

3. To approve the restructuring, payment plan, compromise settlement or write-off of past due, problematic and remedial accounts.
4. To endorse for Board approval the establishment, relocation, renovation or closure of domestic and overseas branches/offices including the approval of the needed budget.
5. To act on proposal for the lease, sale, disposal and any matter pertaining to Real and Other Properties Acquired (ROPAs).
6. To approve disbursements for expenses, fines and penalties.
7. To propose mergers and acquisitions and provide the budget thereof for Board approval.
8. To approve the purchase of real & personal property, divestiture or disposal of assets.
9. To review, evaluate, approve and/or endorse for Board approval policies, procedures and manuals of products and services to be offered to the Bank's domestic and overseas market.
10. To determine the risk appetite and set limits on risk taking activities.
11. To evaluate and endorse for Board approval Annual Strategic Forecasts, Plans and Budget
12. In coordination with the Board Audit & Compliance committee, conduct monthly/quarterly/periodic reviews of financial reports.
13. To review, evaluate, approve and/or endorse for board approval the Bank's capital planning, risk assessment, policies and procedures and provide oversight on the adoption and implementation of the Bank's board-approved ICAPP program.
14. All credit transactions approved by the Executive Committee shall be submitted to the Board for notation.

B. BOARD AUDIT AND COMPLIANCE COMMITTEE (BACC)

Function: The purpose of the Board Audit and Compliance Committee is: (i) to assist the Board in the performance of its oversight responsibility relating to financial reporting process, systems of internal control, audit process and monitoring of compliance with applicable laws, rules and regulations. ; (ii) provide oversight functions over internal and external auditors and ensure that the internal and external auditors act independently from each other; (iii) provide oversight over compliance functions and/or oversee the compliance program; (iv) the annual independent audit of PNB's financial statements, engagement of the external auditors and the evaluation of the external auditor's qualifications, independence and performance; (v) compliance by PNB with legal and regulatory requirements, including PNB's disclosure controls and procedures; and (vi) fulfillment of the other responsibilities set out therein.

Key Responsibilities and Power/Authority:

1. On Financial Statements: (a) review the quarterly, semi-annual, annual and periodic financial statement signed by the CEO and CFO prior to submission to the Board; and (b) establish a system that addresses, in a timely and effective manner, findings or fraud or error on the financial statements.
2. As an oversight of the Bank's External Auditors.
3. As an oversight of the Bank's Internal Auditor.
4. As an oversight of the Bank's Chief Compliance Officer.
5. Monitor and evaluate the adequacy and effectiveness of the Bank's internal control system including financial reporting control and information technology security.
6. Receive and review reports of internal and external auditors, compliance and regulatory agencies, where applicable and ensure that Management is taking appropriate corrective actions in a timely manner.
7. Conduct self-assessment of the performance of the Bank, BACC as a whole, as well as the individual performance of each committee member annually.
8. Review and evaluate the self-assessment of the performance of the Compliance and Audit Committees of the Bank's subsidiaries and affiliates to ensure that the respective Compliance and Audit Committee policies and activities are aligned with the Bank.
9. Review and assess the adequacy of the BACC Charter annually and recommend any proposed changes for approval of the Board of Directors.
10. Establish effective audit programs that cover IT risk exposures throughout the Bank, risk-focused, promote sound IT controls, ensure the timely resolution of audit deficiencies and period reporting to the Board on the effectiveness of the Banks' IT risk management, internal controls, and IT governance.
11. Shall have explicit authority to investigate any matter within its terms and reference, full access to and cooperation by Management and full discretion to invite any director or executive officer to attend its meetings, and adequate resources to enable it to effectively discharge its functions.
12. Shall have the sole authority to select, evaluate, appoint, dismiss, replace and re-appoint the external auditor (subject to stockholder ratification) based on fair and transparent criteria.
13. Shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting, or other consultants to advise the Committee.
14. May form and delegate authority to sub-committees, comprised of one or more members of the Committee, as necessary or appropriate.
15. Shall ensure that a review of the effectiveness of the institution's internal controls, including financial, operational and compliance controls, and risk management, is conducted at least annually.
16. Shall establish and maintain mechanisms by which officers and staff may, in confidence, raise concerns about possible improprieties or malpractices in matters of financial reporting, internal control, auditing or other issues to persons or entities that have the power to take corrective action.

