



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. AS096-005555

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

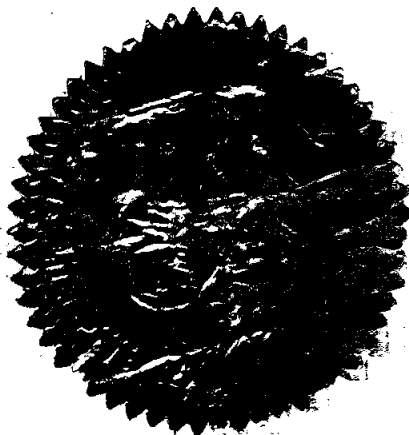
WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

PHILIPPINE NATIONAL BANK

under and in accordance with the provisions of the Corporation Code of the Philippines, Bates Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this Commission on May 8, 1996, and a copy of said Articles and By-Laws are hereto attached;

NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation and By-Laws were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 27th day of May, Anno Domini, Nineteen Hundred and Ninety-Six.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 27th day of May, in the year of our Lord nineteen hundred and ninety-six.



PERFECTO R. YASAY, JR.
Acting Chairman

ARTICLES OF INCORPORATION
OF THE
PHILIPPINE NATIONAL BANK

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Executive Order No. 80 of December 3, 1986, otherwise known as the 1986 Revised Charter of the Philippine National Bank ("PNB") provides in part as follows:

"SEC. 6. Change in Ownership of the Majority of the Voting Equity of the Bank. - When the ownership of the majority of the issued common voting shares passes to private investors, the stockholders shall cause the adoption and registration with the Securities and Exchange Commission of the appropriate Articles of Incorporation and revised by-laws within three (3) months from such transfer of ownership. Upon issuance of the certificate of incorporation under the provisions of the Corporation Code, this Charter shall cease to have force and effect, and shall be deemed repealed. Any special privileges granted to the Bank such as the authority to act as official government depository, or restrictions imposed upon the Bank, shall be withdrawn, and the Bank shall thereafter be considered a privately organized bank subject to the laws and regulations generally applicable to private banks. The Bank shall likewise cease to be a government owned or controlled corporation subject to the coverage of service-wide agencies such as the Commission on Audit and the Civil Service Commission.

The fact of the change of the nature of the Bank from a government-owned and controlled financial institution to a privately-owned entity shall be given publicity."

WHEREAS, the adoption of these Articles of Incorporation shall not result in the creation of a new corporation since the Philippine National Bank as established under Public Act No. 2612, as amended and revised by subsequent laws, the latest of which is Executive Order No. 80, continues to exist, these new Articles of Incorporation being adopted only in pursuance of Section 6 of Executive Order No. 80.

WHEREAS, the stockholders of the Bank have caused the adoption of these Articles of Incorporation in a Special Meeting held for the purpose on March 5, 1996, for registration with the Securities and Exchange Commission as required in the above cited Sec. 6 of Executive Order No. 80.

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NOW, THEREFORE, for and in consideration of the foregoing, we, all of whom are of legal age, Filipino citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a commercial banking corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY THAT :

FIRST. The name of this corporation shall be PHILIPPINE NATIONAL BANK.

SECOND. Its principal office and place of business shall be in the National Capital Region, also known as Metro Manila. It may open and/or maintain other branches, agencies or other offices at such places in the Philippines or abroad as its Board of Directors may deem advisable, with the prior approval of the Monetary Board of the Bangko Sentral Ng Pilipinas.

THIRD. The purposes for which the corporation is formed are to perform commercial banking as well as expanded commercial banking functions, and within the context of a financially viable and stable banking institution, to provide banking services for the development of agriculture and small and medium scale commercial and industrial enterprises particularly in the countryside; to service and maintain, subject to pertinent laws and to the rules and regulations as may be prescribed by the Monetary Board of the Bangko Sentral Ng Pilipinas, deposits of the government, its branches, subdivisions and instrumentalities, and of government owned or controlled corporations; to carry on a general trust business; and to operate a foreign currency deposit unit; and by virtue thereof, to have and exercise all rights, privileges, powers and attributes of a commercial bank with expanded commercial banking authority as are now and may hereafter be authorized by law.

FOURTH. The corporation shall continue to exist for fifty (50) years from and after the date of issuance of the certificate of incorporation by the Securities and Exchange Commission under the Corporation Code.

