaction with conflict of interest requires prior approval of the members of the Board.

4.9 Remuneration of Directors³

The levels of remuneration of the Bank, subject to the limitations as provided in its By-Laws, should be sufficient to be able to attract and retain the services of qualified and competent directors. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.

The Bank shall establish formal and transparent procedures for the development of a policy on executive remuneration or determination of remuneration levels for individual directors depending on the particular needs of the Bank. No director should participate in deciding on his remuneration.

The Bank's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers during the preceding fiscal year.

5 Senior Management

5.1 Definition

Senior Management, as defined in this Manual, is the body given the authority by the Board of Directors to implement the policies it has laid down in the conduct of the business of the Bank.

³ Policies on Remuneration shall also apply to all officers of the Bank.

6 Corporate Secretary

6.1 Definition

The Corporate Secretary, who is an officer of the Bank, shall be a Filipino citizen and a resident of the Philippines. He shall:

- a. Be responsible for the safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its committees, as well as the other official records of the Bank;
- b. Be loyal to the mission, vision and objectives of the Bank;
- c. Work fairly and objectively with the Board, Senior Management stockholders and other stakeholders;
- d. Have appropriate administrative and interpersonal skills;
- e. Be aware of the laws, rules and regulations necessary in the performance of his duties and responsibilities; and
- f. Have a working knowledge of the operations of the Bank.

6.2 Duties and Responsibilities

- a. The Corporate Secretary shall give due notice and keep the minutes of all meetings of the stockholders of the Bank and of the Board. He shall have custody of the Stock Certificate Book, Stock and Transfer Book and the Corporate Seal, prepare ballots for the annual election and keep a complete and up-to-date roll of the stockholders and their addresses.
- b. Gathers and analyzes all documents, records and other information essential to the conduct of his duties and responsibilities to the Bank.
- c. Informs the members of the Board, in accordance with the by-laws of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.
- d. Attends all Board meetings, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent him from doing so.
- e. Ensures that all Board procedures, rules and regulations are strictly followed by the members.

- f. Submits to the Securities and Exchange Commission, at the end of every fiscal year, an annual sworn certification on the directors' record of attendance in Board meetings.
- g. Performs such duties as are incident to his office and those which may be required of him by the Board of Directors and of the President.

7 Chief Compliance Officer

7.1 Definition

The Chief Compliance Officer (CCO) is the lead senior officer appointed by the Bank's Board whose principal function is to oversee and coordinate the implementation of the Compliance System on a full-time basis and whose responsibility includes the identification, monitoring and controlling of Business and Compliance Risks.

The appointment/designation of a Compliance Officer shall require prior approval of the Monetary Board (BSP MORB Subsec. X180.2). The appointment of the Compliance Officer shall be immediately disclosed to the Securities & Exchange Commission. All correspondences relative to his functions as such shall be addressed to said Officer.

7.2 Duties and Responsibilities

He shall perform the following duties:

- a. Monitor compliance with the provisions and requirements of this Manual, Code of Corporate Governance and rules and regulations issued by the SEC, BSP and PDIC;
- b. Appear before the SEC, BSP and PDIC upon summon on relevant matters that need to be clarified by the same;
- c. Determine violation/s of the Manual, Code of Corporate Governance and rules and regulations issued by the SEC, BSP and PDIC, and recommend penalty for violation thereof for further review and approval of the Board;
- d. Issue a certification every January 30th of the year on the extent of the Bank's compliance with this Manual for the completed year, and if there are any deviations, explain the reason for such deviation; and

- e. Identify, monitor and control compliance risks.

8 External Auditor

8.1 Definition and Function

An External Auditor duly accredited by the Securities and Exchange Commission shall undertake an independent audit of the Bank, and shall provide an objective assurance on the manner by which the financial statements shall be prepared and presented to stockholders.

8.2 Guiding Principles

- a. The Bank's external auditor shall be changed or the lead and concurring partner shall be rotated every 5 years or earlier. That the rotation of the lead and concurrent partner shall have an interval of at least 2 years;
- b. That the external auditor shall be included in the list of BSP selected external auditors;
- c. The external auditor, partners, associates, auditor-in-charge of the engagement and the members of their immediate family shall not acquire any direct or indirect financial interest with the bank, its subsidiaries and affiliates. Their independence is not considered impaired under the circumstances specified in the Code of Professional Ethics for Certified Public Accounts;
- d. The external auditor does not have nor shall apply for loans or any credit accommodations (except normal credit card obligations and full secured auto and housing loans which are not past due);
- e. The external auditor was not engaged during the preceding year in providing the following services:
 - 1) Internal audit functions;
 - 2) Information systems design, implementation and assessment; and
 - 3) Such other services which could affect his independence as may be determined by the Monetary Board from time to time.
- f. The external auditor shall have the following track record in conducting external audits:

