



CORPORATE GOVERNANCE MANUAL

Updated as of 31 August 2021

Metrobank remains steadfast in recognizing the highest standards of corporate governance, upholding integrity, accountability, fairness, and transparency in all its governance policies.

The Bank's unparalleled commitment is through its corporate governance framework embodied in this Manual, which establishes the roles and responsibilities of its people, and rightfully shapes the practices and procedures of all its transactions and dealings.

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PART I – INTRODUCTION

This Manual shall be known as the “Corporate Governance Manual of Metropolitan Bank & Trust Company (the Bank)”.

It shall serve as reference or guide for the Bank, its subsidiaries and affiliates in the implementation of Bangko Sentral ng Pilipinas (BSP) Circular No. 749 and 757 “Guidelines in Strengthening Corporate Governance in BSP Supervised Financial Institutions”, BSP Memorandum No. 2013-002 “Guidelines in Assessing the Quality of Corporate Governance in BSP-Supervised Financial Institutions”, Circular No. 969 “Enhanced Corporate Governance Guidelines for BSP-Supervised Financial Institutions”, Securities and Exchange Commission (SEC) Memorandum Circular No. 19, s2016 “Code of Corporate Governance for Publicly Listed Companies”, applicable provisions in the BSP Manual of Regulations for Banks (MORB) and other relevant references.

This Manual shall serve as a practical tool kit designed to help implement good governance practices in the institution. It is periodically updated for relevance and alignment with new regulatory issuances and best industry practices. We adopt structures and processes that would ensure that our business is conducted ethically and comply with applicable laws and regulations.

The Board of Directors (the Board), Management, Officers and Staff of the Bank commit themselves to the principles and practices contained in this Manual and acknowledge that the same will guide them in the performance of their respective duties and responsibilities to stockholders and other stakeholders and in the development and achievement of the Bank’s corporate goals.

To enjoy Bank-wide compliance, this Manual is posted and available in the Insight Online/Compliance Library as well as on the Bank’s website for easy access of all employees, officers, directors and other stakeholders of the Bank.¹

All references to the masculine gender in the salient provisions of this Manual shall likewise cover the feminine gender.

Good corporate governance is all about doing what is right and doing it well. It protects and balances all stakeholder interests, sustains business relationships, and leads to better operational performance. The current health crisis poses a novel risk that greatly disrupted businesses to a massive scale. Only through good corporate governance as its guidepost could Metrobank continue to pursue its meaningful banking mission.

¹ Stakeholders refer to any individual, organization or society at large who can either affect and/or be affected by Bank’s strategies, policies, business decisions and operations, in general.

PART II – GOVERNANCE STRUCTURE

A. BOARD OF DIRECTORS

1. Composition of the Board²

- a. Pursuant to Sec. 15 and 17 of R.A. 8791 “The General Banking Law of 2000”, there shall be at least five (5), and a maximum of fifteen (15) members of the Board. The Board shall determine the appropriate number of its members to ensure that the number is commensurate with the size and complexity of the Bank’s operations.

To the extent practicable, the members of the Board shall be selected from a broad pool of qualified candidates. External databases of professional search firms (e.g. Institute of Corporate Directors) as well as recommendations from shareholders and existing directors may be used for sourcing of possible candidates as directors.

The Board shall be composed of directors with collective relevant working knowledge, experience or expertise. The Board shall ensure that its composition reflect an appropriate mix with regards to skill representation, board experience, tenure, gender, age, and geographic experience. Other considerations are personal qualities, communication capabilities, ability and commitment to devote appropriate time to properly discharge the task, professional reputation and community standing and alignment of the quality of directors with the Bank’s strategic directions. The Bank may compile a board profile when considering candidates to the Board (i.e., identify the professional skills and personal characteristics present on the current Board; identify the missing skills and characteristics; and nominate individuals who could fill the possible gaps).³

It shall be headed by a competent and qualified Chairperson.⁴

- b. As a rule, non-executive directors, who shall include independent directors, shall comprise at least majority of the Board to promote the independent oversight of management by the Board. They shall possess the necessary qualifications to effectively participate and help secure objective, independent judgement on corporate affairs and to substantiate proper checks and balances. Non-executive members of the Board shall refer to those who have no executive responsibility⁵ and are not part of the day to day management of banking operations and shall include the independent directors.⁶
- c. The Board should have at least one-third (1/3) but not less than (2) independent directors. Provided, that any fractional result from applying the required minimum proportion, i.e., one-third (1/3) shall be rounded up to the nearest whole number.

² BSP MORB Sec. 132

³ ICD ASEAN Corporate Governance Scorecard

⁴ BSP MORB Sec. 132

⁵ BSP MORB Sec. 132

- d. Non-Filipino citizens may become members of the Board to the extent of the foreign participation in the equity of the Bank: provided, pursuant to Section 23 of the Corporation Code of the Philippines (BP Blg. 68), a majority of the directors must be residents of the Philippines.

2. Powers/Responsibilities and Duties of the Board

a. Corporate Powers of the Board⁷

The corporate powers of the Bank shall be exercised, its business conducted and all its resources controlled through its Board. The powers of the Board as conferred by law are original and cannot be revoked by the stockholders. The directors shall hold their office charged with the duty to exercise sound and objective judgment for the best interest of the Bank.

b. General Responsibility of the Board⁸

The Board is primarily responsible for defining the Bank's vision and mission. It has the fiduciary responsibility to the Bank and all its shareholders including minority shareholders. It shall approve and oversee the implementation of strategies to achieve corporate objectives. It shall also approve and oversee the implementation of the risk governance framework and the systems of checks and balances. It shall establish a sound corporate governance framework. The Board shall approve the selection of the President and key members of senior management and control functions and oversee their performance.

c. Specific Duties and Responsibilities of the Board⁹

1) *Define the Bank's corporate culture and values.* The Board shall establish a code of conduct and ethical standards in the Bank and shall institutionalize a system that will allow reporting of concerns or violations to an appropriate body.

- (a) Approve a code of conduct or code of ethics, which shall articulate acceptable and unacceptable activities, transactions and behaviors that could result or potentially result in conflict of interest, personal gain at the expense of the Bank as well as the corresponding disciplinary actions and sanctions.

The Code of Conduct shall explicitly provide that directors, officers, and all personnel are expected to conduct themselves ethically and perform their job with skill, due care, and diligence in addition to complying with laws, regulations, and internal policies.

- (b) Consistently conduct affairs of the Bank with a high degree of integrity and play a lead role in establishing the Bank's corporate culture and values.

⁷ BSP MORB Sec. 132

⁸ BSP MORB Sec. 132

⁹ BSP MORB Sec. 132

The Board shall establish, actively promote, and communicate a culture of strong governance in the Bank, through adopted policies and displayed practices. They shall ensure that the President and executive team champion the desired values and conduct, and that they face material consequences if there are persistent or high profile conduct and value breaches.

- (c) Oversee the integrity, independence, and effectiveness of the Bank's policies and procedures for whistleblowing.

The policy shall allow employees to communicate, with protection from reprisal, legitimate concerns about illegal, unethical or questionable practices directly to the Board or to any independent unit. It shall likewise be set on how such concerns shall be investigated and addressed.

The policy on whistleblowing shall prevent the use of the facilities of the Bank in the furtherance of criminal and other improper or illegal activities, such as but not limited to financial misreporting, money laundering, fraud, bribery or corruption.

- 2) Responsible for approving the Bank's objectives and strategies and in overseeing Management's implementation thereof.
 - a) Ensure that the Bank has beneficial influence on the economy by continuously providing services and facilities which will be supportive of the national economy.
 - b) Approve the Bank's strategic objectives and business plans, taking into account the Bank's long-term financial interests, its level of risk tolerance and ability to manage risks effectively.

The Board shall establish a system of measuring performance against plans.

- c) Actively engage in the affairs of the Bank and keep up with the material changes in the Bank's business and regulatory environment as well as act in a timely manner to protect the long term interests of the Bank.
- d) Approve and oversee the implementation of policies governing major areas of the Bank's operations.

The Board shall regularly review these policies, as well as evaluate control functions with senior management to determine areas for improvement as well as to promptly identify and address significant risks and issues.

- 3) Appoint/select key members of senior management and heads of control functions and for the approval of a sound remuneration and other incentives policy for personnel.
 - (a) Oversee the selection of the President and other key personnel, including members of senior management and heads of control functions based on the application of fit and proper standards. Integrity, technical expertise, and experience in the Bank's business, either current or planned, shall be the key considerations in the selection

process. Moreover, the senior management shall uphold the general operating philosophy, vision and core values of the Bank.

- (b) Approve and oversee the implementation of performance standards as well as remuneration and other incentives policy. The policy should be consistent with the long-term strategic objectives and financial soundness of the Bank and should promote good performance, convey acceptable risk-taking behavior, and reinforce the Bank's operating and risk culture.
- (c) Oversee the performance of senior management and heads of control functions. The Board shall:

- a. Regularly monitor and assess the performance of the management team and heads of control functions based on approved performance standards.

- b. Hold members of senior management accountable for their actions and enumerate the possible consequences if those actions are not aligned with the Board's performance expectations. These expectations shall include adherence to the Bank's values, risk appetite and risk culture, under all circumstances.

- c. Regularly meet with senior management to engage in discussions, questions, and critically review the reports and information provided by the senior management.

- d. Non-executive directors shall meet regularly, other than in meetings of the audit, risk oversight, corporate governance, and related party transactions committees, in the absence of senior management, with the external auditor and heads of internal audit, compliance and risk management functions.

- (d) Engage in the succession planning for the President and other critical positions, as appropriate.

The Board shall establish an effective succession planning program. The program should include a system for identifying and developing potential successors for the President and other critical positions.

- (e) Ensure that personnel's expertise and knowledge remain relevant.

The Board shall provide its personnel with regular training opportunities as part of a professional development program to enhance their competencies and stay abreast of developments relevant to their areas of responsibility.

