# MESSAGE FROM THE CORPORATE GOVERNANCE CHAIRMAN



FELIX ENRICO R. ALFILER VICE-CHAIRMAN / DIRECTOR

# **CORPORATE GOVERNANCE**

he Bank has set up corporate governance standards cognizant of Philippine and international best practices. The Bank believes that corporate governance remains to be a dynamic concept with a framework of rules, systems and processes adopted by the organization. The Bank looks at national and international agencies, regulatory bodies as well as the private sector in the process of developing good corporate governance policies. The Bank's existing corporate governance framework governs the responsibilities and duties of the Board and Management to the stockholders and other stakeholders toward the promotion of a strong corporate governance culture. The Bank continuously strives to raise corporate governance standards to a level that is at par with global standards and ultimately contributes to the development of Philippine capital markets.

The PNB Board of Directors and Management commit themselves to adhere to the highest principles of good corporate governance as embodied in the Bank's Amended Articles of Incorporation, Amended By-Laws, Code of Conduct and the Revised Corporate Governance Manual. The Bank subscribes to the philosophy of integrity, accountability and transparency in its manner of doing business; dealing fairly with its clients, investors, stockholders, the communities and various publics affected by its activities. The Bank espouses professionalism among its Board of Directors, executives and employees in managing the Bank, its subsidiaries and affiliates; and respect for the laws and regulations of the countries affecting its businesses. The Bank practices a philosophy of rational check and balances and adopts a structured approach to its business operations.

The Corporate Governance Committee is created pursuant and in compliance to SEC Memorandum Circular No. 6, Series of 2009, Revised Code of Corporate Governance; BSP Circular 456 dated October 4, 2004, Constitute Board Committees; and BSP Circular No. 749 dated February 27, 2012, Strengthening Corporate Governance. This is to align with existing regulations with international standards and best practices that promote good corporate governance such as the "Principles for Enhancing Corporate Governance", to assist the Board of Directors in fulfilling its corporate governance responsibilities; and ensure the Board's effectiveness and due observance of corporate governance principles and guidelines.

The Corporate Governance Committee is comprised of seven members of the Board of Directors - the President, three non-executive directors and three independent directors. The Chairman of the Corporate Governance Committee is an independent director.

The Committee has the power and control in the Board by informing shareholders of its larger role in establishing strategic objectives and a set of corporate values that are communicated throughout the institution; setting and enforcing clear lines of responsibility and accountability throughout the Bank; ensuring that Board members are qualified for their positions, have a clear understanding of their role in corporate governance and are not subject to undue influence from Management or outside concerns; effectively utilizing the work conducted by internal and external auditors, in recognition of the important control function they provide; ensuring that compensation approaches are consistent with the Bank's ethical values, objectives, strategy and control environment; and conducting corporate governance in a transparent manner.

The Board and Management believe that corporate governance is a critical component of sound strategic business management and will, therefore, undertake every effort necessary to create awareness within the organization to ensure that the principles of fairness, accountability and transparency are indispensable in conducting the day-to-day business of the Bank, its subsidiaries and affiliates.

The Bank's operations are managed through properly established organizational structure and adequate policies and procedures embodied in the manuals approved by the management committees, board committees and the board. These manuals are subject to periodic reviews and updates to align and ensure consistency with new laws and regulations and generally conform to evolving global and regional standards and best practices. The Corporate Governance Manual describes the role and responsibilities as well as the scope of activities of the principal parties that directly or indirectly influence the corporate governance practices of the Bank enterprise-wide, primarily the Members of the Board, the Chief Compliance Officer, the Chief Risk Officer, the Corporate Secretary, the Trust Officer, Internal and External Auditors, as well as constituting at a minimum, the Board Audit & Compliance, Risk Oversight and Corporate Governance/Nomination/Remuneration Committees, as well as the newly created Board Oversight RPT Committee, that is directly engaged in monitoring and controlling business risks.

To further strengthen good corporate governance, the Board of Directors appointed the Chief Compliance Officer as the Corporate Governance Executive tasked to assist the Board and Corporate Governance/Nomination/Remuneration Committee in the discharge of their corporate governance oversight functions.

There are eight (8) Board Committees that have been instrumental in setting the tone for the corporate governance practices of the Bank, its subsidiaries and affiliates. These committees are the Board Policy Committee; Executive Committee; Board Oversight RPT Committee; Board Audit and Compliance Committee; Risk Oversight Committee; Trust Committee; Board Oversight Committee – Domestic and Foreign Offices/Subsidiaries; and Board IT Governance Committee.