FIFTH. The names, residences and citizenship of the incorporators of the corporation are as follows:

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NAME	RESIDENCE	CITIZENSHIP
Daniel L. Lacson, Jr.	Villa Valderrama Subd., Bacolod City	Filipino
Peter B. Favila	40 Narra St., Valle Verde Pasig City	Filipino
Cesar A. Buenaventura	Unit K-27 Kasiyahan Homes Mckinley Road, Makati	Filipino
Soriano R. Eddun	14 Gumamela St. Villa Sta. Maria, Zamboanga City	Filipino
Rogelio L. Lizada	Albatross St., Belisario Heights Bajada, Davao City	Filipino
Antonio S. Manas	21 Mushroom St., Valle Verde 5, Pasig City	Filipino
Pedro A. Nisperos	20 Maranaw St., La Vista Subd., Quezon City	Filipino
Renato L. Paras	16 Encarnacion St. Magallanes Village	Filipino
Juan C. Raña	107 F. Balagtas St. Chrysantenum Village San Pedro, Laguna	Filipino

SIXTH. The number of directors of the corporation shall be eleven (11). The names, residences and citizenship of the directors of the corporation who are to serve until their successors are duly elected and qualified as provided in the By-Laws are as follows:

NAME	RESIDENCE	CITIZENSHIP
Daniel L. Lacson, Jr.	Villa Valderrama Subd., Bacolod City	Filipino
Peter B. Favila	40 Narra St., Valle Verde Pasig City	Filipino

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NAME	RESIDENCE	CITIZENSHIP
Cesar A. Buenaventura	Unit K-27 Kasiyahan Homes Mckinley Road, Makati	Filipino
Soriano R. Eddun	14 Gumamela St. Villa Sta. Maria, Zamboanga City	Filipino
Rogelio L. Lizada	Albatross St., Belisario Heights Bajada, Davao City	Filipino
Antonio S. Manas	21 Mushroom St., Valle Verde 5, Pasig City	Filipino
Pedro A. Nisperos	20 Maranaw St., La Vista Subd., Quezon City	Filipino
Renato L. Paras	16 Encarnacion St. Magallanes Village	Filipino
Juan C. Raña	107 F. Balagtas St. Chrysantenum Village San Pedro, Laguna	Filipino

SEVENTH. The authorized capital stock of the corporation shall be TEN BILLION PESOS (P10,000,000,000.00) divided into One Hundred Million (100,000,000) common shares with par value of One Hundred Pesos (P100) per share.

EIGHTH. The amount of the aforesaid capital stock which has been actually subscribed and paid is ₱ 9,998,557,900.00 details of which are shown in Annex "A" hereof. The subscribers in Annex "A" are the present stockholders of PNB as a result of the privatization of the Bank.

NINTH. A stock option plan may be adopted by the corporation subject to the rules promulgated by the Securities and Exchange Commission as well as the limitations imposed by the Bangko Sentral Ng Pilipinas.

Francis

R. Sara

TENTH. No transfer of stock which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

ELEVENTH. Mr. Valentin A. Araneta has been elected by the subscribers as TREASURER of the corporation to act as such until his successor is duly elected and qualified in accordance with these By-Laws; and as such Treasurer, he has been authorized to receive for and in the name of the corporation, all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 5th day of March, 19 96, in Panay City, Philippines.

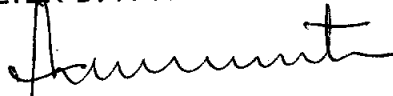
(Names & Signatures of Incorporators)


DANIEL L. LACSON, JR.

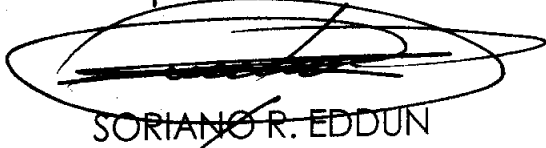

ROGELIO L. LIZADA


PETER B. FAVILA


ANTONIO S. MANAS


CESAR A. BUENAVENTURA

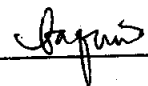

PEDRO A. NISPEROS



SORIANO R. EDDUN


RENATO L. PARAS


JUAN C. RAÑA

SIGNED IN THE PRESENCE OF:





ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF PASAY) S.S.

BEFORE ME, this 5th, day of March, 1996, in Pasay City, personally appeared:

NAME	COMM. CERT. NO.	DATE/PLACE OF ISSUE
Daniel L. Lacson, Jr.	74777745	1/25/96 - Talisay, Negros Oc
Peter B. Favila	13304317	2/9/96 - Pasay City
Cesar A. Buenaventura	12121801C	1/12/96 - Makati City
Soriano R. Eddun	8159665	1/22/96 - Zamboanga City
Rogelio L. Lizada	10307379	1/11/96 - Davao City
Antonio S. Manas	5965932	1/11/96 - Dagupan City
Pedro A. Nisperos	13228738	2/9/96- Quezon City
Renato L. Paras	4639615	1/24/95 - Makati City
Juan C. Raña	12172823	2/19/96- San Pedro , Laguna

known to me and to me known to be the same persons who executed the foregoing instrument, consisting of six (6) pages including the last page on which this acknowledgment is written, and signed by the parties executing this instrument and their witnesses, and sealed with my notarial seal, and said parties acknowledged to me that the same instrument is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL in Pasay City on the date and year first above written.