- (f) Ensure that employee pension funds are fully funded or the corresponding liability appropriately recognized in the books of the Bank at all times, and that all transactions involving the pension fund are conducted at arm's length terms.

- 4) Approve and oversee implementation of the Bank's corporate governance framework.

- i. Define appropriate governance structure and practices for its own work, and ensure that such practices are followed and periodically reviewed:
 - i. The Board shall structure itself in a way, including in terms of size and frequency of meetings, so as to promote efficiency, critical discussion of issues, and thorough review of matters. The Board shall meet regularly to properly discharge its functions, and likewise have discussions on values, conduct, and behaviors
 - ii. The Board shall create committees to increase efficiency and allow deeper focus in specific areas. The number and nature of board-level committees would depend on the size of the Bank and the Board, complexity of operations, as well as the Board's long-term strategies and risk tolerance.
 - iii. The Board shall review the structure, size and composition of the Board and Board-level committees with the end in view of having a balanced membership. Towards this end, a system and procedure for evaluation of the structure, size and composition of the Board and Board-level Committees shall be adopted which shall include, but not limited to, benchmark and peer group analysis. The results of assessment shall form part of the ongoing improvement efforts of the Board.
 - iv. The Board shall adopt policies aimed at ensuring that the Board are able to commit to effectively discharge their responsibilities, which shall include policy on the number of directorship positions and/or other internal/external professional commitments that a director may have, commensurate with the responsibilities placed on the director, as well as the nature, scale and complexity of the Bank's operations.
 - v. The Board shall ensure that individual members of the Board and the shareholders are accurately and timely informed of a comprehensive and understandable assessment of the Bank's performance, financial condition, and risk exposures. All members of the Board shall have reasonable access to any information about the Bank at all times. The Board shall ensure that adequate and appropriate information flows internally and to the public.
 - vi. The Board shall assess at least annually its performance and effectiveness as a body, as well as its various committees, the President, the individual directors, and the Bank itself, which may be facilitated by the corporate governance committee or external facilitators. This exercise shall cover the assessment of the ongoing suitability of each board member taking into account his or her performance in the Board and Board-level Committees.
 - vii. The Board shall maintain appropriate records (e.g., meeting minutes or summaries of matters reviewed, recommendations made, decisions taken and dissenting opinions) of its deliberations and decisions. The Board shall also ensure that independent views in meetings of the Board shall be given full consideration and all such meetings shall be duly minuted.

- ii Develop remuneration and other incentives policy for directors that shall be submitted for approval of the stockholders. The Board shall ensure that the policy is consistent with the long-term interest of the Bank, does not encourage excessive risk-taking, and is not in conflict with the director's fiduciary responsibilities.
- iii Adopt a policy on retirement for directors and officers, as part of the succession plan, to promote dynamism and avoid perpetuation in power.
- iv Conduct and maintain the affairs of the Bank within the scope of its authority as prescribed in its charter and in existing laws, rules and regulations. It shall ensure effective compliance with the latter, which include prudential reporting obligations. Serious weaknesses in adhering to these duties and responsibilities may be considered as unsafe and unsound practice.
- v Maintain and periodically update, organizational rules, by-laws, or other similar documents setting out its organization, rights, responsibilities and key activities. The Board shall ensure that the Bank's organizational structure facilitates effective decision making and good governance. This includes clear definition and delineation of the lines of responsibility and accountability.
- vi Oversee the development, approve, and monitor implementation of corporate governance policies. The Board shall ensure that corporate governance policies are followed and periodically reviewed for ongoing improvement.
- vii Approve an overarching policy on the handling of RPTs to ensure that there is effective compliance with existing laws, rules and regulations at all times, that these are conducted on an arm's length basis, and that no stakeholder is unduly disadvantaged. The Board shall:
 - i. Approve all material RPTs, those that cross the materiality threshold and write-off of material exposures to related parties, and submit the same for confirmation by majority vote of the stockholders in the Annual Stockholders' meeting. Any renewal or material changes in the terms and conditions of RPTs shall also be approved by the Board. All final decisions of the Board on material RPTs, including important facts about the nature, terms, conditions, original and outstanding individual and aggregate balances, justifications and other details that would allow stockholders to make informed judgment as to the reasonableness of the transaction, must be clearly disclosed during stockholders meeting and duly reflected in the minutes of the Board and stockholder's meeting.
 - ii. Delegate to appropriate management committee the approval of RPTs that are below the materiality threshold, subject to confirmation by the Board. However, DOSRI transactions are excluded. DOSRIs are required to be approved by the Board. All decisions under the delegated authority must be properly recorded in the minutes of the Committee meetings.
 - iii. Establish an effective system to:
 - Determine, identify and monitor related parties and RPTs;

- Continuously review and evaluate existing relationships between and among businesses and counterparties; and
 - Identify, measure, monitor and control risks arising from RPTs. The system should be able to define related parties' extent of relationship with the Bank; assess situations in which a nonrelated party (with whom the Bank has entered into a transaction) subsequently becomes a related party and vice versa; and generate information on the type and amount of exposures to a particular related party. The said system will facilitate submission of accurate reports to the regulators/supervisors. The system as well as the overarching policies shall be subject to periodic assessment by the internal audit and compliance functions and shall be updated regularly for their sound implementation. The overarching policy and the system shall be made available to the BSP and audit functions for review. Any changes in the policies and procedures shall be approved by the Board.
- iv. Maintain adequate capital against risks associated with exposures to related parties. In this regard, material risks arising from RPTs shall be considered in the capital planning process. The prescribed scenario/stress tests under the capital planning process shall also capture RPTs in order to determine whether the Bank is well-insulated from any going concern issue of related parties.
 - v. Oversee the integrity, independence, and effectiveness of the policies and procedures for whistleblowing. The Board shall ensure that senior management addresses legitimate issues on RPT that are raised. The Board should take responsibility for ensuring that staffs who raise concerns are protected from detrimental treatment or reprisals.
 - viii Define an appropriate corporate governance framework for group structures, which shall facilitate effective oversight over entities in the group. The Board of Metrobank, the parent, shall ensure consistent adoption of corporate governance policies and systems across the Group. The Board shall:
 - i. Define and approve appropriate governance policies, practices and structure that will enable effective oversight of the group, taking into account nature and complexity of operations, size and the types of risks to which the Bank and its subsidiaries are exposed.

The Board shall also establish means to ensure that such policies, practices and systems remain appropriate in light of the growth, increased complexity and geographical expansion of the Group. Further, it shall ensure that the policies include the commitment from the entities in the Group to meet all governance requirements.

- ii. Define the risk appetite for the Group, which shall be linked to the process of determining the adequacy of capital of the Group.
- iii. Ensure that adequate resources are available for all the entities in the Group to effectively implement and meet the governance policies, practices and systems.

- iv. Define and approve policies and clear strategies for the establishment of new structures.
- v. Understand the roles, the relationships or interactions of each entity in the Group with one another and with the parent company.

The Board shall understand the legal and operational implications of the group structure and how the various types of risk exposures affect the group's capital, risk profile and funding under normal and contingent circumstances.

Ensure that the Group's corporate governance framework includes appropriate processes and controls to identify and address potential intragroup conflicts of interest, such as those arising from intragroup transactions.

- vi. Develop sound and effective systems for generation and sharing of information within the Group, management of risks and effective supervision of the Group.
 - vii. Require the risk management, compliance function and internal audit group to conduct a periodic formal review of the group structure, their controls and activities to assess consistency with the Board's approved policies, practices and strategies and to require said Groups.
- 5) Responsible for approving Bank's risk governance framework and overseeing management's implementation thereof. The Board shall:
- (a) Define the Bank's risk appetite. In setting the risk appetite, the Board shall take into account the business environment, regulatory landscape, and the Bank's long term interests and ability to manage risk.
 - (b) Approve and oversee adherence to the risk appetite statement, risk policy, and risk limits.
 - (c) Oversee the development of, approve, and oversee the implementation of policies and procedures relating to the management of risks throughout the Bank.
 - (d) Define organizational responsibilities following the three lines of defense framework. The business line functions will represent the first line of defense, the risk management and compliance functions for the second line of defense, and the internal audit functions for the third line of defense:
 - i. Ensure that the risk management, compliance and internal audit functions have proper stature in the organization, have adequate staff and resources, and carry out their responsibilities independently, objectively and effectively.
 - ii. Ensure that non-executive directors meet regularly, with the external auditor and heads of the internal audit, compliance and risk management functions other than in meetings of the audit and risk oversight committees, in the absence of senior management.

- 6) The Board shall ensure that a compliance program is defined for the Bank and that compliance issues are resolved expeditiously. For this purpose, the Corporate Governance and Compensation Committee shall oversee the compliance program.

The Board shall ensure that Bank personnel and affiliated parties adhere to the pre-defined compliance standards of the Bank rests collectively with senior management, of which the Chief Compliance Officer is the lead operating officer on compliance. Senior management, through the Chief Compliance Officer, should periodically report to the Board or its designated committee matters that affect the design and implementation of the compliance program. Any changes, updates and amendments to the Compliance program must be approved by the Board. However, any material breaches of the compliance program shall be reported to and promptly addressed by the Compliance Officer.¹⁰

7. The Board shall exercise the due diligence required in ensuring that the requirement to disclose its beneficial owner in the GIS is complied with.¹¹
8. The Board shall promote the long-term financial interest of the bank and ensure that it has beneficial influence on the economy. They shall¹²:
 - (a) Institutionalize the adoption of sustainability principles, including those covering environmental and social risk areas in the bank, by incorporating the same in the corporate governance and risk management frameworks as well as in the Bank's strategic objectives and operations taking into account the Bank's risk appetite and ability to manage risk.
 - (b) Promote a culture that fosters environmentally and socially responsible business decisions. The board of directors shall ensure that sustainability implications are considered in the overall decision-making process.
 - (c) Approve the Bank's Environmental and Social Risk Management System (ESRMS) that is commensurate with the bank's size, nature, and complexity of operations and oversee its implementation. The BOD shall ensure that the ESRMS is aligned with internationally recognized principles, standards and global practices and forms part of the enterprise-wide risk management (ERM) system.-
 - (d) Ensure that sustainability objectives and policies are clearly communicated across the institution, and to its investors, clients, and other stakeholder.
 - (e) Adopt an effective organizational structure to ensure attainment and continuing relevance of the bank's sustainability objectives. The Board of directors or the designed BOD-level or management committee shall monitor the bank's progress in attaining sustainability objectives.

