

- 2.9.4. To devote time and attention necessary to properly discharge their duties and responsibilities. Directors should devote sufficient time to familiarize themselves with the PNB Group business. They must be constantly aware of the PNB Group condition and be knowledgeable enough to contribute meaningfully to the board's work. They must attend and actively participate in board and committee meetings, request and review meeting materials, ask questions, and request explanations. If a person cannot give sufficient time and attention to the affairs of the institution, he should neither accept his nomination nor run for election as member of the board;
- 2.9.5. To act judiciously after thorough consideration of all aspect of each matter for resolution. Before deciding on any matter brought before the Board of Directors, every director should thoroughly evaluate the issues, ask questions and seek clarifications when necessary;
- 2.9.6. To contribute significantly to the decision-making process of the board. Directors should actively participate and exercise objective independent judgment on corporate affairs requiring the decision or approval of such board;
- 2.9.7. To exercise independent judgment. A director should view each problem or situation objectively. When a disagreement with others occurs, he should carefully evaluate the situation and state his position. He should not be afraid to take a position even though it might be unpopular. Corollary, he should support plans and ideas that he thinks will be beneficial to the Bank, its subsidiaries and affiliates;
- 2.9.8. To have a working knowledge of the statutory and regulatory requirements affecting the Bank, including the contents of its Amended Articles of Incorporation and Amended By-Laws, the requirements of the BSP, SEC and where applicable, the requirements of other regulatory agencies. A director should also keep himself informed of the industry developments and business trends in order to safeguard the bank's competitiveness;
- 2.9.9. To observe confidentiality. Directors must observe the confidentiality of non-public information acquired by reason of their position as directors. Director should not reveal confidential information to unauthorized persons without the authority of the Board;
- 2.9.10. To advise the Corporate Secretary of their shareholdings in the Bank within three (3) trading days after a Director is appointed or any acquisition, disposal, or change in the shareholdings; and
- 2.9.11. Must not deal in the Bank's securities during the period within which material non-public information is obtained and up to two full trading days after the price-sensitive information is disclosed publicly.

2.10. Remuneration of Directors and Officers

The PNB Group remuneration and structures are based on the internal Policy on Remuneration of Directors and Officers.

The bank's Amended By-Laws provides that Directors shall receive such compensation for their services as may from time to time be fixed by the stockholders subject to the limitations set forth in Section 30 of the Corporation Code. Each director shall also be entitled to a reasonable per diem, as may be determined by the Board. The officers' salary or compensation elected or appointed by the Board of Directors shall be fixed by the Board.