Amurante

Notary Public
NOTARY PUBLIC
Until December 31, 19__
U
P

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Book No. 7
Series of 1996

R. Lacson

REPUBLIC OF THE PHILIPPINES)
CITY OF PASAY) S.S.

I, VALENTIN A. ARANETA being duly sworn, depose and say:

That I have been elected by the subscribers of the corporation as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the By-Laws of the corporation, and that as such Treasurer, I hereby certify under oath that at least 25% of the authorized capital stock of the corporation has been subscribed and 100% of the total subscription has been paid, and received by me, in the form of all the assets and all the liabilities of the Philippine National Bank, in the amount of P9,998,557,900.00 in accordance with the Corporation Code.

Valentin A. Araneta
(Signature of Treasurer)

SUBSCRIBED AND SWORN to before me, a Notary Public, for and in the City of Pasay, Metro Manila, this 5th day of March, 1996, by Valentin A. Araneta with Community Tax Certificate No. 6830C issued at Manila on Feb. 9, 1995

Araneta

Notary Public
NOTARY PUBLIC
Until December 31, 1996
U
P.

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Page No. 90
Book No. I
Series of 1996

S. Lara

BY-LAWS
OF THE
PHILIPPINE NATIONAL BANK

ARTICLE I - OFFICES

Section 1.1 Domicile and Place of Business. The principal office and place of business of Philippine National Bank (hereinafter called the "Bank") shall be in the National Capital Region, also known as Metro Manila.

Section 1.2 Branches, Agencies and Other Offices. The Bank may open and maintain branches, agencies and other offices at such places in the Philippines or abroad as its Board of Directors may deem advisable, with the prior approval of the Monetary Board of the Bangko Sentral ng Pilipinas.

ARTICLE II - CORPORATE SEAL

The corporate seal of the Bank shall have such design and such features as the Board of Directors may decide.

ARTICLE III - STOCK AND STOCK CERTIFICATES

Section 3.1 Shares of Stock. The authorized capital stock of the Bank shall consist of common shares.

Section 3.2 Certificate of Stock. A Certificate of Stock shall be issued to each holder of fully paid subscription in numerical order from the stock certificate book; shall be signed by the President of the Bank or shall bear a facsimile of his signature, and countersigned by the Secretary or bear a facsimile of his signature and sealed by him with the corporate seal; shall state on its face its number, the date of issue, the number of shares for which it was issued, the name of the person in whose favor it was issued, the designation of the class in which it was issued and the fact that the stock is fully paid; and shall contain at the back thereof a form of assignment of the certificate of stock and the features of the restrictions on the share.

A record of each certificate issued shall be kept in the stub thereof and upon the stock ledger of the Bank.

The certificate of stock shall be in such form and design as may be determined by the Board of Directors.

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Section 3.3 Transfer of Stock. Transfer of shares shall be made by the endorsement of the certificate of stock and delivery thereof, but shall not be effective and binding insofar as the Bank is concerned until duly registered upon the books of the Bank, and before a new certificate is issued, the old certificate must be surrendered to the Secretary or to the stock transfer agent, as the case may be, for cancellation. All certificates so surrendered shall be marked with the word "CANCELLED", indicating the date of cancellation, and shall forthwith be attached to the corresponding stub of the stock certificate book.

The transfer of the share shall be recorded in the stock and transfer book which shall be kept at the main office of the Bank and shall be open to inspection by any stockholder anytime during office hours.

Section 3.4 Closing of Stock and Transfer Book or Fixing of Record Date. The stock and transfer book of the Bank shall be closed for transfers during the seven (7) working days next preceding any meeting of the stockholders and during seven (7) working days next preceding the date upon which dividends are declared payable and during such additional time as the Board of Directors may from time to time determine.

In lieu of closing the stock and transfer book, the Board of Directors may fix a date, not exceeding thirty (30) days preceding the date of any meeting of stockholders or any dividend payment date, as a record date for the determination of stockholders entitled to notice of, and to vote at any such meeting or entitled to receive payment of any dividend, and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to a notice of, and to vote at any such meeting or to receive payment of such dividend notwithstanding any transfer of any stock on the books of the Bank after such record date.

In all cases the fixing of the record date shall be in accordance with the rules of the Securities and Exchange Commission and the Philippine Stock Exchange.

Section 3.5 Lost or Destroyed Certificates. Lost or destroyed certificates shall be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit in triplicate as to the ownership of the stock alleged to have been lost or destroyed and the facts which support its loss or destruction, and only after complying with the requirements of the Corporation Code of the Philippines.

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The new certificate of stock shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to have been lost or destroyed.