In 2015, the Philippine Stock Exchange recognized PNB as one of the Top Ten Bell Awardees among all publicly listed companies. The award commends listed companies and trading participants that practice the highest standards of corporate governance in the country. The Bank was a recipient of the Silver Award for good corporate governance from the Institute of Corporate Directors (ICD) for two consecutive years (2011-2012). This is in recognition of the institution's existing organization composed of dedicated corporate directors and senior management committed to the professional corporate directorship in line with global principles of modern corporate governance.

The PNB Board approved the Revised Corporate Governance Manual in accordance with the provisions of the SEC Revised Code of Corporate Governance, in compliance with the SEC Memorandum Circular No. 9 dated May 6, 2014.

The corporate governance framework is integral in the Bank's Compliance Awareness Training Program conducted regularly by the Global Compliance Group to sustain awareness among bank employees on corporate governance policy guidelines. As such, PNB corporate governance framework is effectively adopted and implemented enterprise-wide and conforms to evolving global standards and best practices.

FELIX ENRICO R. ALFILER Corporate Governance Chairman

The Bank acknowledges that corporate governance is a dynamic concept and is a framework of rules, systems and processes in the organization. It governs the performance of the Board of Directors and Management, of their respective duties and responsibilities to the stockholders and other stakeholders. It provides direction for the promotion of a strong corporate governance culture and recognizes current best practices. It also strives to raise corporate governance standards to a level that is at par with global standards and ultimately contributes to the development of Philippine capital markets.

The Bank adheres to the highest principles of good corporate governance as embodied in its Amended By-Laws and Articles of Incorporation, Code of Conduct and Corporate Governance Manual. It subscribes to the philosophy of rational checks and balances, fairness, integrity, accountability and transparency in its manner of doing business; dealing fairly with its clients, investors, stockholders, the communities affected by the Bank's activities and its various publics. The Bank espouses professionalism among its Board of Directors, executives and employees, its subsidiaries and affiliates and respect for laws and regulations.

The Bank's operations are managed through an established organizational structure with adequate policies and procedures embodied in manuals approved by management, board committees and the Board. These manuals are subjected to periodic review and are updated to be consistent with the new laws and regulations and to conform with international standards and best practices. The Bank has adopted the Revised Corporate Governance Manual to align its internal policies with recently issued regulatory guidelines and new reportorial disclosures for significant transactions among related parties.

The Bank was a recipient of the Silver Award for good corporate governance from the Institute of Corporate Directors (ICD) for two consecutive years, in 2011 and 2012. This is in recognition of the Bank's existing organization composed of dedicated corporate directors and senior management committed to the professional corporate directorship in line with global principles of modern corporate governance.

In 2015, PNB was recognized among all publicly listed companies in the country by the PSE as one of the Top Ten Bell Awardees. The awards commend listed companies and trading participants that practice the highest standards of corporate governance in the country.

#### **BOARD OF DIRECTORS**

PNB is led by its Board of Directors, which is composed of fifteen members including five independent directors and the Chairperson. The members of the Board are elected annually by the stockholders. The Board is primarily responsible for approving and overseeing the implementation of the Bank's strategic objectives, risk management strategy, corporate governance, and corporate values.

The Board represents a combination of highly qualified business professionals, former bank presidents, and former senior officials affiliated with regulatory bodies and international organizations such as International Monetary Fund and the World Bank; individuals with distinct finance, audit and legal competencies; and collectively holds a broad range of expertise and related banking experience that provide value to the strengthening and upholding of good corporate governance practices in the Bank.

The Board of Directors, the key officers of the Bank and its subsidiaries undergo continuing training in corporate governance. The most recent seminar was conducted by the ICD in December 2015. There are two directors inducted "fellow" by the Philippine ICD and one director certified as a "fellow" by the Australian ICD. This is in recognition of their distinguished reputation and commitment to the highest standards of corporate governance principles, ethics and social responsibility.

#### **INDEPENDENT DIRECTORS**

In carrying out their responsibilities, the directors must act in a prudent manner and exercise independent judgment while encouraging transparency and accountability. The Bank has five (5) independent directors representing 33% of the members of the Board, beyond the 20% requirement of the SEC. The appointment of the 5 independent directors composed of the Board Chairperson Florencia G. Tarriela, and Messrs. Felix Enrico R. Alfiler, Deogracias N. Vistan, Cecilio K. Pedro and Federico C. Pascual, were approved and confirmed by the appropriate regulatory bodies.