C. CORPORATE GOVERNANCE/NOMINATION/REMUNERATION COMMITTEE

Function: The Corporate Governance/Nomination/Remuneration Committee assists the Board of Directors in fulfilling its corporate governance responsibilities and ensures the Board's effectiveness and due observance of corporate governance principles and guidelines and the selection of members of the Board and senior executives of the Bank as well as in the appointment of the members of the respective Board committees.

Other Previous Positions	<ul style="list-style-type: none"> * Environmentalist and practices natural ways of gardening * Undersecretary of Finance * Alternate Monetary Board Member of the Bangko Sentral ng Pilipinas, Land Bank of the Philippines and the Philippine Deposit Insurance Corporation * Deputy Country Head, Managing Partner and the first Filipina Vice President of Citibank N. A.
Awards/Citations	<ul style="list-style-type: none"> * President, Bank Administration Institute of the Philippines * 2014 Most Outstanding Citibank Philippines Alumni awardee for community involvement

Describe the Audit Committee's responsibility relative to the external auditor.

The Committee shall have the sole authority to select, evaluate, appoint, and replace the External Auditors subject to stockholder ratification. It shall recommend to the Board of Directors to grant the President the authority to negotiate and finalize the terms and conditions of the audit engagement as well as the audit fees, and sign, execute and deliver the corresponding contract and all non-audit engagement with the External Auditors subject to the confirmation of the BACC members. Provide oversight of the Bank's External Auditor. Discuss with the External Auditor before the audit commences the nature, scope of the audit. Responsible for the selection process and endorsement of the External Auditor to the Board for approval. Receive and review the reports of external auditor and ensure that Management is taking appropriate corrective actions in a timely manner in addressing control and compliance functions with regulatory agencies. Evaluate and determine the non-audit work of the External Auditor, and review periodically the non-audit fees paid to the External Auditor in relation to their total annual income and to the Bank's overall consultancy expenses.

(c) Corporate Governance Committee*

Office	Name	Date of Last Appointment
Chairman (ID)	Florencia G. Tarriela	May 31, 2016
Member (ED)	Reynaldo A. Maclang	May 31, 2016
Member (NED)	Felix Enrico R. Alfiler	July 22, 2016
Member (NED)	Federico C. Pascual	July 22, 2016
Member (NED)	Cecilio K. Pedro	July 22, 2016

* The Corporate Governance Committee acts as the Bank's Nomination and Remuneration Committee

(d) Risk Oversight Committee

Office	Name	Date of Last Appointment
Chairman (ID)	Felix Enrico R. Alfiler	May 31, 2016
Member (NED)	Florido P. Casuela	May 31, 2016
Member (ID)	Edgar A. Cua	May 31, 2016

(e) Trust Committee

Office	Name	Date of Last Appointment
Chairman (ID)	Federico C. Pascual	May 31, 2016
Member (NED)	Leonilo G. Coronel	May 31, 2016
Member (ID)	Christopher J. Nelson	July 22, 2016
Ex-Officio Member	Reynaldo A. Maclang	May 31, 2016
Ex-Officio Member	Roberto S. Vergara	May 31, 2016

(f) Board Oversight Committee – Domestic and Foreign Offices/Subsidiaries

Office	Name	Date of Last Appointment
Chairman (NED)	Christopher J. Nelson	May 31, 2016
Member (ID)	Florido P. Casuela	July 22, 2016
Member (ID)	Michael G. Tan	July 22, 2016

(*) Domestic Subsidiaries

Office	Name	Date of Last Appointment
Chairman (NED)	Christopher J. Nelson	May 31, 2016
Member (ID)	Florido P. Casuela	July 22, 2016
Member (ID)	Michael G. Tan	July 22, 2016

(*) Overseas Subsidiaries