ARTICLE IV - STOCKHOLDERS

Section 4.1 Who are stockholders: List of Stockholders. The stockholders of the Bank shall be the owners of shares of stock of the Bank as they appear in its books. Annually and as often as may be necessary, the Secretary shall prepare or cause to be prepared alphabetical lists of stockholders entitled to vote at any annual or special meeting, as well as stockholders not entitled to vote. The list of stockholders entitled to vote shall also set forth the number of shares held by each stockholder. Such list shall be produced and kept open at the time and place of any such meeting and shall be subject to inspection by any stockholder for the duration of the meeting.

Section 4.2 Annual Meetings. The annual meeting of the stockholders shall be held at the principal office of the Bank on the third Tuesday of April of each year unless such day is a legal holiday in which case the business day next following shall be the meeting day for the particular year.

Section 4.3 Special Meetings. Special meetings of the stockholders may be called by the Chairman of the Board of Directors, by the President, by the Majority of the Board of Directors, or on the demand in writing of the stockholders owning a majority of the voting stock of the Bank.

Call for special meeting shall be made at least fifteen (15) days in advance and shall specify the time, place and purpose of the meeting and no business other than that specified in the call shall be transacted at such special meeting.

Section 4.4 Notice of Meeting. Written or printed notice of each regular or special meeting of stockholders shall be prepared and mailed, or caused to be prepared and mailed by the Secretary to the last known post office address of each stockholder not less than ten (10) days prior to the date set for such Meeting, and in addition shall be published or caused to be published by the Secretary for one week daily in at least one newspaper of general circulation in the Philippines. The notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, such notice shall state the purpose of the same. Waiver of such notice

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may only be made in writing. No notice shall be necessary for any adjourned meeting.

Section 4.5 Validity of Proceedings in the Meeting. No failure or irregularity of notice of any regular or special meeting at which all the stockholders entitled to vote are present or represented shall invalidate the proceedings had and the business transacted at such meeting.

Section 4.6 Quorum. Unless otherwise provided by law, a quorum at any stockholders' meeting shall consist of the stockholders representing a majority of the voting stock of the Bank present either in person or by proxy.

Section 4.7 Right to Vote; Proxies. Stockholders entitled to vote at a stockholders' meeting may vote either in person or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank. Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 in the afternoon five (5) calendar days prior to the date of said meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

Section 4.8 Presiding Officer; Order of Business. The Chairman or, in his absence, the Vice Chairman, and the Secretary of the Board shall be the Chairman and Secretary, respectively, in all meetings of the stockholders.

The Agenda in all stockholders' meetings setting forth the order of business shall be prepared by the Secretary and approved by the Chairman of the Board.

The agenda of the annual stockholders' meeting shall include, among others, the following:

- (1) Call to Order
- (2) Secretary's Proof of Notice of Meeting and Quorum
- (3) Approval of Minutes of Previous Stockholders' Meeting
- (4) Report of the President
- (5) Approval of Annual Report

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- (6) Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers since the last Annual Stockholders Meeting
- (7) Election of Directors
- (8) Appointment of External Auditor
- (9) Other Matters
- (10) Adjournment.

Section 4.9 Voting of Shares in General. At each meeting of the stockholders, every stockholder entitled to vote on the particular question involved shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Bank at the time of the closing of the transfer books for such meeting or on the record date fixed by the Board of Directors pursuant to Section 3.4 of these By-Laws.

Section 4.10 Minutes. Minutes of all meetings of the stockholders shall be kept and carefully preserved by the Secretary as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1 Composition. The direction and control of the business, affairs, and management of the Bank, and the preservation of its assets and properties, shall be vested in a Board of Directors consisting of eleven (11) members duly elected as herein provided.

Section 5.2 Qualifications. No person shall be elected as director of the Bank unless he is a registered owner in the Books of the Bank of at least one (1) share of the capital stock of the Bank with voting rights, and unless he possesses all of the qualifications and none of the disqualifications for directors under existing laws and Bangko Sentral regulations.

Section 5.3 Election and Term of Office. The directors shall be elected by the stockholders entitled to vote during the annual meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified. After their election, the members of the Board shall meet to elect, from among

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themselves, the Chairman of the Board and other officers of the Bank.

Section 5.4 Vacancies. Any vacancy in the Board of Directors caused by death, resignation or any other reason, except by removal and expiration of term, may be filled for the unexpired term by a majority vote of the remaining directors, if still constituting a quorum, provided, that any vacancy occurring by reason of removal by stockholders, by expiration of term or increase in the number of directors shall be filled by the stockholders in a regular or special meeting called for the purpose. Should the number of directors be reduced to less than a quorum, vacancies in the Board shall be filled by the stockholders owning and/or representing a majority of the subscribed capital stock at a special meeting duly called for that purpose.