¹⁰ BSP MORB Sec. 161

¹¹ SEC Memorandum Cir. No. 15 s2019

¹² BSP Circular No. 1085 Sustainable Finance Framework

- (f) Ensure that adequate resources are available to attain bank's sustainability objectives. The BOD shall ensure that the members of the Board, senior management and personnel are regularly apprised of the developments on sustainability standards and practices.
- (g) Ensure that the sustainability agenda is integrated in the bank's performance appraisal system.

3. Stockholders' Rights and Protection of Minority Stockholders' Interests

The Bank treats all its shareholders fairly and equitably, and also recognizes, protects and facilitates the exercise of their rights. The Board shall respect the rights of the stockholders as provided for in the Corporation Code, namely:

- 1) Right to vote on all matters that require their consent or approval, including but not limited to the "approval of shareholders on sale of corporate assets"¹³;
- 2) Right to inspect books and records of the Bank;
- 3) Right to information;
- 4) Right to dividends;
- 5) Appraisal right; and
- 6) Right to put items on the agenda for regular/special stockholders' meetings¹⁴

a. Stockholders' Participation

The Board shall be transparent and fair in the conduct of the annual and special stockholders' meetings of the Bank. The Bank shall encourage active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information, as a rule, at least 21 days before the meeting¹⁵. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the By-Laws, the exercise of the right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor.

The Board shall also encourage active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting should be available on the Bank's website within five (5) business days from the end of the meeting.¹⁶

Special meeting of the stockholders of the Bank may be held at any time pursuant to a resolution of the Board of Directors, upon the call of the Chairman, or, in his absence, of the Vice Chairman, or upon the written request of stockholders registered as the owners of at least one-half of the subscribed capital stock of the Bank entitled to vote at such meeting.¹⁷

¹³ SEC Memo Cir. No. 12, s2020

¹⁴ SEC Memo Cir. No. 14, s2020

¹⁵ SEC Memo Cir. No. 03, s2020

¹⁶ SEC Memo Cir. No. 19, s2016

¹⁷ Art. III, Metrobank Amended By-Laws

Voting Procedures¹⁸

Every stockholder entitled to vote on a particular question or matter involved shall be entitled to one (1) vote for each share of stock in his name.¹⁹ Cumulative voting is allowed provided that the total votes cast by a stockholder shall not exceed the number of shares registered in his name as of the record date multiplied by the number of directors to be elected. Matters submitted to stockholders for the ratification shall be decided by the required vote of stockholders present in person or by proxy.

Majority vote is required for the following:

- 1) Approval of the minutes of the annual meeting of the stockholders
- 2) Ratification of corporate acts
- 3) Election of external auditors

On the election of directors, nominees receiving the highest number of votes shall be declared elected following the provision of the Revised Corporation Code of the Philippines.

- b. The Board shall promote the rights of the stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights. All shareholders shall have the opportunity to obtain effective redress for violation of their rights.
- c. The Board shall make available to the stockholders accurate and timely information to enable the latter to make a sound judgment on all matters brought to their attention for consideration or approval.
- d. Dissenter's Right of Appraisal²⁰

In general, any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence. Appraisal right is also available in case of merger or consolidation, sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets of the corporation.

In the above instances, the appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action by making a written demand on the corporation for payment of the fair value of his shares within thirty (30) days after the date on which the vote was taken: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to

¹⁸ 2020 Metrobank SEC Form Pre-liminary 20-IS

¹⁹ Art. III, Metrobank Amended By-Laws

²⁰ 2020 Metrobank SEC Form Pre-liminary 20-IS

the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

- e. For amicable settlement of disputes, controversies and/or legal issues between the Bank and its stockholders and/or the Bank and third parties, the Bank may resort to alternative modes of dispute resolution as may be agreed upon with the adverse party. (Annex 1)

4. Conduct of Board Meetings and Quorum Requirements

A director's commitment to the company is evident in the amount of time he dedicates to performing his duties and responsibilities, which includes his presence in all meetings of the Board, Committees and shareholders. In this way, the director is able to effectively perform his duty to the Bank and its shareholders.

The directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the Board shall constitute a quorum for the transaction of business and the vote of a majority of the quorum of the Board shall always be needed to decide any action.²¹ It shall meet regularly to properly discharge its functions. It shall also ensure that independent views in Board meetings shall be given full consideration and all such meetings shall be duly minuted.²²

The directors shall attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele/videoconferencing conducted in accordance with the rules and regulations, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so. In board and committee meetings, the director should review meeting materials and, if called for, ask the necessary questions or seek clarifications and explanations.²³

The meetings of the Board may be conducted through modern technologies such as, but not limited to, teleconferencing and video conferencing as long as the director who is taking part in said meetings can actively participate in the deliberations on matters taken up therein. Every member of the Board shall participate in at least fifty percent (50%) and shall physically attend at least twenty five percent (25%) of all Board meetings every year.

The absence of a director in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency is a ground for disqualification in the succeeding election, unless the absence is due to illness, death in the immediate family, serious accident or other unforeseen or fortuitous events.²⁴

The Board shall hold a meeting immediately after their election for organization and for the election of the officers of the Bank. Thereafter, unless otherwise determined by the Board, it shall hold regular meetings every second Wednesday of each month at 4:30 pm. Meetings of the Board may be held at any place within the Philippines.²⁵ Special meetings of the Board may

²¹ Art. IV, Metrobank Amended By-Laws

²² BSP MORB Sec. 132

²³ SEC Memo Cir. No. 19, s2016

²⁴ SEC Memo Cir. No. 19, s2016

²⁵ Art. IV, MBTC Amended By-Laws

be called at any time by the Chairman, or, in his absence, by the Vice Chairman, or pursuant to the written request of any four (4) directors.²⁶

As far as practicable, materials for the Board meeting should be provided within five (5) banking days before the meeting²⁷.

The non-executive directors shall have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the Bank. The meeting shall be chaired by the Lead Independent Director.

The Board-level committees shall meet as prescribed in their respective charters, which participation may likewise be in person or through modern technologies. Provided, that the attendance and participation of members in committee meetings shall be considered in the assessment of continuing fitness and propriety of each director as members of board-level committees and the Board.²⁸

B. DIRECTORS

1. Qualifications of a Director²⁹

A director shall have the following minimum qualifications:

- a. He must be fit and proper for the position of a director of the Bank. In determining whether a person is fit and proper for the position of a director, the following matters must be considered: integrity/probity; physical/mental fitness; relevant education/financial literacy/training; possession of competencies relevant to the job, such as knowledge and experience, skills, diligence and independence of mind; and sufficiency of time to fully carry out responsibilities.

In assessing a director's integrity/probity, consideration shall be given to the director's market reputation, observed conduct and behavior, as well as his ability to continuously comply with company policies and applicable laws and regulations, including market conduct rules, and the relevant requirements and standards of any regulatory body, professional body, clearing house or exchange, or government and any of its instrumentalities/agencies.

An elected director has the burden to prove that he possesses all the foregoing minimum qualifications and none of the disqualifications. He shall submit to the BSP the required certifications and other documentary *proof* of his qualifications within twenty (20) banking days from the date of election. Non-submission of complete documentary requirements within the prescribed period shall be construed as his failure to establish his qualifications for the position and results in his removal from the Board.

²⁶ Amended By-Laws

²⁷ Annual Corporate Governance Report

²⁸ BSP MORB Sec. 132

²⁹ BSP MORB Sec. 132

The members of the Board shall possess the foregoing qualifications for directors in addition to those required or prescribed under R.A. No. 8791 and other existing applicable laws and regulations.

- b. Unless otherwise exempted by existing regulations, he must have attended a seminar on corporate governance for Board of Directors. A director shall submit to the BSP a certification of compliance with the BSP-prescribed syllabus on corporate governance for first time directors and documentary proof of such compliance.

2. Independent and Non-executive Directors³⁰

In selecting independent and non-executive directors, the number and types of entities where the candidate is likewise elected as such, shall be considered to ensure that he will be able to devote sufficient time to effectively carry out his duties and responsibilities. The Board should also ensure that the independent directors possess the necessary qualifications and none of the disqualifications for an independent director to hold the position.

An independent director shall refer to a person who –

- a. is not or was not a director, officer or employee of the Bank, its subsidiaries, affiliates or related interests during the past three (3) years counted from the date of his election/appointment;
- b. is not or was not a director, officer, or employee of the Bank's substantial stockholders and their related companies during the past three (3) years counted from the date of his election/appointment;
- c. is not an owner of more than two percent (2%) of the outstanding shares or a stockholder with shares of stock sufficient to elect one (1) seat in the Bank's Board, or in any of its related companies or of its majority corporate shareholders;
- d. is not a close family member of any director, officer or stockholder holding shares of stock sufficient to elect one (1) seat in the Bank's Board or any of its related companies or of any of its substantial stockholders;
- e. is not acting as a nominee or representative of any director or substantial shareholder of the Bank, any of its related companies or any of its substantial shareholders;
- f. is not or was not retained as professional adviser, consultant, agent or counsel of the Bank, any of its related companies or any of its substantial shareholders, either in his personal capacity or through his firm during the past three (3) years counted from the date of his election;
- g. is independent of management and free from any business or other relationship, has not engaged and does not engage in any transaction with the Bank or with any of its related companies or with any of its substantial shareholders, whether by himself or with other

³⁰ SEC Memo Cir. No. 19, s2016; MORB Sec. 132

persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm's length and could not materially interfere with or influence the exercise of his judgment;

- h. was not appointed in the Bank, its subsidiaries, affiliates or related interests as Chairman "Emeritus", "Ex-Officio", directors/officers or members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities during the past three (3) years counted from the date of his appointment;
- i. is not affiliated with any non-profit organization that receives significant funding from the Bank or any of its related companies or substantial shareholders;
- j. is not employed as an executive officer of another company where any of the Bank's executives serve as directors; and
- k. Is not a securities broker-dealer of listed companies and registered issuers of securities. "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Exchange, an associated person or salesman, and an authorized clerk of the broker or dealer.