The independent directors, act as Chairman of the Board, Board Policy Committee, Corporate Governance/Nomination/ Remuneration Committee, Board Oversight Committee – Domestic and Foreign Offices/Subsidiaries, Board Audit and Compliance Committee, Board Oversight Related Party Transaction (RPT)

Committee, and Risk Oversight Committee. The independent directors are also members of the Trust Committee.

#### CHAIRPERSON OF THE BOARD

The Chairperson of the Board is Florencia G. Tarriela who has been serving in this role since 2005. Chairperson Florencia G. Tarriela has extensive background and experience in the banking industry and is an active member of numerous banking and non-profit institutions. She is currently a Life Sustaining Member of BAIPHIL and FINEX and a Trustee of TSPI Development Corporation. Her prior appointments include Undersecretary of Finance; Alternate Board Member of the Monetary Board of Bangko Sentral ng Pilipinas; Alternate Board Member of Land Bank and PDIC; and Managing Partner & the first Filipina Vice President of Citibank N.A., Philippines. As an Independent Director, Chairperson Florencia G. Tarriela sits as Chairman of Risk Management Committee and member of the three (3) Board Committees.

The Chairperson of the Board and the President and Chief Executive Officer are complimentary. This relationship provides appropriate balance of power, increased accountability, and independent decision making by the Board with management having the responsibility to execute strategic plans of the Bank.

### **BOARD COMMITTEES**

The following nine (9) board committees have been instrumental in setting the tone for the corporate governance practices of the Bank, its subsidiaries and affiliates, Board Policy Committee; Board Audit and Compliance Committee; Risk Oversight Committee; Trust Committee; Corporate Governance/Nomination/ Remuneration Committee; Board Oversight Committee – Domestic and Foreign Offices/Subsidiaries; Board IT Governance Committee; Board Oversight RPT Committee; and Executive Committee.

The authority, duties and responsibilities, as well as the frequency of the board committee meetings are stated in their respective charters. Meetings are generally held on a monthly basis which may include special board committee meetings when necessary. The board committee secretariats are responsible for ensuring that the regular agenda of the meetings and resource persons are communicated prior to meetings and that discussions and attendance of the members are properly recorded and endorsed to the Board for confirmation.

## CORPORATE GOVERNANCE

The oversight control committees such as Corporate Governance/ Nomination/Remuneration Committee; Board Audit and Compliance Committee; Risk Oversight Committee; and Board Oversight RPT Committee are chaired by Independent Directors.

In 2015, the Bank focused more on the strengthening and enhancement of the existing RPT policies and procedures in order to be more comprehensive and to align its provisions with the recently issued BSP guidelines on RPTs, with the principles of the Annual Corporate Governance Report (ACGR); ASEAN Corporate Governance Scorecard (ACGS); and with Basel III guidelines on good corporate governance.

Among the areas affected by the expanded and comprehensive implementation of RPT policies and procedures are the strengthened oversight functions of the Board, Board Oversight RPT Committee (BORC), and Senior Management; embedded RPT policies and procedures in the Operations Manuals of the respective business units; expanded implementation across business entities; developed RPT database system; and independent reviews of the Internal Audit and Global Compliance Groups; external auditors and examination by regulatory bodies.

In order to prevent abuses arising from exposures to related parties on the covered transactions; and to address conflict of interest, the Bank has a board approved enterprise-wide policy framework in place. The BORC was created to assist the Board in performing its oversight functions in monitoring and managing potential conflicts of interest, ensure that exposures to related parties are made on an arm's length basis; and are effectively monitored; appropriate steps are taken to control or mitigate the risks; and write-offs of such exposures are made according to standard policies and processes. The RPT policy guidelines cover a broader spectrum of transactions not only those that give rise to credit and/or counterparty risks but also those that could pose material risk or potential abuse to the bank, and its stakeholders. The Bank ensures that individual and aggregate exposures to related parties are within prudent levels consistent with the existing prudential limits and internal limits; through independent reviews by Internal Audit and Global Compliance Groups; disclosures and/or reporting requirements; as well as compliance awareness training program on RPT. The members of the Board, shareholders, and management shall disclose to the Board whether they directly, indirectly or on behalf of third parties, have

a financial interest in any transaction or matters affecting the Bank. Directors and officers involved in possible conflict of interests shall disassociate from participating in the decision making process and abstain in the discussion, approval and management of such transactions or matters affecting the Bank. The BORC may inform the Corporate Governance/Nomination/Remuneration Committee of the directors/officers' actual/potential conflicts of interest with the Bank, as necessary.