Whether any such vacancies shall be filled or not, shall be left to the discretion of the Board of Directors, except when the remaining members of the Board do not constitute a quorum, in which case enough vacancies shall be filled to constitute such quorum.

Section 5.5 Compensation. Directors, as such, 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.

Section 5.6 Regular Meetings. The Board of Directors shall be organized as such immediately after the election of the members thereof in a meeting for which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at such particular date, hour or place within the Philippines as the Board may from time to time fix.

Section 5.7 Special Meetings. Special meetings of the Board of Directors may be held at any time and place within the Philippines upon the call of the Chairman, or on the request of the President or upon the request of two or more directors.

Section 5.8 Notice of meetings. The Secretary shall notify in writing or by telephone each member of the Board of all special meetings, at least three (3) hours before any such meeting. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board. No failure or irregularity to give notice at any regular meeting shall invalidate the same or any

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proceeding thereat. In case of special meeting, the object thereof need not be stated in the notice.

Section 5.9 Quorum. The Directors shall act only as a Board, and the individual directors shall have no power to act as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act unless otherwise provided by law. A minority of the Board present at any regular or special meeting shall, in the absence of a quorum, adjourn to a later date, and shall not transact any business until a quorum has been secured.

Section 5.10 Minutes. Minutes of the meeting of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

Section 5.11 Powers. The Board of Directors shall direct the affairs and business of the Bank and manage and preserve its properties. It shall exercise those powers granted to it under the Articles of Incorporation of the Bank, the Corporation Code and other general and special laws of the Philippines. The Board of Directors may establish a reasonable private benefit plan which shall provide pension/retirement benefits, health/life insurance benefits, a stock option plan and such other benefits as may be reasonably determined by the Board of Directors.

Section 5.12 Executive Committee. (a) There shall be an Executive Committee to be chaired by the Bank President and to be composed of the President of the Bank and at least four (4) other directors to be appointed by the Board of Directors from time to time. In the interim between meetings of the Board of Directors, the Executive Committee shall perform such duties as the Board may confer upon it in accordance with law and these By-Laws.

(b) Subject to Section 35 of the Corporation Code, the Board of Directors shall have the power, at any time, to change, to increase, or decrease the membership of the Executive Committee or to fill vacancies therein and to determine from time to time, by resolution, the number of members to constitute a quorum.

(c) The Executive Committee shall meet regularly at such intervals and at such time and place as it may determine, and in addition to such regular meetings, it shall meet upon the call of the

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Chairman of the Committee or of any two members of the Committee.

(d) All acts and resolutions of the Executive Committee shall be recorded in a minute book and shall be submitted in writing to the Board of Directors at the Board's meeting following the adoption by the Committee of such resolutions.

(e) For each attendance at any meeting of the Executive Committee, a member shall be entitled to such per diem as the Board may fix from time to time.

Section 5.13 Trust Committee. (a) The Trust Committee shall be composed of five (5) members: (i) three (3) directors who are appointed by the Board of Directors on a regular rotation basis and who are not operating officers of the Bank; (ii) the President; and (iii) the head of the Trust Banking Group;

(b) No member of the Audit Committee, if the Bank has any, shall be concurrently designated as member of the Trust Committee;

(c) The Board of Directors shall duly note in the minutes the Trust Committee members and designate the Chairman thereof who shall be one of the three (3) directors referred to in paragraph (a) above;

(d) The Trust Committee shall act within the sphere of authority as may be provided herein and/or as may be delegated by the Board of Directors, such as but not limited to the following:

(1) The formulation of specific policies with regard to:

- (i) Correlation of the Trust Banking Group with other departments of the Bank;
- (ii) Personnel;
- (iii) Cost and charges;
- (iv) Kinds of business to be accepted;
- (v) Trust business development;
- (vi) Work with other banks and/or financial institutions;

R. Khan *Chairman*

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- (2) The acceptance and closing of trust and other fiduciary accounts;
- (3) The initial review of assets placed under the custody of the Trust Banking Group as trustee or fiduciary;
- (4) The investment, reinvestment and disposition of funds or property;
- (5) The review and approval of transactions between trust and/or fiduciary accounts; and
- (6) The review of trust and other fiduciary accounts at least once every twelve (12) months to determine the advisability of retaining or disposing of the trust or fiduciary assets, and/or whether the account is being managed in accordance with the instrument creating the trust or other fiduciary relationship.

Section 5.14 Other Committees. The Board of Directors may, by resolution of the majority thereof, also create such other committees as may be necessary with such powers as the Board may determine. The Board of Directors shall elect the members of the other committees and shall have the power at any time to change the members of, to fill vacancies in, or dissolve any, such committees. Such committees shall meet at stated times, or on the request of any of their members upon notice to each member, and shall keep regular minutes of their proceedings and render quarterly report on the same to the Board. For each attendance in any Board-created committee meeting of a member of the Board of Directors, the member shall be entitled to such per diem as the Board of Directors may fix from time to time.