- 1) Must have at least 20 existing corporate clients with resources of at least P50million each; and
 - 2) At least 1 existing client universal or commercial bank in the regular audit; or
 - 3) The external auditor or the auditor-in-charge of the engagement must have at least 5 years experience in the regular audit of universal or commercial bank.
-
- g. The external auditor adheres to the highest standard of professional conduct and shall carry out their services in accordance with relevant ethical and technical standards of the accounting profession;
 - h. The lead or concurring partner and auditor-in-charge shall not accept employment with the Bank, its subsidiaries and affiliates being audited during the engagement period and within a period of 1 year after the audit engagement;
 - i. The external auditor shall not accept an audit engagement with a Bank, its subsidiaries and affiliates where an officer (i.e. CEO, CFO, Controller, Chief Accounting Officer or other senior officer of equivalent rank) had been a partner of the external auditor or had worked for the audit firm and had been the auditor-in-charge of the audit engagement during the year immediately preceding the engagement;
 - j. The external auditor shall keep all audit or review working papers for at least 5 years in sufficient detail to support the conclusions in the audit report;
 - k. The audit work shall include assessment of the Bank's compliance with BSP rules and regulations, such as, but not limited to capital adequacy ratio and loans and other risk assets review and classification.
 - l. The accountability of an external auditor is based on matters within the normal coverage of an audit conducted in accordance with generally accepted auditing standards

9 Chief Audit Executive

9.1 Definition and Function

Internal audit is an independent, objective assurance and consulting function established to examine, evaluate and improve the effectiveness of

risk management, internal control, and governance processes of an organization.

Chief Audit Executive is the highest position in the Bank responsible for internal audit activities while the Internal Audit Division is the unit of the Bank that provides independent and objective assurance services in order to add value to and improve the Bank's operations.

The Chief Audit Executive shall have such powers and duties as are incident to his office and as the Board of Directors may prescribe. He shall report and be accountable directly to the Board of Directors.

9.2 Status

The internal audit function must be independent of the activities audited and from day-to-day internal control process. It must be free to report audit results, findings, opinions, appraisals and other information to the appropriate level of management. It shall have authority to directly access and communicate with any officer or employee, to examine any activity or entity of the institution, as well as to access any records, files or data whenever relevant to the exercise of its assignment. The Audit Committee or Senior Management should take all necessary measures to provide the appropriate resources and staffing that would enable internal audit to achieve its objectives.

9.3 Scope

The scope of internal audit shall include:

- a. Examination and evaluation of the adequacy and effectiveness of the internal control systems;
- b. Review of the application and effectiveness of risk management procedures and risk assessment methodologies;
- c. Review of the management and financial information systems, including the electronic information system and electronic banking services;
- d. Assessment of the accuracy and reliability of the accounting system and of the resulting financial reports;

- e. Review of the systems and procedures of safeguarding assets;
- f. Review of the system of assessing capital in relation to the estimate of organization risk;
- g. Transaction testing and assessment of specific internal control procedures; and
- h. Review of the compliance program and the implementation of established compliance policies and procedures.

9.4 Qualification Standards of the Chief Audit Executive

- a. The Chief Audit Executive of the Bank must be a Certified Public Accountant (CPA) or a Certified Internal Auditor (CIA);
- b. He must have at least five (5) years' experience in the regular audit (internal or external) of a commercial bank as auditor-in-charge, senior auditor or audit manager.
- c. He must possess the knowledge, skills and other competencies to examine all areas in which the institution operates.
- d. Professional competence as well as continuing training and education shall be required to face up to the increasing complexity and diversity of the institution's operations.

9.5 Code of Ethics and Internal Auditing Standards

The Chief Audit Executive shall conform with the Code of Professional Ethics for Certified Public Accountants and ensure compliance with sound internal auditing standards, such as the Institute of Internal Auditors' Internal Standards for the Professional Practice of Internal Auditing and other supplemental standards issued by regulatory authorities/government agencies. The Standards address independence and objectivity, professional proficiency, scope of work, performance of audit work, management of internal audit, quality assurance reviews, communication and monitoring results.

10 Officers

10.1 Definition of Officers

Officers shall include the President, Executive Vice President, Senior Vice President, First Vice President, Vice President and others mentioned as officers of the Bank, or those whose duties as such are defined in the by-laws, or are generally known to be the officers of the Bank (or any of its branches and offices other than the head office) either through announcement, representation, publication or any kind of communication made by the Bank: Provided, That a person holding the position of Chairman or Vice Chairman of the Board or another position in the Board shall not be considered as an officer unless the duties of his position in the Board include functions of management such as those ordinarily performed by regular officers: Provided, further, That members of a group or committee, including sub-groups or sub-committees, whose duties include functions of management such as those ordinarily performed by regular officers, and are not purely recommendatory or advisory, shall likewise be considered as officers.