Factors to be considered in evaluating RPTS include (i) related party's relationship to the bank and interest in the transaction; (ii) material facts of the proposed RPT, including the proposed aggregate value of such transaction; (iii) benefits to the Bank of the proposed RPT; (iv) availability of other sources of comparable products or services; and (v) an assessment as to whether the terms of the RPT are comparable to generally available to similarlysituated non-related parties.

#### **BOARD OVERSIGHT RPT COMMITTEE (BORC)**

The BORC was created in September 2013. The authorities and responsibilities of the BORC are governed by a Charter to assist the Board in performing its oversight functions in monitoring and managing potential conflicts of interest of shareholders, board members, management, and other stakeholders of PNB Group. The Committee is composed of at least five (5) regular members, including the three (3) Independent Directors (IDs); and the two (2) non-voting members, the Chief Audit Executive (CAE), and the Chief Compliance Officer (CCO). The CCO is designated as Secretariat of the Committee.

The BORC has the authority to evaluate material RPTs. These should be conducted in the regular course of business on an arm's length basis; and not undertaken on more favorable economic terms (e.g. price, commission, interest rates, fees tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances. No corporate or business resources of the Bank are to be misappropriated or misapplied and sound judgment is to be exercised for the best interest of the Bank. Material RPTs are to be reviewed and endorsed to the Board for approval/notation.

The duties and responsibilities of the BORC include: (i) reviewing and approving RPT policy guidelines; (ii) evaluating on an ongoing basis existing relations between and among businesses and counterparties; (iii) assessing all material RPTs; (iv) ensuring that appropriate disclosures are made; (v) reporting to the Board the status and aggregate exposures to related parties; (vi) ensuring that RPTs, including write-off of exposures are subject to independent reviews; and (vii) overseeing implementation of the system for identifying, monitoring, measuring, controlling and reporting RPTs, including the periodic review of RPT policies and procedures.

The RPT policy has been formulated and adopted in accordance with the provisions of the SEC Code of Corporate Governance; and BSP Circular No. 749 and 895, including the Code of Conduct and Business Ethics which the Bank consistently adopts. These are as follows:

- Code of Conduct it prescribes the moral code for PNB Group employees that instills discipline and yields higher productivity at the workplace; and enhances and safeguards the corporate image of the Bank. Its overall intent is more for the prevention of the infraction rather than the administration of disciplinary measures. It also defines and provides the standards of conduct expected of all employees and enumerates the actions or omissions prejudicial to the interest of the Bank.
- Whistleblower Policy this policy encourages the Bank employees to report internally any suspected or actual commission of theft/fraud, violation of ethical standard, law, rule or regulation and/or any misconduct by its directors, officers or staff in accordance with the Whistleblower Policy. It protects the employee/whistleblower against retaliation, discrimination, harassment or adverse personnel action, for reporting in good faith a suspected or actual violation.
- Soliciting and/or Receiving Gifts Policy all employees are expected to observe, discretion and prudence in receiving gifts or donations whether in cash or in kind and other form of hospitality. Soliciting gifts/donations/sponsorship from clients, suppliers, and other business related parties is strictly prohibited. However, employees may be allowed to receive gifts/donations/sponsorship/financial assistance from clients, suppliers, and other business related parties, provided that gifts/donations/sponsorships worth P2,000.00 and above must be reported to the Human Resource Group (HRG), declaring the value, the giver and action taken, i.e., kept for personal use, donated to charity. On the other hand, gifts with estimated value of more than P5,000.00 shall likewise be reported and turned-over to HRG for donation to any legitimate charitable institution preferred by the concerned employee.
- Personal Investment Policy set forth prudent standards of behavior for all employees when conducting their personal

investment transactions. It provides minimum standards and specifies investment practices which are either prohibited or subject to special constraints. The employees may make investments for their personal accounts as long as these transactions are consistent with laws and regulations, and the personal investment policy of the bank. These investments should not appear to involve a conflict of interest with the activities of the bank or its customers. Employee investment decisions must be based solely on publicly available information, and should be oriented toward long term investment rather than short term speculation. As a general policy, all employees are prohibited from purchasing or selling any PNB securities if they possess material nonpublic information about PNB that if known by the public might influence the price of PNB securities. Employees may not purchase or sell PNB options or execute a short sale of PNB security unless the transaction is effected as a bona-fide hedge.