ARTICLE VI - OFFICERS

Section 6.1 Designation. The Board of Directors shall elect, from among themselves, the Chairman of the Board, the President of the Bank who shall be the Vice Chairman of the Board, and appoint a Secretary and a Treasurer who need not be members of the Board. The Board may also, upon the recommendation of the President, from time to time, appoint such number of Senior Executive Vice Presidents, Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, a Chief Legal Counsel, an Internal Auditor and such other officers as may be necessary for the efficient operation of the Bank. The Board of Directors may create such other additional positions as

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it may consider proper and necessary to efficiently carry out the programs and objectives of the Bank.

All officers of the Bank appointed by the Board of Directors shall hold office at the pleasure of the Board. Except for the President, all other officers of the Bank need not be directors thereof.

Section 6.2 Compensation. The salary or compensation of officers elected or appointed by the Board of Directors shall be fixed by the Board.

Section 6.3 The Chairman: Powers and Duties. The Presiding Officer of the Board of Directors shall be the Chairman who shall be elected from among the members of the Board.

The powers and duties of the Chairman of the Board shall be:

- (a) To call meetings of stockholders;
- (b) To convene the Board of Directors whenever he may deem it necessary, either on his own initiative, or upon the request of the President, or two members of the Board;
- (c) To preside over all the meetings of the stockholders; and
- (d) To perform such other functions as are assigned to him by law or by the Board of Directors.

Section 6.4 The President. The Chief Executive of the Bank shall be the President who shall be elected by the Board of Directors from among its members.

The President of the Bank shall, among other powers and duties inherent in his office, execute and administer the policies, measures, orders and resolutions approved by the Board of Directors and direct and supervise the operations and administration of the Bank. Particularly, he shall have the power and duty:

- (a) To execute all contracts and to enter into all authorized transactions in behalf of the Bank;
- (b) To exercise, as Chief Executive Officer, the power of supervision and control over decisions or actions of subordinate officers and all other powers that may be granted by the Board;

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(c) To recommend to the Board the appointment, promotion or removal of all officers of the Bank with the rank of at least Vice President or its equivalent;

(d) To appoint, promote or remove employees and officers of the Bank, except those who by the provisions of these By-Laws are to be appointed or removed by the Board of Directors;

(e) To transfer, assign and reassign officers and personnel of the Bank in the interest of the service;

(f) To report periodically to the Board of Directors on the operations of the Bank;

(g) To submit annually a report on the result of the operations of the Bank to the stockholders of the Bank; and

(h) To delegate any of his powers, duties or functions to any official of the Bank, with the approval of the Board of Directors.

Section 6.5 Senior Executive Vice President/s, Executive Vice Presidents, Senior Vice Presidents and Vice Presidents. (a) The Senior Executive Vice President/s shall assist the President in the general supervision of the operations and affairs of the Bank. With the approval of the majority of the Board of Directors, a Senior Executive Vice President shall act as officer-in-charge of the Bank, in case of the temporary absence or incapacity of the President. He shall likewise perform such other duties as may be assigned to him by the President or the Board of Directors.

(b) The Executive Vice Presidents shall assist the Senior Executive Vice President. They shall also perform such other duties as may be assigned to them by the Senior Executive Vice President or the President or the Board of Directors.

(c) The Senior Vice Presidents shall exercise general supervision over the Vice Presidents and their respective departments or offices and shall perform such other duties as may be assigned to them by the President or by the Board of Directors.

(d) The Vice Presidents shall, in line with the policies set by the Board and subject to the over-all direction by the President, manage and administer the various departments and offices of the Bank to which they are respectively appointed and shall perform such other duties and functions as may be assigned to them by the President or by the Board of Directors.

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Section 6.6 The Secretary. The Secretary, who must be a citizen and resident of the Philippines but need not be a stockholder of the Bank, shall be appointed by and shall hold office at the pleasure of the Board of Directors. The Secretary shall perform the following duties:

(a) Keep a book of minutes of stockholders' meetings;

(b) Keep a book of minutes of the Board of Directors' meetings and all Board-created committee meetings;

(c) Give or cause to be given, all notices required by law or by the By-Laws of the Bank, as well as notices of all meetings of the Board of Directors and of the stockholders;

(d) Keep a stock and transfer book and the corporate seal of the Bank which he shall stamp on all documents requiring such seal;

(e) Countersign all the certificates of stock issued and keep a register of all the outstanding certificates in the manner required by law;

(f) Prepare a complete alphabetical list of stockholders entitled to vote at any annual or special meeting as well as stockholders not entitled to vote;

(g) Verify the corrections and validity of proxies and voting trust agreements and keep and preserve up-to-date specimen signature cards of all stockholders of record;

(h) Permit any stockholder, during office hours, to inspect the stock and transfer books of the Bank; and

(i) Perform such other duties as are necessary and/or incident to his office and as may from time to time be prescribed by the Board of Directors.