3. Lead Independent Director³¹

The Board may designate a Lead Independent Director (LID) among the independent directors if the Chairman of the Board is not an independent director.

The Board shall ensure that the LID functions in an environment that allows him to effectively challenge the President as circumstances may warrant. The LID shall perform a more enhanced function over the other independent directors and shall:

- a. Serve as an intermediary between the Chairman and the other directors when necessary.
- b. Lead the independent directors at Board meetings in raising queries and pursuing matters;
- c. Convene and chair meetings of non-executive directors with the independent units of Risk, Audit, and Compliance, as well as with the external auditor of the Bank; and
- d. Contribute to the performance evaluation of the Chairman, as required.

4. Term Limits for Independent Directors³²

As a rule, the Board's independent directors may serve for a maximum cumulative term of nine (9) years, making sure however that the shareholders' legal right to vote and be voted remains inviolable. After which the independent director shall be perpetually barred from serving as such, but may continue to serve as regular director. The nine (9) year maximum cumulative term for independent directors shall be reckoned from 2012.

³¹ SEC Code of Corporate Governance Recommendation 5.5/ MORB Section 132

³² BSP MORB Sec. 132

5. Specific Duties and Responsibilities of a Director³³

The position of a director is a position of trust. A director assumes certain responsibilities to different constituencies or stakeholders, i.e., the Bank itself, its stockholders, its depositors and other creditors, its management and employees, the regulators, deposit insurer and the public at large. These constituencies or stakeholders have the right to expect that the Bank is being run in a prudent and sound manner. The members of the board should exercise their “duty of care” and “duty of loyalty” to the Bank.

- a. Remain fit and proper for the position for the duration of his term

A director is expected to remain fit and proper for the position for the duration of his term. He should possess unquestionable credibility to make decisions objectively and resist undue influence. He shall treat Board directorship as a profession and shall have a clear understanding of his duties and responsibilities as well as his role in promoting good governance. Hence, he shall maintain his professional integrity and continuously seek to enhance his skills, knowledge and understanding of the activities that the Bank is engaged in or intends to pursue as well as the developments in the banking industry including regulatory changes through continuing education or training.

- b. Conduct fair business transactions with the Bank and to ensure that personal interest does not bias Board decisions

Directors should, whenever possible, avoid situations that would give rise to a conflict of interest. If transactions with the Bank cannot be avoided, it should be done in the regular course of business and upon terms not less favorable to the Bank than those offered to others. The basic principle to be observed is that a director should not use his position to make profit or to acquire benefit or advantage for himself and/or his related interests. He should avoid situations that would compromise his impartiality. Directors are required to abstain from participating in the Board discussion on a particular agenda when they are conflicted³⁴.

- c. Act honestly and in good faith, with loyalty and in the best interest of the Bank, its stockholders, regardless of the amount of their stockholdings, and other stakeholders such as its depositors, investors, borrowers, other clients and the general public.

A director must always act in good faith, with the due diligence and care which an ordinarily prudent man would exercise under similar circumstances. While a director should always strive to promote the interest of all stockholders, he should also give due regard to the rights and interests of other stakeholders.

- d. Devote time and attention necessary to properly discharge their duties and responsibilities

Directors should devote sufficient time to familiarize themselves with the Bank’s business. They must be constantly aware of the Bank’s condition and be knowledgeable enough to contribute meaningfully to the Board’s work. They must attend and actively participate in meetings of the Board, committees and shareholders in person or through

³³ BSP MORB Sec. 132

³⁴ ICD ASEAN Corporate Governance Scorecard

tele/videoconferencing, request and review meeting materials, ask questions, and request explanations. If a person cannot give sufficient time and attention to the affairs of the Bank, he should neither accept his nomination nor run for election as member of the Board.

e. Act judiciously

Before deciding on any matter brought before the Board, every director should thoroughly evaluate the issues, ask questions and seek clarifications when necessary.

f. 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 the Board.

g. Exercise independent judgment

A director should view each problem/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.

h. Have a working knowledge of the statutory and regulatory requirements affecting the Bank, including the content of its articles of incorporation and by-laws, the requirements of the BSP 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.

i. Observe confidentiality

Directors must observe the confidentiality of non-public information acquired by reason of their position as directors. They may not disclose said information to any other person without the authority of the Board.

6. Election of Directors³⁵

The directors shall be elected by the vote of the holders of common stock of the Bank in accordance with Section 24³⁶ of the Corporation Code or pertinent applicable law at the annual

³⁵ Metrobank Amended By-Laws, Art. III, Item 5

³⁶ Sec. 24 Election of directors or trustees – At all elections of directors or trustees, there must be present, either in person or by representative authorized to act by written proxy, the owners of a majority of the outstanding capital stock, or if there be no capital stock, a majority of the members entitled to vote. The election must be by ballot if requested by any voting stockholder or member. In stock corporations, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, at the time fixed in the by-laws, in his own name on the stock books of the corporation, or where the by-laws are silent, at the time of the election; and said stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, That the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected: Provided, however, That no delinquent stock shall be voted. Unless otherwise provided in the articles of incorporation or in the by-laws, members of corporations which have no capital stock may cast as many votes as there are trustees to be elected but may not cast more than one vote for one candidate. Candidates receiving the highest number of votes shall be declared elected. Any meeting of the stockholders or members called for an election may adjourn from day to day or from time to time but not sine die or indefinitely if, for any reason, no election

meeting of the stockholders. All directors shall be elected for a term of one year and until their successors shall have been elected and qualified.

a. Nomination Procedure³⁷

- 1) Any stockholder may submit nominations for directorial positions to the Nominations Committee.
- 2) The nominating stockholder shall submit his proposed nomination in writing to the Nominations Committee, together with the biodata, acceptance and conformity of the would-be nominee. In the case of a nominee for the position of an independent director, the would-be nominee is also required to submit a Certification that he has all the qualifications and none of the disqualifications to become an independent director.
- 3) The Nominations Committee screens the nominations of directors based on its screening policies and parameters, including among others, alignment with the strategic direction of the Bank, prior to the submission of the Definitive Information Statement and come up with a Final List of Candidates.

The Committee shall review and evaluate the qualifications of all persons nominated to the Board, including whether candidates: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the board and in light of the Bank's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members.³⁸

When identifying or screening potential candidates, the Committee may consult whatever resources it deems appropriate, including but not limited to, referrals from existing directors and officers, recommendations from a third-party search firm or suggestions from stockholders. They may also make use of external databases of the Institute of Corporate Directors or other professional search firms.

- 4) Only nominees whose names appear in the Final List of Candidates shall be eligible for election as director.

7. Retirement Policy for Directors

As a general rule, a director may be re-elected until the calendar year in which that director turns 75 years of age. However, on the recommendation of the Nominations Committee, the Board may waive this requirement as to any Director if it deems a waiver to the best interest of the Bank.

is held, or if there not present or represented by proxy, at the meeting, the owners of a majority of the outstanding capital stock, or if there be no capital stock, a majority of the member entitled to vote.

³⁷ 2016 Metrobank SEC Form 20-IS

³⁸ SEC Memo Cir. No. 19, s2016

8. Succession for Directors & Vacancies in the Office of a Director

Directors are elected individually by the vote of the holders of common stock of the Bank in accordance with Section 24 of the Corporation Code and other pertinent applicable regulations³⁹. Any stockholder may submit nominations for directorial positions to the Nominations Committee. The Committee screens the qualifications of the nominees and comes up with a Final List of Candidates. Only nominees whose names appear in the list are considered for election as director at the annual meeting of the stockholders. The members of the Board of Directors shall serve for a term of one year and until their successors shall have been elected and qualified.⁴⁰

On at least an annual basis, the Corporate Governance and Compensation Committee shall review the status of the Board and consider if the criteria set forth (i.e. composition of the Board, qualifications of directors, limits, etc.) are being met. It shall determine if there is reason to believe that one or more director slots shall become vacant within the remaining term. The Committee will report its findings to the Board.

Any vacancies occurring in the Board may be filled by the vote of at least a majority 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.⁴¹

9. Confirmation of Election/Appointment of Directors/Officers⁴²

The election/appointment of directors/officers (i.e. Treasurer, Heads of internal audit, risk management and compliance functions and other officers with rank of Senior Vice President (SVP) and above,) of the Bank shall be subject to confirmation by the Monetary Board or the SES Committee of the BSP.

Confirmation shall not be required in the following cases:

- a. Re-election of a director (as a director) in the same bank or election of the same director in another bank, quasi-bank, trust entities other than stand-alone or trust corporation within the banking group;
- b. Re-election of an independent director (as an independent director or not) in the same bank or election of the same director (as an independent director or not) in another bank, QB, trust entities other than stand-alone or trust corporation within the banking group;
- c. Promotion of an officer, other than to that which requires (i) prior Monetary Board approval or (ii) a different set of minimum qualifications or (iii) a different level of confirming authority as provided, in the same bank or appointment/transfer to another bank, QB, trust entities other than stand-alone or trust corporation within the banking group;

³⁹ Art. III. Item 5, Metrobank Amended By-Laws

⁴⁰ Art. IV. Item 1, Metrobank Amended By-Laws

⁴¹ Art. IV. Item 3, Metrobank Amended by-Laws

⁴² BSP MORB Sec. 132

Provided, that the director/officer concerned has been previously confirmed by the Monetary Board, or if previously confirmed by the SES Committee, his re-election/promotion/transfer requires the same level of confirming authority as provided: *provided, further*, that said director/officer has had continuous service within the same bank or banking group.