10.2 Qualifications of an Officer

An officer shall have the following minimum qualifications:

- a. He shall be at least twenty-one (21) years of age;
- b. He shall be at least a college graduate, or have at least five (5) years experience in banking or trust operations or related activities or in a field related to his position and responsibilities, or have undergone training in banking or trust operations acceptable to the appropriate department of the SES: Provided, however, That the trust officer who shall be appointed shall possess any of the following:
 - 1) at least five (5) years of actual experience (refers to the exposures in trust operations either as officer of a trust entity or members of trust committee) in trust operations;
 - 2) at least three (3) years of actual experience in trust operations and must have: (a) completed at least ninety (90) training hours in trust, other fiduciary business, or investment management activities acceptable to the Bangko Sentral; or (b) completed a relevant global

- or local professional certification program; or (3) at least five (5) years of actual experience as an officer of a bank and must have:
- (a) completed at least ninety (90) training hours in trust, other fiduciary business, or investment management activities acceptable to the Bangko Sentral; or (b) completed a relevant global or local professional certification program; and
- c. He must be fit and proper for the position he is being proposed/appointed to. In determining whether a person is fit and proper for a particular position, the following matters must be considered: integrity/probity, competence, education, diligence and experience/training

10.3 Disqualifications of an Officer

- a. The disqualifications for directors mentioned in Section 4.4 this Manual shall likewise apply to officers, except those stated in Items “b(2)” and b(7).
- b. The spouses or relatives within the second degree of consanguinity or affinity are prohibited from holding officership positions across the following functional categories within a bank:
 - 1) Decision making and senior management function, e.g., Chairman, President, Chief Executive Officer (CEO), Chief Operating Officer (COO), General Manager, and Chief Finance Officer (CFO) other than the Treasurer or Controller;
 - 2) Treasury function
 - 3) Recordkeeping and financial reporting functions
 - 4) Safekeeping of assets
 - 5) Risk management function
 - 6) Compliance function
 - 7) Internal audit function

The spouse or a relative within the second degree of consanguinity or affinity of any person holding the position of Store Manager or Service Manager of a store of a Bank or their respective equivalent positions is disqualified from holding or being appointed to any of said positions in the same branch or extension office.

- c. Any appointive or elective official, whether full time or part time, except in cases where such service is incident to financial assistance provided

by the government or government owned or -controlled corporations (GOCCs) or in cases allowed under existing law.

10.4 Duties and Responsibilities of Officers

- a. To set the tone of good governance from the top.
- b. To oversee the day-to-day management of the bank.
- c. To ensure that duties are effectively delegated to the staff and to establish a management structure that promotes accountability and transparency.
- d. To promote and strengthen checks and balances systems in the bank.

11 Risk Management Function

11.1 Function

Risk Management is generally responsible for:

- a. Identifying the key risk exposures and assessing and measuring the extent of risk exposures of the bank and its trust operations;
- b. Monitoring the risk exposures and determining the corresponding capital requirement in accordance with the Basel capital adequacy framework and based on the bank's internal capital adequacy assessment on an on-going basis;
- c. Monitoring and assessing decisions to accept particular risks whether these are consistent with board approved policies on risk tolerance and the effectiveness of the corresponding risk mitigation measures;
- d. Reporting on a regular basis to Senior Management and to the Board of Directors of the results of assessment and monitoring.

11.2 Status

A Chief Risk Officer (CRO) shall be appointed and shall be independent from executive functions and business lines responsibilities, operations and revenue-generation functions. The CRO shall have direct access to the Board of Directors and the Risk Management Committee without any impediment. In this regard, the Board shall confirm the performance ratings given by the President to the CRO. The CRO shall be appointed and replaced with prior approval of the Board.

11.3 Qualification Standards

Risk management personnel shall possess sufficient experience and qualifications, including knowledge on the banking business, the developments in the market, industry and product lines, as well as mastery of risk disciplines. They shall have the ability and willingness to challenge business lines regarding all aspects of risk arising from the bank's activities

III. COMMUNICATION PROCESS

1. This Manual shall be available for inspection by any stockholder of the Bank at reasonable hours on business days.
2. All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance in the process.
3. The copy of this Manual will be posted and be made available in the Bank's intranet.

IV. TRAINING PROCESS

1. If necessary, funds shall be allocated/ budgeted for the purpose of conducting an orientation program or workshop to operationalize this Manual.
2. A Director shall, before assuming his/her position or within 90 days from his/her appointment, be required to attend a seminar on corporate governance which shall be conducted by a duly recognized private or government institute
3. All Bank's key officers and members of the Board shall attend, at least once a year, a program on corporate governance conducted by training providers duly accredited by the SEC.