Section 6.7 The Treasurer. The Treasurer, who may or may not be a director, shall be appointed by the Board of Directors, and shall have the following powers and duties:

(a) To have the custody of, and be responsible for, all the funds and securities of the Bank;

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(b) To keep a complete and correct record of the books of the Bank, of its transactions, its accounts, obligations and financial conditions;

(c) To disburse such funds as may be necessary for the transactions of the Bank on orders of the President, such disbursements to be supported by properly accomplished receipts or vouchers;

(d) To receive and give receipts for all monies paid to the Bank from any source whatsoever;

(e) To deposit in the name of and to the credit of the bank in such banks and/or depositories as may be designated from time to time by the Board of Directors, all of the monies, funds, securities, bonds and similar valuable properties of the Bank which may come under his control;

(f) To render such financial statements and reports as the Board of Directors or the President may from time to time require, and as may be required by law; and

(g) To perform all such other duties and functions as may be assigned to him by the Board or delegated to him by the President.

Section 6.8. The Chief Legal Counsel. - The Bank shall have its own Legal Department, headed by a Chief Legal Counsel who shall be appointed by the Board of Directors upon recommendation of the President of the Bank. The Legal Department shall primarily handle, control and supervise all cases and legal matters involving the Bank; prepare, examine and verify the propriety and legal sufficiency of documents in the Bank; render opinion and advice on questions of law; and investigate and prosecute violations of Bank policies and fraudulent acts committed by Bank personnel.

To augment the staff of the Legal Department, the Bank may retain the services of private legal practitioners on a retainer or contractual basis for a specific undertaking, and under such terms and conditions as may be prescribed by the Board of Directors, upon the recommendation of the Chief Legal Counsel.

The Chief Legal Counsel shall submit periodic reports to the Board of Directors on the status of cases and matters handled by the Legal Department.

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Section 6.9 Internal Auditor. a) The Bank shall have an Internal Audit Department which shall be headed by an Internal Auditor. In the performance of his duties and functions, the Internal Auditor shall be responsible to the Board of Directors on all matters directly pertaining to audit responsibility. In administrative matters, he shall be responsible to the President.

b) The Internal Auditor shall foster and promote a sound and effective system of internal control that will enhance efficient Bank operations, reliable/adequate financial reporting, and compliance with Bank policies and pertinent laws and regulations prescribed by the Bangko Sentral ng Pilipinas or such other appropriate government agency or office.

c) The Internal Auditor shall have such powers and duties as may be provided in these By-Laws, or as may be assigned to him by the Board of Directors, such as but not limited to the following:

- (i) To conduct a continuous detailed examination, verification, analysis and audit of Bank transactions and records; and
- (ii) To recommend to the Board measures to strengthen and improve the Bank's internal control system and to enhance the over-all effectiveness of the Bank's risk management functions.

Section 6.10 Vacancies and Delegation of Offices. Any vacancy in the office of the Chairman or the President, created by death, resignation, or otherwise, may be filled for the unexpired term in the manner prescribed in Section 5.4 of these By-Laws.

In case of permanent incapacity or absence of both the Chairman and the President, the Board of Directors shall designate a temporary Chairman and an acting President from among its members.

In case of temporary absence or disability of any officer of the Bank or of any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer for the time being.

ARTICLE VII - TRUST BANKING GROUP

Section 7.1. The Trust Banking Group. a) To carry out its trust and fiduciary business, the Bank shall have a Trust Banking Group

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which shall be organizationally, operationally, administratively and functionally separate and distinct from other departments and/or businesses of the Bank.

b) The Trust Banking Group shall be headed by a Trust Officer who shall be designated by the Board of Directors upon the recommendation of the President and who, along with the other subordinate officers and employees of the Trust Banking Group, shall be directly responsible only to the Trust Committee which shall in turn be directly responsible only to the Board of Directors.

c) The Trust Officer shall act and represent the Bank in all trust and other fiduciary matters within the sphere of authority as may be provided herein or as may be delegated by the Board of Directors. His responsibilities shall include, but need not be limited to the following:

- (i) The administration of trust and other fiduciary accounts;
- (ii) The implementation of policies and instructions of the Board of Directors and Trust Committee;
- (iii) The submission of reports on matters which require the attention of the Trust Committee and the Board of Directors;
- (iv) The maintenance of adequate books, records and files for each trust or other fiduciary account;
- (v) The maintenance of necessary controls and measures to protect assets under custody and held in trust or other fiduciary capacity; and
- (vi) The efficient operation of the several departments, divisions, sections and units in the Trust Banking Group.

d) The Board of Directors shall ensure the proper administration and management of the trust and other fiduciary business of the Bank. For this purpose, the Board shall delegate such responsibility and authority to the Trust Committee, subject to such guidelines as may be approved by the Board.