The election/appointment shall be deemed to have been confirmed by BSP, if after sixty (60) banking days from receipt of the required reports, no advice against said election/appointment has been received by the Bank.

10. Disqualifications and Watchlisting of Directors and Officers⁴³

Without prejudice to specific provisions of law prescribing disqualifications for directors/officers, the following are disqualified from becoming directors/officers:

a. Permanent Disqualification

- 1) Persons who have been convicted by final judgment of a court for offenses involving dishonesty or breach of trust such as, but not limited to, estafa, embezzlement, extortion, forgery, malversation, swindling, theft, robbery, falsification, bribery, violation of B.P. Blg. 22 (Anti-Bouncing Check Law), violation of R.A. No. 3019 (Anti-Graft and Corrupt Practices Act), violation of R.A. No. 9160, as amended (Anti-Money Laundering Act) and prohibited acts and transactions under Section 7 of R.A. No. 6713 (Code of Conduct and Ethical Standards for Public Officials and Employees);
- 2) Persons who have been convicted by final judgment of a court or other tribunal for violation of securities and banking laws, rules and regulations;
- 3) Persons who have been convicted by final judgment for cases filed against them for offenses under R.A. No. 3591, as amended (PDIC Charter);
- 4) Persons who have been convicted by final judgment of a court for offenses which involves moral turpitude, or for offenses which they are sentenced to serve a term of imprisonment of more than six (6) years;
- 5) Persons who have been judicially declared with finality as insolvent, spendthrift or incapacitated to contract;
- 6) Persons s who were found to be culpable for the bank's closure as determined by the Monetary Board;
- 7) Persons found by the Monetary Board as administratively liable for violation of laws, rules and regulations implemented by Bangko Sentral, where a penalty of removal from office is imposed, and which resolution of the Monetary Board has become final and executory; and

⁴³ BSP Circular No. 1076, s2020; SEC Memo Cir. No. 19, s2016

- 8) Persons found liable by any government agency/corporation, including government financial institution, for violation of any law, rule or regulation involving dishonesty, misconduct, or any other grave or less grave offense classified under the Revised Administrative Code.

The following are additional disqualifications under Recommendation No. 2.6 of SEC Memo Circular No. 19, s2016:

- 1) Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as affiliated person of any of them;
- 2) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC, BSP or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.

The disqualification shall also apply if (a) such person is the subject of an order of the SEC, BSP or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by SEC or BSP, or under any rule or regulation issued by the SEC or BSP; (b) such person has otherwise been restrained to engage in any activity involving securities and banking; or (c) such person is the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

- 3) Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forger, bribery, false affirmation, perjury or other fraudulent acts;
- 4) Any person who has been adjudged by final judgment or order of the SEC, BSP, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law, rule or order administered by the SEC or BSP;
- 5) Any person judicially declared as insolvent;

- 6) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in enumerated previously;
- 7) Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment.
- 8) Other grounds as the SEC may provide.

b. Temporary Disqualification

- 1) Persons who have shown unwillingness to settle their financial obligations, as evidenced by, but not limited to, the following circumstances:
 - (a) the person has failed to satisfy any financial obligation that has been adjudicated by a court;
 - (b) the person has filed for insolvency or suspension of payments that adversely affects his/her fitness and propriety as director/officer; or
 - (c) a person who is delinquent in the payment of: an obligation with a bank where he/she is a director or officer; or at least two (2) obligations with other banks/FIs.

Financial obligations as herein contemplated shall include all borrowings obtained by:

- i A person for his/her own account or where he/she acts as a guarantor, endorser or surety for loans;
- ii The spouse, except when incurred after legal separation of properties or when the property regime governing the spouses is absolute separation of properties or except when incurred prior to the marriage;
- iii Any debtor whose borrowings or loan proceeds were credited to the account of, or used for the benefit of, the person described under Item "b(1)" (persons disqualified to become directors/officers);
- iv A partnership of which a person, his/her spouse is the managing partner or a general partner owning a controlling interest in the partnership; and
- v A corporation, association or firm wholly-owned or majority of the capital of which is owned by any or a group of individuals/entities mentioned in the immediately preceding items "(i)", "(ii)" and "(iv)"

They shall remain temporarily disqualified until the financial obligations have been settled or satisfied.

- 2) Persons involved in the closure of banks pending their clearance by the Monetary Board.
- 3) Persons confirmed by the Monetary Board to have committed acts or omissions, which include failure to observe/discharge their duties and responsibilities prescribed under existing regulations, that: (a) caused undue injury or disadvantage to the bank through manifest partiality, evident bad faith or gross inexcusable negligence; (b) caused or may have caused material loss or damage to the bank, its depositors, creditors, investors,

stockholders, to the Bangko Sentral or to the public in general; or (c) exposed the safety, stability, liquidity or solvency of the bank to abnormal risk or danger.

- 4) Persons found to have been involved in any irregularity/violation which constitutes a just cause for dismissal/termination as defined under the Labor Code of the Philippines, as amended, regardless of any action taken by the bank;
- 5) Persons certified by, or in the official files of, foreign financial regulatory authorities, financial intelligence units, or similar agencies or authorities of foreign countries, as charged with commission of, or having committed irregularities or violations of any law, rule or regulation, which may adversely affect the fitness and propriety of the person or the ability to effectively discharge his/her duties;
- 6) Persons, other than those covered under item “b(8)”, who after conduct of investigation by domestic financial or commercial regulatory authorities, financial intelligence units, or similar agencies or authorities such as the SEC, AMLC or PDIC, have complaints filed against them by the aforesaid authorities/units/agencies pending before a court of law or quasi-judicial body, or convicted by said court or quasi-judicial body but whose conviction has not become final and executory, for offenses involving violation of laws, rules and regulations, which may adversely affect the fitness and propriety of the person or the ability to effectively discharge his/her duties;
- 7) Persons with cases pending before a court or other tribunal, or those convicted by said court or tribunal but whose conviction has not become final and executory, for offenses involving: (a) dishonesty or breach of trust such as, but not limited to, estafa, embezzlement, extortion, forgery, malversation, swindling, theft, robbery, falsification, bribery, violation of B.P. Blg. 22 (Anti – Bouncing Check law), violation of R.A. No. 3019 (Anti – Graft and Corrupt Practices Act), violation of R.A. No. 9160, as amended (Anti-Money Laundering Act), and prohibited acts and transactions under Section 7 of R.A. No. 6713 (Code of Conduct and Ethical Standards for Public Officials and Employees); or (b) violation of securities and banking laws, rules and regulations;
- 8) Persons who have been convicted by a court for an offense involving moral turpitude, and persons who have been sentenced to serve a term of imprisonment of more than six (6) years for other crimes but whose conviction has not yet become final and executory;
- 9) Persons with pending cases for offenses under R.A. No. 3591, as amended (PDIC Charter), or those who have been convicted for said cases but whose conviction has not yet become final and executory;
- 10) Persons found by the Monetary Board to be administratively liable for violations of laws, rules and regulations implemented by the Bangko Sentral, where a penalty of removal from office is imposed, and which resolution of the Monetary Board is on appeal, unless execution or enforcement thereof is restrained by the appellate court;
- 11) Persons against whom a formal charge has been filed or who are found liable by any government agency/corporation, including government financial institution, for violation of any law, rule or regulation involving dishonesty, misconduct or any other

grave or less grave offense classified under the Revised Administrative code or Civil Service rules that adversely affects their fitness and propriety as directors/officers, and which finding of said government institution is on appeal, unless execution or enforcement thereof is restrained by the appellate court; and

- 12) Persons found by Monetary Board to be administratively liable for violations of laws, rules and regulations implemented by the Bangko Sentral, where a penalty of suspension from office or fine is imposed, unless finding is on appeal and the execution of enforcement thereof, unless the finding is on appeal and the execution of enforcement thereof is restrained by the appellate court.

Resignation or retirement from his/her office shall not exempt the person from being permanently or temporarily disqualified.

11. Disqualification Procedures⁴⁴

A director/officer elected/appointed who does not possess all the qualifications and/or has any of the disqualifications mentioned shall not be confirmed by MB/BSP and shall be removed from office even if he has assumed the position to which he was elected or appointed. A confirmed director/officer or officer not requiring confirmation found to possess any of the disqualifications shall be subject to the following disqualification procedures:

- a. The bank shall be responsible for determining the existence of the ground for disqualification of the person concerned and for reporting the same to the BSP within ten (10) calendar days from knowledge thereof. The bank shall ensure that the person concerned is informed that his offense was reported to the BSP and, as such, may be evaluated for watchlisting. The bank may conduct its own investigation, impose sanction/s if appropriate, and report the results thereof to the appropriate supervising department of the BSP within twenty (20) calendar days from the termination of investigation.

This shall be without prejudice to the authority of MB to disqualify a person from being elected/appointed as director/officer in any BSP-supervised financial institution based on information on the existence of any ground for disqualification gathered or obtained from the BSP, domestic financial regulatory authorities, financial intelligence units, and similar agencies or authorities of foreign countries, the courts and other quasi-judicial bodies, and other government agencies or the public.

- b. On the basis of knowledge and evidence on the existence of any of the grounds for disqualification mentioned in BSP Cir. 1076, s2020, the person concerned shall be notified in writing either by personal service or through registered mail or courier at his last known address by the BSP of the existence of the ground for his disqualification and shall be allowed to submit within fifteen (15) calendar days from receipt of such notice, a sworn statement/explanation on why he should not be disqualified and included in the watchlisted file, together with the evidence in support of his position. BSP may allow an extension on meritorious ground.