The Corporate Governance and RPT frameworks are integral in the Bank's Compliance Awareness Training Program conducted regularly by the Global Compliance Group to sustain awareness of group-wide personnel, as well as other stakeholders on good corporate governance and RPT compliance. Corporate governance and RPT trainings support the Bank's commitment of continuing awareness among the Board of Directors, senior management, employees, and other stakeholders of PNB Group.

### **OPERATIONS MANAGEMENT**

The responsibility of managing the day-to-day operations of the Bank and implementing the major business plans rests on the President and Chief Executive Officer. Critical issues, policies and guidelines are deliberated in the pertinent management committees: Senior Management Committee, Operations Committee, Asset and Liability Committee, Senior Management Credit Committee, IT Evaluation Committee, Acquired Assets Disposal Committee, Non-Performing Assets Committee, Assets/ Records Disposal Committee, Promotions Committee, Product Committee, Bids and Awards Committee, Senior Management ICAAP Steering Committee, AML Review Committee, Administrative Investigation Committee, Branch Site Selection Committee, Selection Committee for Expatriate Personnel, Accreditation of Overseas Remittance Agent, and Committee on Decorum and Investigation. Committee meetings are conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues.

The business plans, significant issues and its resolutions are escalated to the level of the Board as part of a strong culture

# CORPORATE GOVERNANCE

of accountability and transparency embedded in the entire organization. Most of the management committees have the President as the Chairman with the members comprised of senior management of the Bank and key officers of the various business segments, the Risk Management Group, Office of the Chief Legal Counsel, Internal Audit Group and Global Compliance Group. The composition and appointment of senior officers in the different management committees are assessed periodically and reorganized as necessary in line with the business priorities.

#### **COMPLIANCE SYSTEM**

The Bank actively promotes the safety and soundness of its operations through a compliance system that fully adheres to banking laws, rules and regulations and to maintain an environment that is governed by high standards and best practices of good corporate governance. This is achieved primarily through the formulation of policies and procedures, an organizational structure and an effective compliance program that will support the Bank's compliance system.

The Chief Compliance Officer (CCO), head of the Global Compliance Group reports directly to the Board Audit and Compliance Committee. The CCO has direct responsibility for the effective implementation and management of the enterprise compliance system covering the Parent Bank, its subsidiaries and affiliates. The CCO is also primarily responsible for promoting compliance with the laws and regulations of the different jurisdictions, corporate policies and procedures and international standards and best practices. The Board of Directors appointed the CCO as the Corporate Governance Executive tasked to assist the Board and the Corporate Governance/Nomination/ Remuneration Committee in the discharge of their corporate governance oversight functions.

Global Compliance Group continues to evolve the Bank's Compliance System with the complement of five major divisions, namely: Global AML Compliance Division, Regulatory Compliance Division, Business Vehicle Management Compliance Division, Compliance Testing Review Division and Corporate Governance Monitoring Division that provides support to the Corporate Governance/Nomination/Remuneration Committee and the Board Oversight Related Party Transaction Committee.

The Bank's existing Compliance Program defines the seven (7) key elements of an effective compliance framework, with proactive Board and executive level oversight, effective compliance organizational structure, standardized policies and procedures across all businesses, periodic monitoring and assessment, robust

MIS and compliance reporting, comprehensive compliance and AML awareness training and independent compliance testing reviews. The Compliance Program also incorporates the new policies, laws and regulations and enhancements to corporate standards of which PNB, including its local and foreign subsidiaries/ affiliates, is required to be fully aware of. The Compliance Program has been implemented consistently in the PNB Group.

The Bank's AML/CFT Policy Guidelines and Money Laundering and Terrorist Financing Prevention Manuals with FATCA compliance

guidelines, are two major manuals approved by the Board. The Bank is fully committed to adhere to existing and new AML/CFT and FATCA laws, rules, regulations, and implementing guidelines issued by both Philippine and foreign regulators.

The Bank has updated policies and procedures embracing the compliance framework, the corporate governance guidelines and the AML Risk Rating System issued by BSP and foreign regulators on AML/CFT as well as FATCA laws and regulations.