Section 7.2 Duties and Responsibilities of Subordinate Officers and their Line and Staff Functional Relationship within the Organization. The subordinate officers of the Trust Banking Group who shall be designated by the Board of Directors and who shall be

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responsible to the Trust Committee, shall have the following duties and responsibilities:

a) Trust Marketing/Management Officer - He shall be responsible for marketing the Trust Banking Group's products and services and for the solicitation, negotiation and deal closing of various trust and fiduciary accounts. He shall also be charged with the proper management of the accounts under the Trust Banking Group, including trading in money and capital markets and instruments and executing the purchase and sale of securities of the Trust Banking Group. He shall have direct supervision of all the account officers in his group.

b) Investments Officer - He shall be responsible for developing and reviewing appropriate general investment policies, conducting research, analysis and studies on securities, investment trends, and investment holdings of trust and fiduciary accounts, recommending the securities where investments may be made and development of new trust products or services. He shall perform such other duties as may be assigned to him in accordance with these By-Laws.

c) Trust Operations Officer - He shall be charged with the overall supervision of the unit/s tasked to ensure proper account servicing, record keeping, custodianship, accounting and reporting requirements. He shall be assisted by the appropriate staffs handling each of the major types of trust operations. He shall perform such other duties and responsibilities as may be assigned to him in accordance with these By-Laws.

In the absence of the Trust Officer, any one of the above officers shall be appointed by the Board of Directors as the head and officer-in-charge of the Trust Banking Group, who shall perform the duties and responsibilities and exercise the powers and authority of the Trust Officer, and act as an alternate member of the Trust Committee.

Section 7.3. Qualification of Trust Officer. A person appointed as Trust Officer of the Trust Banking Group shall possess the standard qualifications prescribed by the Bangko Sentral ng Pilipinas or such other appropriate government agency or office.

ARTICLE VIII - PROFIT SHARING PROGRAM

Management, with the approval of the Bank's Board of Directors, shall adopt a profit sharing program of directors, officers and employees of the Bank under such terms and conditions as the

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Board may prescribe, subject to the rules and regulations as may be prescribed by the Monetary Board of the Bangko Sentral ng Pilipinas.

The basis for profit sharing shall be net profits after provision for income tax and amounts that may be required for reserves.

ARTICLE IX - DISTRIBUTION OF 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 law and the regulations of the Bangko Sentral ng Pilipinas.

ARTICLE X - FISCAL YEAR

The fiscal year of the Bank shall commence on the first day of January of each calendar year and shall end on the last day of December of the same year.

ARTICLE XI - AMENDMENTS

These By-Laws, or any provision thereof, may be amended or repealed, in whole (by the adoption of new By-Laws) or in part, by a majority vote of the Board of Directors and by at least a majority vote of the outstanding capital stock of the Bank at a regular or special meeting duly called for the purpose.

These By-Laws may likewise be amended or repealed, in whole or in part, by a majority vote of all the members of the Board of Directors, in accordance with law, at a regular or special meeting duly called for the purpose, provided that such power had been delegated to the Board by the affirmative vote of the owners of two-thirds (2/3) of the outstanding capital stock and notice of the intention to amend or repeal the By-Laws shall have been given at the next preceding meeting of the Board of Directors. Any amendment or repeal of these By-Laws decided by the Board of Directors need not be confirmed by the stockholders, unless the Board of Directors provides otherwise, but the same shall be reported to the stockholders for their information at their next annual meeting or special meeting.

The power of the Board of Directors to amend or repeal these By-Laws may be withdrawn by a vote of the stockholders representing majority of the outstanding capital stock at a regular or special meeting duly called for the purpose.

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ARTICLE XII - PENALTIES FOR VIOLATION OF BY-LAWS

Any director, officer or stockholder of the Bank who violates or permits the violation of any of the provisions of these By-Laws shall be fined in the amount not to exceed Five Thousand Pesos (P5,000.00).

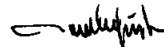
ARTICLE XIII - EFFECTIVITY


These By-Laws shall take effect upon the issuance by the Securities and Exchange Commission of a certification that the By-Laws are not inconsistent with the Corporation Code.

ADOPTED in Pasay City, Philippines, this 5th day of March, 1996 by the affirmative vote of the stockholders representing majority of the subscribed capital stock of the Corporation.

(Names & Signatures of Incorporators)



DANIEL L. LACSON, JR.



PETER B. FAVILA


CESAR A. BUENAVENTURA


SORIANO R. EDDUN


ROGELIO L. LIZADA


ANTONIO S. MANAS


PEDRO A. NISPEROS


RENATO L. PARAS


JUAN C. RAÑA