⁴⁴ BSP Cir. No. 1076, s2020

- c. Upon receipt of the reply explanation of the person concerned, BSP shall proceed to evaluate the case.
- d. The failure of the person to reply within the period provided under item “b” above shall be deemed a waiver of opportunity to explain and the BSP shall proceed to evaluate the case based on available records/ evidence.
- e. If the Person concerned was not served copy of the written notice to explain even after using available modes of service, i.e., personal service or registered mail or courier, the appropriate supervising department of the BSP shall proceed to evaluate the case based on available records/evidence.
- f. Upon evaluation of the BSP that a person disqualified under any of the grounds listed, BSP shall elevate to the MB for approval of the person’s disqualification and inclusion in the BSP Watchlist Files.
- g. Upon approval by the MB, the person concerned shall be informed by the BSP in writing either by personal service or through registered mail or courier, at his last known address of his disqualification from being elected/appointed as director/officer in any BSFI and his inclusion in the masterlist of watchlisted persons so disqualified.
- h. The determination of the MB shall become final and executory within fifteen (15) calendar days from receipt of the resolution, unless a motion for reconsideration has been filed.
- i. In case the subject of disqualification is an incumbent director/officer, the BOD of the bank concerned shall be immediately informed of such disqualification approved by the MB and shall be directed to act thereon not later than the following board meeting. Within three (3) banking days after the board meeting, the Corporate Secretary shall report to the BSP the action taken by the Board on the person involved.
- j. In cases initiated by the BSP which resulted in conviction by the final judgment of a court for violation of banking laws, rules and regulations, the Office of the General Counsel and Legal Services (OGCLS) shall recommend to the MB the permanent disqualification of said person and his name shall be included in the Disqualification File “A” (Permanent) upon approval of the MB.
- k. In administrative complaints against directors and officers filed with the BSP which resulted in the imposition of administrative penalties for violation of banking laws, rules and regulations, the OGCLS shall recommend to the MB the disqualification of said person, if warranted according to the severity of the offense, and his name shall be included in the Disqualification File “A” (Permanent) or “B” (Temporary), as the case may be, upon approval of the MB.

12. Removal Procedures⁴⁵

- a. A director may be removed from office by a vote of the stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock.

⁴⁵ Sec. 28 of the Revised Corporation Code of the Philippines

- b. The removal shall take place either at the regular stockholder's meeting or at a special meeting called for the purpose, and in either case, after previous notice to stockholders of the intention to propose such removal at the meeting.
- c. The Corporate Secretary shall call a special meeting, on order of the President or on the written demand of the stockholders representing or holding at least a majority of the outstanding capital stock for the purpose of removal of a director.

Should the Corporate Secretary fail or refuse to call the special meeting upon such demand or fail or refuse to give the notice, or if there is no secretary, the call for the meeting shall be addressed directly to the stockholders by any stockholder signing the demand. Notice of the time and place of such meeting, as well as of the intention to propose such removal, must be given by publication or by written notice prescribed in the Corporation Code of the Philippines. Removal may be with or without cause: provided that removal without cause may not be used to deprive minority stockholders the right of representation to which they may be entitled under Section 23 of the Corporation Code of the Philippines.

13. Orientation and Continuing Education

a. Orientation for First-Time Director

It is critical that new directors receive the training they need in order to be an effective member of the Board and help lead the organization in the right direction. As required by regulations, all directors must have attended a special seminar on corporate governance for board of directors.

Orientation for first-time directors shall be for at least eight (8) hours.⁴⁶ Each first-time director shall be furnished with a copy of the Bank's Articles of Incorporation, By-Laws, the Code of Conduct and Ethics for Directors, and latest Annual Report/Financial Statements. He shall also be given a copy of this Manual. The Bank shall also furnish all the first-time directors with a copy of the general responsibility and specific duties and responsibilities of the board of directors and as an individual director. The first-time directors shall submit a certification under oath that they have received copies of such general responsibility and specific duties and responsibilities and that they fully understand and accept the same. The Bank shall submit the certification to the appropriate department of the BSP-Supervision and Examination Sector.

b. Continuing Education Program⁴⁷

The Board as a group and as individual directors should have sufficient knowledge relevant to the Bank's activities to provide effective governance and oversight. They should be continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Bank. The program shall include courses on

⁴⁶ BSP MORB Sec. 133

⁴⁷ Policy on Continuing Education for Directors (Annex 2)

corporate governance matters relevant to the Bank, including audit, internal controls, risk management, sustainability and strategy.

The Corporate Governance and Compensation Committee mandated, among others, to make recommendations to the Board regarding the continuing education of directors. In compliance with this mandate and to encourage and support the continuing education of the Bank's directors, the Corporate Governance Officer (CGO) shall liaise with external training providers for training and seminars of directors. He shall also liaise with the concerned units of the Metrobank Group which may provide internal training for the directors.

Unless otherwise exempted by existing regulations, all directors and key officers are required to attend a minimum of four (4) hours of training every year, a program on corporate governance conducted by training providers duly accredited by SEC or through an SEC-approved in-house corporate governance training, covering all the mandated topics including financial reporting and auditing. Key officers for purposes of this requirement refer to all officers provided in the Bank's By-Laws, all members of the Audit Committee, Internal Auditor and Compliance Officer.

In addition, the Corporate Secretary should annually attend training on corporate governance.⁴⁸

14. Multiple Board Seats⁴⁹

Taking into consideration the capacity of a director to diligently and efficiently perform his duties and responsibilities, the nature and kind of corporations he may be director of and the limitations on concurrent directorship between banks or between a bank and a quasi-bank under existing regulations,

A director of the Bank may accept a board seat and concurrently serve as director in another PLC without prior approval of the Board provided he does not exceed the maximum limit of a total of five (5) PLCs, making sure however that the shareholders' legal right to vote and be voted directors remains inviolable. In applying this provision to concurrent directorship in entities within a conglomerate, each entity where the non-executive director is concurrently serving as director shall be considered separately in assessing compliance with this requirement

For other companies not publicly listed, it is presumed that the director has conducted his own due diligence to ensure that acceptance of such directorship will not be unfavorable to the Bank.

In all cases, in line with best corporate governance practice, acceptance of any additional directorships should be immediately disclosed to the Board.

15. Reportorial Requirements

a. Certifications Required⁵⁰

⁴⁸ SEC Memo Cir. No. 19, s2016

⁴⁹ BSP MORB Sec. 132

The Bank must submit to BSP required certifications and other documentary proof of qualifications using the Appendix 98 of the MORB as guide. Non-submission of complete documentary requirements or their equivalent within the prescribed period shall be construed as his failure to establish his qualifications for the position and results in his removal from the Board.

The Bank must submit to BSP a certification under oath of the director/officer with rank of senior vice president and above, and officers whose appointment requires prior Monetary Board/BSP SES Committee approval, that he has all the prescribed qualifications and none of the disqualifications and other required documentations within twenty (20) banking days from the date of election/re-election of the directors/meeting of the Board in which the officers are appointed/promoted.

In addition, for first-time directors, a certification under oath of compliance with the BSP – prescribed syllabus on on-boarding/orientation program and a certification that they have received copies of the general responsibility and specific duties and responsibilities of the Board and of a director and that they fully understand and accept the same, shall also be submitted to the BSP within the same period of time on an individual basis.

b. BSP Bio-Data⁵¹

The Bank shall electronically⁵² submit to BSP a bio-data with ID picture of the (1) directors and officers who are subject to confirmation and (2) officers below the rank of SVP requiring a different set of minimum qualifications, upon every election/re-election/appointment/promotion in a prescribed form within twenty (20) banking days from the date of election/re-election of the directors/meeting of the board of directors in which the officers are appointed/promoted.

The bio-data shall be updated and submitted in cases of change of name due to change in civil status and change of residential address, within twenty (20) banking days from the date the change occurred, and in cases of requests for prior Monetary Board approval of interlocks.

The Bank shall keep a complete record of the bio-data of all its directors and officers and shall maintain a system of updating said records which shall be made available during on-site examination or when required by the BSP for submission for off-site verification.

c. List of incumbent Directors/Officers⁵³

A duly notarized list of the incumbent members of the Board and officers shall be submitted to BSP within twenty (20) banking day from the annual election of the Board.

d. Notarized Authorization Form to Query in BSP Watchlist File⁵⁴

⁵⁰ BSP MORB Appendix 101

⁵¹ BSP MORB Sec. 137

⁵² BSP Memorandum No. 2019-027

⁵³ BSP MORB Sec. 137

⁵⁴ BSP MORB Sec. 138

For first time directors/officers within a particular bank/banking group whose election/appointment requires Monetary Board/SES Committee confirmation, a duly notarized “Authorization Form For Querying The Bangko Sentral Watchlist Files For Screening Applicants And Confirming Appointments Of Directors And Officials” shall be submitted within twenty (20) banking days from date of election/re-election of the directors/meeting of the Board in which the officers are appointed/promoted.

e. Certification by an Independent Director⁵⁵

In the case of Independent Directors, the bio-data shall be accompanied by a certification under oath from the director that he is an independent director as defined under the regulations and that all the information supplied are true and correct.

f. Certificate of Attendance⁵⁶

- 1) The Bank shall submit to the SEC the Certificate of Attendance of key officers and members of the Board in a program on corporate governance conducted by training providers duly accredited by SEC within ten (10) days from the completion of the program.
- 2) For re-elected directors, a Secretary’s Certificate on the attendance by the directors concerned to the Board meetings held for the last twelve (12) months covering the term of service, indicating percentage of attendance to Board meetings shall be submitted within twenty (20) banking days from date of re-election of the directors.

C. THE CHAIRMAN OF THE BOARD AND THE PRESIDENT

The roles of the Chairman and the President shall, as much as practicable, be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. Each should have clearly defined responsibilities, such separation of roles will facilitate effective decision-making and good governance.

