

Yes. The Board members have independent access to Management and the Corporate Secretary to enable them to have complete information about the matters to be taken up during the meeting, or any action to be taken thereafter.

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

The following are the duties of the Corporate Secretary as provided by the Bank's By-Laws and Revised Corporate Governance Manual:

- (1) Notify parties concerned of any stockholders and Board meetings;
- (2) Inform the members of the Board, in accordance with the Amended 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;
- (3) Attend all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him from doing so;
- (4) Ensure that all Board procedures, rules and regulations are strictly followed by the members;
- (5) Provide proper assistance to the members of the Board during all Board and Stockholders' meetings while they are in the performance of their duties and responsibilities under the law and the By-Laws;
- (6) Be responsible for the safekeeping and preservation of the integrity of the Minutes of the meetings, as well as the other official records pertaining to the duties and responsibilities of the Office of the Corporate Secretary;
- (7) Furnish all directors with a copy of the general responsibilities and specific duties and responsibilities of the Board of Directors prescribed under Manual of Regulations for Banks (MORB) Subsec. X141.3(b and c), as well as the specific duties and responsibilities of a director under Subsec. X141.3(d), within thirty (30) banking days from the time of election. Copies of the acknowledgement and certification by the Directors shall be submitted to the appropriate supervisory and examining department of SES-BSP within fifteen (15) banking days from date thereof;
- (8) Monitor the directors' compliance with the attendance requirements, and issue and submit to the Securities and Exchange Commission (SEC), on or before January 30 of the following year, a sworn certification about the directors' record of attendance in Board meetings. The certification may be submitted through SEC Form 17-C or in a separate filing;
- (9) Keep a list of the Bank's stockholders, their proxies and their stockholdings, maintain the stock transfer book/s and keep track of all outstanding certificates in the manner required by law and regulations, and
 - a. Ascertain the identity and citizenship of the transferee, voting trustee, or proxy of voting shares of stock of the Bank, and require them to submit or disclose such documents and information relative to their stockholdings or any voting trust arrangements thereto;
 - b. Require the transferee, voting trustee, proxy of voting shares of stock to disclose all information with respect to persons related to them within the fourth degree of consanguinity or affinity where they have controlling interest, and the extent thereof;
 - c. Require the transferee or recipient of voting shares of stock to execute an affidavit stating, among other things, that the transferee or recipient of voting shares of stock is a bona fide owner of the said shares of stock, and that he/she acknowledges full awareness of (a) the prohibition against ownership of voting shares of stock in excess of the ceilings and/or (b) the requirement for prior Monetary Board approval for transactions resulting to significant ownership of voting shares of stock of a bank by any person, as provided in Subsec. X126.2 of the MORB and such other rules and regulations of the regulatory agencies, as may be amended from time to time;
 - d. Promptly inform stockholders (a) who have reached any of the ceilings prescribed by laws/BSP regulations of their ineligibility to own or control more than applicable ceiling or (b) who would own voting shares of stock requiring prior Monetary Board approval;
 - e. Disclose the ultimate beneficial owners of bank shares held in the name of Philippine Central Depository (PCD) Nominee Corporation in the annual (or quarterly whenever changes occur) report on Consolidated List of Stockholders and their Stockholdings (BSP 7-16-11), which report shall be made under oath by the corporate secretary;
 - f. Submit financial statements, list of certain stockholders together with their stockholdings, as well as such other reports as prescribed/required by the regulatory agencies;
 - g. Disclose any material transactions, events and information as required under the rules and regulations of the regulatory agencies; and
 - h. Perform such other duties as are necessary or incidental to his office and those that may from time to time be required by the Board, as well as by the rules and regulations of the regulatory agencies.
- (10) Exhibit loyalty to the mission, vision and objectives of the Bank; and
- (11) Work fairly and objectively with the Board, Management, stockholders and other stakeholders.

The Corporate Secretary prepares the Agenda for the Board and Board committee (Board Credit and Policy Committee, Executive Committee and Corporate Governance Committee) meetings, and assists the directors in attending seminars and trainings.

The Chief Compliance Officer is in charge in monitoring the Bank's compliance with the provisions and requirements of the Revised Corporate Governance Manual and relevant banking rules and regulations, as well as keeping the directors updated on any related statutory and regulatory changes.

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

Yes. The Corporate Secretary of the Bank is a lawyer. She possesses appropriate administrative and interpersonal skills, and has a working knowledge on the operations of the Bank.

- (e) Committee Procedures (updated – May 31, 2016)