V. REPORTORIAL AND DISCLOSURE SYSTEM

1. The reports or disclosures required under this Manual shall be prepared and submitted to the SEC by the Office of the Corporate Secretary or responsible officer designated by the Bank.
2. All material information about the Bank that could potentially affect share price, its viability or the interest of its stockholders and other stakeholders, shall be publicly and timely disclosed. Such information shall include earnings results, acquisition or disposal of assets, off balance sheet transactions, Board changes, related party transactions, shareholdings of directors, changes to ownership and direct and indirect remuneration of members of the Board and Management.

The Board shall therefore commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission for the interest of its stockholders and other stakeholders.

3. Other information that shall always be disclosed includes remuneration (including stock options) of all directors and senior management, corporate strategy, and off balance sheet transactions.
4. All disclosed information shall be released via the approved stock exchange procedure for Bank announcements as well as through the annual report.
5. The Board shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest of the stakeholders.

VI. STAKEHOLDERS' BENEFITS

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 Bank and all its investors:

Investors' Rights and Protection

The Board shall be committed to respect the following rights of the stockholders:

1. Voting Right

- a. Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Bank Code.
- b. Cumulative voting shall be used in the election of directors.
- c. A Director shall not be removed without cause if it will deny minority shareholders representation in the Board.

2. Pre-emptive Right

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 Bank. 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 Bank Code.

3. Power of Inspection

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.

4. Right to information

- a. The Shareholders shall be provided with, upon request, periodic reports which disclose personal and professional information about the directors and officers, as may be determined by the Board as relevant in the exercise of functions as such directors and officers, and certain other matters such as their holdings of the Bank's shares dealings, dealings with the Bank, relationships among directors and key officers, and the aggregate compensation of directors and officers.

- b. 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.
- c. 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 include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".

5. Rights to Dividends

- a. Shareholders shall have the right to receive dividends subject to the discretion of the Board.
- b. The Bank 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 Bank 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 Bank, such as when there is a need for special reserve for probable contingencies.

6. Appraisal Right

The shareholder shall have appraisal rights 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:

- a. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or 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;

- b. 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
- c. In case of merger or consolidation.
- d. It shall be the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholders' right and allow possibilities to seek redress for violation of their rights. They shall encourage the exercise of shareholder's 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.

VII. MONITORING ASSESSMENT

1. Each Committee shall report regularly to the Board.
2. The Chief Compliance Officer shall establish an evaluation system to determine and measure compliance with this Manual and the SEC Revised Code of Corporate Governance.
3. Any violation thereof shall subject the responsible officer or employee to the penalty under Part X of this Manual.
4. The establishment of such evaluation system, including the features thereof shall be disclosed in the Bank's annual report (SEC Form 17-A) or in such form of report that is applicable to the Bank. The adoption of such performance evaluation system must be covered by a Board approval.
5. This Manual shall be subject to annual review unless amendments are required by regulatory announcements or by the Board.
6. All business processes and practices being performed within any business unit of the Bank that are not consistent with any portion of this Manual shall be revoked unless upgraded to the compliant extent.

VIII. GOVERNANCE AND SELF-RATING SYSTEM

In order to measure the performance of the Board of Directors, on annual basis, the Board and all Board Committees of the Bank shall accomplish the Self-Assessment Sheet. The results shall be consolidated and presented by the Chief Compliance Officer to the Board through the Corporate Governance and Compliance Committee.

IX. REGULAR REVIEW OF THE CODE AND SCORECARD

To monitor the compliance by covered corporations either Revised Code of Corporate Governance, SEC may require them to accomplish annually a scorecard in the scope, nature and extent of the actions they have taken to meet the objectives of the Code

X. PENALTIES FOR NON-COMPLIANCE WITH THE REVISED CODE OF CORPORATE GOVERNANCE AND THIS MANUAL

1. For the Bank –

A fine of not more than Two Hundred Thousand Pesos (P200, 000) shall, after due notice and hearing, may be imposed by the Securities and Exchange Commission for every year that the Bank violates the provisions of the Revised Code of Corporate Governance, without prejudice to other sanctions that the SEC may be authorized to impose under the law, provided, however, that any violation of the Securities and Regulation Code punishable by a specific penalty shall be assessed separately and shall not be covered by the abovementioned fine.

2. For the Concerned Personnel/Unit –

The Chief Compliance Officer shall be responsible for determining violation/s of any of the provision of this Manual, through notice and hearing, and shall recommend to the Chairman of the Board, through the Corporate Governance and Compliance Committee, the imposable penalty for approval.



- a. First violation – the subject person shall be reprimanded.
- b. Second violation – suspension from office shall be imposed. The duration of the suspension shall depend on the gravity of the violation.
- c. Third violation – the maximum penalty of removal from office shall be imposed