With a comprehensive compliance system effectively implemented enterprise-wide, there has not been material deviation noted by

#### **AS OF JANUARY 29, 2016**

BOARD OF DIRECTORS
Ms. Florencia G. Tarriela*
Mr. Felix Enrico R. Alfiler*
Mr. Florido P. Casuela
Mr. Leonilo G. Coronel
Mr. Reynaldo A. Maclang
Mr. Estelito P. Mendoza
Mr. Christopher J. Nelson
Mr. Federico C. Pascual*
Mr. Cecilio K. Pedro*
Mr. Washington Z. Sycip
Mr. Harry C. Tan
Mr. Lucio C. Tan
Mr. Lucio K. Tan, Jr.
Mr. Michael G. Tan
Mr. Deogracias N. Vistan*

#### BOARD COMMITTEES

CORPORATE GOV	ERNANCE COMMITTEE
NAME	POSITION
Felix Enrico R. Alfiler*	- Chairman
Reynaldo A. Maclang	- Member
Christopher J. Nelson	- Member
Lucio K. Tan, Jr.	- Member
Michael G. Tan	- Member
Florencia G. Tarriela*	- Member
Deogracias N. Vistan*	- Member

BOARD AUDIT AND COMPLIANCE COMMITTEE		
NAME	POSITION	
Deogracias N. Vistan	- Chairman	
Felix Enrico R. Alfiler	- Member	
Florido P. Casuela	- Member	
Christopher J. Nelson	- Member	
Harry C. Tan	- Member	

RISK OVERSIO	GHT COMMITTEE
NAME	POSITION
Florencia G. Tarriela*	- Chairman
Florido P. Casuela	- Member
Leonilo G. Coronel	- Member
Christopher J. Nelson	- Member
Harry C. Tan	- Member

BOARD OVERSIGHT COMMITTEE – DOMESTIC A FOREIGN OFFICES/SUBSIDIARIES		
NAME		POSITION
Deogracias N. Vistan*	-	Chairman
Felix Enrico R. Alfiler*	-	Member
Leonilo G. Coronel	-	Member
Christopher J. Nelson	-	Member
Federico C. Pascual*	-	Member
Cecilio K. Pedro*	-	Member
Florencia G. Tarriela*	-	Member

BOARD O		
RPT CON		IIIEE
NAME		POSITION
Federico C. Pascual*	-	Chairman
Felix Enrico R. Alfiler*	-	Member
Deogracias N. Vistan*	-	Member
Alice Z. Cordero	-	Non-Voting Membe
Dioscoro Teodorico L. Lim	-	Non-Voting Membe

BOARD POLICY COMMITTEE		
NAME	POSITION	
Felix Enrico R. Alfiler*	- Chairman	
Florido P. Casuela	- Member	
Leonilo G. Coronel	- Member	
Reynaldo A. Maclang	- Member	
Christopher J. Nelson	- Member	
Federico C. Pascual*	- Member	
Harry C. Tan	- Member	
Michael G. Tan	- Member	
Florencia G. Tarriela*	- Member	
Deogracias N. Vistan*	- Member	

EXECUTIVE C	0	MMITTEE
NAME		POSITION
Florido P. Casuela	-	Chairman
Leonilo G. Coronel	-	Member
Reynaldo A. Maclang	-	Member
Christopher J. Nelson	-	Member
Harry C. Tan	-	Member
Lucio C. Tan	-	Member
Lucio K. Tan, Jr.	-	Member
Michael G. Tan	-	Member
Felix Enrico R. Alfiler*	-	Non-Voting Member
Federico C. Pascual*	-	Non-Voting Member
Florencia G. Tarriela*	-	Non-Voting Member
Deogracias N. Vistan*	-	Non-Voting Member

TRUST COMMITTEE			
NAME	POSITION		
Leonilo G. Coronel	- Chairman		
Federico C. Pascual*	- Member		
Cecilio K. Pedro*	- Member		
Reynaldo A. Maclang	- Member (Ex-Officio)		
Roberto S. Vergara	- Member (Ex-Officio)		
BOARD IT GOVERNANCE COMMITTEE			

NAME	POSITION
Leonilo G. Coronel	- Chairman
Florido P. Casuela	- Member
Christopher J. Nelson	- Member
Lucio K. Tan, Jr.	- Member
Michael G. Tan	- Member
*Independent Director	



# CORPORATE GOVERNANCE