

	<p>shortening the term of corporate existence.</p> <p>2. 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</p> <p>3. In case of merger or consolidation.</p>
Absence of Pre-emptive Right to Stock Issuances of the Corporation	The stockholders have no pre-emptive right to subscribe to any new or additional issuance of shares by the Bank, regardless of the class of shares, and whether the same is issued from the Bank's unissued capital stock or in support of an increase in capital.
Rights to Dividends	Dividends shall be declared and paid out of the surplus profits of the Bank as often and at such times as the Board may determine and in accordance with the provisions of the law and regulations of the Bangko Sentral ng Pilipinas.

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

Yes. Any stockholder may nominate candidates for 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.

External communications in the form of press releases or pronouncements to the market are coursed through the Marketing Group of the Bank. This covers, among others, write-ups on financials, products, tie-ups, etc. Press releases on financials and any other are approved by the President as endorsed by the Marketing Head and the sponsor of the information. The financial figures have to be signed off by the President, Chief Financial Officer and the Corporate Planning Head. All other required regulatory external pronouncements are released through the Corporate Secretary's Office and forwarded to the appropriate regulatory bodies or institutions.

All others which are at product level have to be signed off by the relevant unit/division involved in the particular communications and the Marketing Head.

Internal communications are handled through the Corporate Communications Unit under the Marketing Group. This involves the sending of e-mail blasts and the updating of the intranet website "Cybermag" as a marketing tool in disseminating information within the organization.

Information security guidelines are strictly prescribed and followed in disseminating information both for internal and external communications.

- 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.

FOR STOCKHOLDERS

	Details
(1) Objectives	To be able to give quality service and address all the concerns of the PNB stockholders.
(2) Principles	PNB is a customer-centered organization with a passion for service excellence.
(3) Modes of Communications	Verbal and written communications, including e-mail and fax.
(4) Investors Relations Officer	<p>Ms. Maila Katrina Y. Ilarde Corporate Secretary Tel.# (632) 834-0780/ (632) 891-6040 loc. 4106 Email: ilardemky@pnb.com.ph</p> <p>PNB Stock Transfer Agent:</p> <p>Ms. Emylyn P. Audemard Corporate Services – PNB Trust Banking Group Tel.# (632) 891-6040 loc. 2307 Email: audemardep@pnb.com.ph; avilesjml@pnb.com.ph</p>

FOR OTHER STAKEHOLDERS

	Details
(1) Objectives	<ul style="list-style-type: none"> Promote investors' awareness and name recognition through participation in domestic and international conferences sponsored by

	<p>fund managers.</p> <ul style="list-style-type: none"> • Improve investors' perception of PNB by keeping them abreast of the developments in the Bank through constant communications and maintaining cordial relations with them. • Effectively address concerns/issues that could materially affect the Bank's good image, operations and viability.
(2) Principles	<ul style="list-style-type: none"> • Accuracy and Timeliness <ul style="list-style-type: none"> - To provide analysts/credit rating agencies/ investors with correct and up-to-date information on PNB. • Transparency <ul style="list-style-type: none"> - To disclose to investors relevant information on the Bank in line with the prescribed standard of disclosure by regulatory agencies. • Consistency and Impartiality <ul style="list-style-type: none"> - To make the same information accessible to all interested analysts/ credit rating agencies/investors through various modes of communication.
(3) Modes of Communications	<ul style="list-style-type: none"> • Meetings with the President and other Senior Officers (as requested by investors) • Teleconferences / phone calls • Emails
(4) Investors Relations Officer	<p>SVP Emeline C. Centeno Corporate Planning and Research Division Tel # 526-3131 local 2120/2084 Email address: centenoec@pnb.com.ph iru@pnb.com.ph</p>

FOR PUBLIC IN GENERAL

	Details
(1) Objectives	<ul style="list-style-type: none"> • To properly communicate corporate news, institutional advocacies and product campaigns to the general public and specific markets through appropriate and effective media channels. To provide the proper feedback channels to potential and existing clients and reply to queries in a timely manner. (Customer Service)
(2) Principles	<ul style="list-style-type: none"> • Timeliness - Timely dissemination of information as required by the public. • Effectivity - To reach the proper audience with the appropriate communication
(3) Modes of Communications	<ul style="list-style-type: none"> • Internal and External Email Broadcasts • Facebook • Print Media • Radio • Letter Advices to Publics • TV Advertisements (Local, Cable and Overseas) • Press Releases • Short message service alerts • Electronic Channels – ATM, Phone, Mobile • Websites and Social Networks
(4) Investors Relations Officer	<p>SVP Norman Martin C. Reyes Chief Marketing Officer / Marketing Group Head Tel.# (632) 526-3131 loc. 4048 Email address: reyesnmc@pnb.com.ph</p> <p><u>Customer Service</u> <u>Hotline: (632) 573-8888</u> <u>Email: customercare@pnb.com.ph</u></p>

- 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 has created a Capital Management sub-committee of the Asset/Liability Committee to specifically handle policies and procedures pertaining to the capital planning and assessment as well as possible equity investments of the Bank. It is composed of the President, Chief Financial Officer, the Head of Treasury, the Head of Corporate Planning, and the President of PNB Capital and Investment Corporation.

The following are undertaken for the acquisition of substantial control in capital markets, merger with another bank and sale of substantial portion of corporate assets:

- a. Secure Board approval for the envisioned transaction.

ANNUAL CORPORATE GOVERNANCE REPORT

FOR STOCKHOLDERS:

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