To promote checks and balances, the Chairman of the Board shall be a non-executive director or an independent director, and must not have served as CEO/President of the Bank within the past three (3) years.⁵⁷

1. The Chairman shall provide leadership in the Board of Directors. He shall ensure effective functioning of the Board of Directors, including maintaining a relationship of trust with members of the board of directors. He shall: (1) ensure that the meeting agenda focuses on strategic matters including discussion on risk appetites, and key governance concerns; (2) ensure a sound decision-making process; (3) encourage and promote critical discussion; (4) ensure that dissenting views can be expressed and discussed within the decision-making process; (5) ensure that members of the Board receive accurate, timely, and relevant information; (6) ensure the conduct of proper orientation for first-time directors and provide training opportunities for all

⁵⁵ BSP MORB Sec. 137

⁵⁶ SEC Memo Cir. No. 2, S2015

⁵⁷ BSP MORB Sec.132

directors; and (7) ensure conduct of performance evaluation of the Board of Directors at least once a year.

Specifically, the respective powers and duties of the Chairman and the President are delineated in the Bank's By-Laws.

Based on the By-Laws⁵⁸, the Chairman shall have the following powers and duties:

- a. To preside at all meetings of the stockholders and of the Board, and to ensure that the meeting of the Board are held in accordance with the By-Laws or as the Chairman may deem necessary;
- b. To supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the President, management and the directors;
- c. To maintain qualitative and timely lines of communication and information between the Board and management;
- d. To submit an annual report of the operations of the Bank to the stockholders at the annual meeting;
- e. Exercises such general supervision as may be necessary to determine whether the resolutions and orders of the Board and of any authorized committee have been carried out by the management; and
- f. To exercise such other powers and perform such other duties as the Board may from time to time fix or delegate.

In addition to the foregoing, the Chairperson shall also have, among others, the following duties and responsibilities:⁵⁹

- a. Makes certain that the meeting agenda focuses on strategic matters, including the overall risk appetite of the corporation, considering the developments in the business and regulatory environments, key governance concerns and contentious issues that will significantly affect operations;
- b. Guarantees that the Board receives accurate, timely, relevant, insightful, concise and clear information to enable it to make sound decisions;
- c. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;
- d. Ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;

⁵⁸ Art. V Amended Metrobank By-Laws

⁵⁹ SEC Memo. Cir. 19, s2016

- e. Assures the availability of proper orientation for first-time directors and continuing training opportunities for all directors; and
 - f. Makes sure that performance of the Board is evaluated at least once a year and discussed/followed up on.
2. The President shall be the overall-in-charge for the management of the business and affairs of the Bank governed by the strategic direction and risk appetite approved by the Board. He shall be primarily accountable to the Board in championing the desired conduct and behavior, implementing strategies, and in promoting the long-term interest of the Bank.⁶⁰

Based on the By-Laws⁶¹, the President shall have the following powers and duties:

- a. To exercise direct and active management of the business and operations of the Bank, conducting the same according to the orders, resolutions and instructions of the Board and of any authorized committee, and according to his own discretion wherever the same is not expressly limited by such orders, resolutions and instructions;
- b. To exercise general superintendence and direction over the other officers and the employees of the Bank and to see to it that their respective duties are properly performed;
- c. To recommend to the Board, the appointment or removal of any of the management officers, employees and agents of the Bank, the fixing of their salaries and wages, to prescribe their duties, and to require guarantees or bonds to secure the faithful discharge of certain officers, employees or agents of their official duties;
- d. To suspend, at his discretion, any management officer or employees of the Bank;
- e. To sign and execute on behalf of the Bank, when so authorized by the Board, either singly or jointly with any other officer or officers designated by the Board, all contracts and agreements which it may enter into;
- f. To represent the Bank in all judicial and administrative proceedings affecting its business;
- g. To sign with the Secretary all the certificates of stock of the Bank;
- h. To carry out all the resolutions and orders of the Board and of any authorized committee;
- i. To submit to the Board such statements, reports, memoranda and accounts, as the latter may require; and prepare such statements and reports as may be required from time to time by law or government regulations with respect to domestic corporations in general and banks in particular; and
- j. To perform such other duties as may be prescribed by the Board or which may properly pertain to his office and which in his judgment will serve the best interest of the Bank in conformity with the provisions of statutory law and the Bank's By-Laws.

⁶⁰ BSP MORB Sec. 134

⁶¹ Art. V Amended Metrobank By-Laws

In addition to the foregoing, the President shall also have, among others, the following duties and responsibilities:⁶²

- a. Determines the corporation's strategic direction and formulates and implements its strategic plan on the direction of the business;
- b. Communicates and implements the corporation's vision, mission, values and overall strategy and promotes any organization or stakeholder change in relation to the same;
- c. Oversees the operations of the corporation and manages human and financial resources in accordance with the strategic plan;
- d. Has a good working knowledge of the corporation's industry and market and keeps up-to-date with its core business purpose;
- e. Directs, evaluates and guides the work of the key officers of the corporation;
- f. Manages the corporation's resources prudently and ensures a proper balance of the same;
- g. Provides the Board with timely information and interfaces between the Board and the employees;
- h. Builds the corporate culture and motivates the employees of the corporation; and
- i. Serves as the link between internal operations and external stakeholders.

D. BOARD COMMITTEES⁶³

The Board may delegate some of its functions, but not its responsibilities, to Board-level committees. In this regard, the Board shall:

1. Approve, review, and update, at least annually or whenever there are significant changes therein, the respective charters of each committee or other documents that set out its mandate, scope and working procedures. Said documents shall articulate how the committee will report to the full board of directors, what is expected of the committee members, and tenure limits for serving in the committee. The Board may also consider occasional rotation of committee members and chairs to avoid undue concentration of power and promote fresh perspective.
2. Appoint members of the committees taking into account the optimal mix of skills and experience to allow the Board, through the committees, to fully understand and objectively evaluate the relevant issues. In order to promote objectivity, the Board shall appoint independent directors and non-executive members of the Board to the greatest extent possible. Towards this end, an independent director who is a member of any committee that exercises executive or management functions that can potentially impair such director's independence cannot accept membership in committees that perform independent oversight/control functions such as the Audit, Risk Oversight and Corporate Governance, Related Party Transactions committees, without prior approval of the Monetary Board.

⁶² SEC Memo. Cir. 19, s2016

⁶³ BSP MORB Sec. 133

3. Ensure that each committee shall maintain appropriate records (e.g., minutes of meetings or summary of matters reviewed and decisions taken) of their deliberations and decisions. Such records shall document the committee's fulfillment of its responsibilities and facilitate the assessment of the effective performance of its functions.

To aid the Board in the optimal performance of its roles and responsibilities, the following committees, among others, have been created, with their own respective charters:

- Anti-Money Laundering Committee
- Audit Committee
- Corporate Governance and Compensation Committee
- Executive Committee
- Information Technology Steering Committee
- Nominations Committee
- Overseas Banking Committee
- Related Party Transactions Committee
- Risk Oversight Committee
- Trust Committee

1. Anti-Money Laundering Committee

The Anti-Money Laundering Committee helps the Board in fulfilling its oversight responsibility over the Bank's AML Compliance Management to make sure that the Bank complies with the provisions of the AMLA, as amended, its Revised Implementing Rules and Regulations, and other related regulations. The committee is composed of three non-executive directors, two of whom are independent directors. The Committee meets every other month and as necessary.

Refer to Annex 3 for the Committee Charter.

2. Audit Committee

The Audit Committee assists the Board in fulfilling its statutory and fiduciary responsibilities, enhancing shareholder value, and protecting shareholders' interest through effective oversight of internal and external audit functions, transparency and proper reporting, compliance with laws, rules and regulations, the code of conduct, and adequate and effective internal controls. Among the committee's main responsibilities is the selection, appointment, or re-appointment and dismissal of the internal auditor as well as the independent external auditor based on fair and transparent criteria. It is composed entirely of non-executive directors, three of whom are independent directors including the chairperson. The committee meets monthly and as needed.

Refer to Annex 4 for the Committee Charter.

3. Corporate Governance and Compensation Committee

The Corporate Governance and Compensation Committee supports the Board in fulfilling its corporate governance responsibilities and in providing oversight on the implementation of the Bank's Compliance System. Among the committee's responsibilities is to establish a formal and transparent procedure in determining the remuneration of directors and officers that is

consistent with the Bank's culture, strategy, business environment and industry practice. The Committee is composed of four non-executive directors with an independent director as the committee chairperson.

Refer to Annex 5 for the Committee Charter.

4. Executive Committee

The Executive Committee's duty is to review and approve credit proposals and policies within its authority and limitations, and provide recommendations or conditions on lending. The Committee may also act on other matters as delegated by the stockholders and the Board of Directors within its competence and in accordance with the By-Laws of the Bank

Refer to Annex 6 for the Committee Charter.

5. Information Technology Steering Committee

The Information Technology Steering Committee provides governance and oversight in managing the Bank's information technology (IT) resources. Its main role is to ensure that IT strategies are consistent with the overall business objectives. It is in-charge of the oversight of the IT Risk Management Program of the Bank and the development of policies, controls, and specific accountabilities consistent with the Bank's IT Risk Management Framework.

As delegated by the Board, it shall also approve IT-related requests and other IT-related services/arrangements, including outsourcing/insourcing activities. It is expected to also render periodic reports to the Board regarding the overall IT performance, status of major projects and other significant issues related to IT risks.

Refer to Annex 7 for the Committee Charter.

6. Nominations Committee

The Nominations Committee reviews and evaluates the qualifications of all persons nominated to the Board. It also reviews the qualifications of those nominated to other positions that require Board approval. The Committee is composed entirely of independent directors. The Committee meets as needed.

Refer to Annex 8 for the Committee Charter.

7. Overseas Banking Committee

The Overseas Banking Committee assists the Board in its oversight functions over the operations and financial performance of the overseas branches and subsidiaries. It also oversees Metrobank expatriates assigned in countries without foreign office but with remittance tie-up arrangements. The Committee likewise monitors compliance with the rules and regulations of their respective host countries and their adherence to the Parent Bank's business and corporate governance policies.

Refer to Annex 9 for the Committee Charter.

8. Related Party Transactions Committee

The Related Party Transactions Committee helps the Board ensure that transactions with related parties are reviewed to assess risk and that appropriate restrictions are in place. This is to assure that these are conducted within arm's-length and that the company's resources are not misappropriated. The Committee consists of three independent directors, meets monthly, and is supported by the Compliance Officer.

Refer to Annex 10 for the Committee Charter.

9. Risk Oversight Committee

The Risk Oversight Committee, as an extension of the Board, is primarily responsible for the development and oversight of the risk management framework of the Bank, its affiliates, subsidiaries (collectively, the Group), and its Trust Banking arm. The Committee is entirely composed of non-executive directors, of which three are independent directors, including the chairperson. Its Chairman is not the Chairman of the Board or of any other committee. The members possess a range of risk management expertise and adequate knowledge of the Group's risk exposures. The Committee holds regular monthly meetings.

Refer to Annex 11 for the Committee Charter.

10. Trust Committee

The Trust Committee is responsible for the oversight of all Trust activities. Its mandate is within the authority provided by the pertinent rules and regulations in the exercise of fiduciary powers under the BSP's Manual of Regulations for Banks and BSP Circular 766 - Guidelines in Strengthening Corporate Governance and Risk Management Practices on Trust, Other Fiduciary Business, and Investment Management Activities. The Committee is composed of four directors, including the President, and the Bank's Trust Officer.

Refer to Annex 12 for the Committee Charter.

The Board of Directors shall approve, review and update at least annually or whenever there are significant changes therein, the respective charters of each of the above Board-level committees. The Board shall also consider occasional rotation of committee members and chairs to avoid undue concentration of power and promote fresh perspective. Compliance Division shall review proposed charters and/or amendments to charters prior to submission to the Board for approval (Annex 13).

E. OFFICERS

The By-Laws enumerated the various officers of the Bank and defined their respective duties and responsibilities. Other officers may be appointed and their duties defined by the Board as the exigencies of the service may require.

Each officer shall contribute his share in the pursuit of good corporate governance. His service shall be characterized by honesty and integrity/probity, diligence and dedication, efficiency and effectiveness, loyalty and fidelity, adherence to sound banking practices and the rule of law, as well

as fairness and equity to all depositors and clients constituting the banking public; his peers and colleagues in the Bank and the banking community, the Board and senior officers, and the public in general.

1. Qualifications of an Officer⁶⁴

An officer must be fit and proper for the position he is being appointed to. In determining whether a person is fit and proper for a particular position, his integrity/probity, education/training, and possession of competencies relevant to the function such as knowledge and experience, skills and diligence must be considered.

In assessing an officer's integrity/probity, consideration shall be given to the officer's market reputation, observed conduct and behavior, as well as his ability to continuously comply with company policies and applicable laws and regulations, including market conduct rules, and the relevant requirements and standards of any regulatory body, professional body, clearing house or exchange, or government and any of its instrumentalities/agencies.

An appointed officer has the burden to prove that he possesses all the foregoing minimum qualifications and none of the cases mentioned under "Disqualifications of Officers". An officer shall submit to the BSP the required certifications and other documentary proof of such qualifications within twenty (20) banking days from the date of meeting of the Board in which the officer is appointed/promoted. Non-submission of complete documentary requirements within the prescribed period shall be construed as his/her failure to establish his/her qualifications for the position and results to his/her removal therefrom.

2. Duties and Responsibilities of Officers⁶⁵

Duties and responsibilities of officers shall include among others the following:

a. To set the tone of good governance from the top

Bank officers shall promote the good governance practices within the Bank by ensuring that policies on governance as approved by the Board are consistently adopted across the Bank.

b. To oversee the day-to-day management of the Bank

Bank officers shall ensure that Bank's activities and operations are consistent with the Bank's strategic objectives, risk strategy, corporate values and policies as approved by the Board. They shall establish a bankwide management system characterized by strategically aligned and mutually reinforcing performance standards across the organization.

c. To ensure that duties are effectively delegated to the staff and to establish a management structure that promotes accountability and transparency

Bank officers shall establish measurable standards, initiatives and specific responsibilities and accountabilities for each Bank personnel. Bank officers shall oversee the performance of

⁶⁴ BSP MORB Sec. 134

⁶⁵ BSP MORB Sec. 134

these delegated duties and responsibilities and shall ultimately be responsible to the Board for the performance of the Bank.

- d. To promote and strengthen checks and balances systems in the Bank

Bank officers shall promote sound internal controls and avoid activities that shall compromise the effective dispense of their functions. Further, they shall ensure that they give due recognition to the importance of the internal audit, risk management, compliance and external audit functions.

3. Persons Prohibited to become Officers⁶⁶

- a. The spouses or relatives within the second degree of consanguinity or affinity holding officership positions across the following functional categories within the Bank:
 - 1) Decision making and Senior Management function, e.g., president, chief executive officer (CEO), chief operating officer (COO), general manager, and chief financial officer (CFO);
 - 2) Treasury function, e.g., Treasurer and Treasury Head;
 - 3) Recordkeeping and financial reporting functions, e.g., controller and chief accountant;
 - 4) Safekeeping of assets, e.g., chief cashier;
 - 5) Risk management function, e.g., chief risk officer;
 - 6) Compliance function, e.g., compliance officer; and
 - 7) Internal audit function, e.g., chief audit executive.

The spouse or a relative within the second degree of consanguinity or affinity of any person holding the position of manager, cashier, or accountant of a branch or branch-lite unit of a bank or their respective equivalent positions is prohibited from holding or being appointed to any of said positions in the same branch or branch-lite unit.

- b. Any appointive or elective official, whether full time or part time, except in cases where such service is incidental to the financial assistance provided by the government or government owned or controlled corporations (GOCCs) or in cases allowed under existing law.

2. Corporate Secretary⁶⁷

The Board should ensure that it is assisted in its duties by a Corporate Secretary, who should be a separate individual from the Compliance Officer. The Corporate Secretary should not be a member of the Board and should annually attend training on Corporate Governance. The Corporate Secretary is primarily responsible to the Bank and its shareholders, and not to the Chairman or President.

Based on the By-Laws⁶⁸, the Corporate Secretary shall have the following duties:

- a. To attend and keep full minutes of all meetings of the Board and of the Stockholders;

⁶⁶ BSP Circular No. 1076, s2020

⁶⁷ SEC Memo Cir. No. 19, s2016

⁶⁸ Art. V Amended Metrobank By-Laws

- b. To keep the stock certificate book, the stock and transfer books and the corporate seal, which he shall stamp on all documents requiring such seal;
- c. To file and countersign all the certificates of stock issued, making corresponding annotations on the margins or stubs of such certificates upon issuance and sign such other instruments as may be require his signature;
- d. To give or cause to be given, all notices required by law or by these by-laws as well as notices of special meetings of the Board and of regular and special meetings of the stockholders; and
- e. To render such reports and perform such other duties as are incidental to his office or are properly required of him by the President or the Board, and as may be required by law.

In addition to the foregoing, the Corporate Secretary shall also have, among others, the following duties and responsibilities:⁶⁹

- a. Assists the Board and board committees in the conduct of their meetings, including preparing an annual schedule of Board and committee meetings and the annual board calendar, and assisting the chairman of the Board and its committees to set agendas for those meetings;
- b. Safekeeps and preserves the integrity of the minutes of the meetings of the Board and its committees, as well as the other official records of the corporation;
- c. Keeps abreast on relevant laws, regulations, all governance issuances, relevant industry developments and operations of the corporation, and advises the Board and the Chairman on all relevant issues as they arise;
- d. Works fairly and objectively with the Board, Management and stockholders and contributes to the flow of information between the Board and management, the Board and its committees, and the Board and its stakeholders including shareholders;
- e. Advises on the establishment of board committees and their terms of reference;
- f. Informs members of the Board, in accordance with the by-laws, of the agenda of their meetings at least five working days in advance and ensures that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;
- g. Attends all Board meetings, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent him from doing so;
- h. Performs required administrative functions;

⁶⁹ SEC Memo. Cir. No. 19, s2016

- i. Oversees the drafting of the by-laws and ensures that they conform with regulatory requirements; and
- j. Performs such other duties and responsibilities as may be provided by the SEC.

F. INTERLOCKING DIRECTORSHIPS/OFFICERSHIPS & SECONDMENTS⁷⁰

1. Interlocking Directorships

There shall be no concurrent directorships between banks or between a bank and quasi- bank (QB) or non-bank financial institution (NBFI), except as may be authorized by the Monetary Board.

Without the need for prior approval of the Monetary Board, concurrent directorships between entities not involving an investment house shall be allowed in the following cases:

- a. Banks not belonging to the same category: *Provided*, That not more than one (1) bank shall have quasi-banking functions;
- b. A bank and an NBFI;
- c. A bank without quasi-banking functions and a QB; and
- d. A bank and one (1) or more of its subsidiary bank/s, QB/s and NBFI/s.

For purposes of the foregoing, a husband and his wife shall be considered as one (1) person.

2. Interlocking Directorships and Officerships

Except as may be authorized by the Monetary Board or as otherwise provided hereunder, there shall be no concurrent directorship and officership between banks or between a bank and a QB or an NBFI.

Without the need for prior approval of the Monetary Board, concurrent directorship and officership between a bank and one (1) or more of its subsidiary bank/s, QB/s and NBFI/s, other than investment house/s, shall be allowed.

3. Interlocking Officerships

A concurrent officership in different financial institutions may present more serious problems of self-dealing and conflict of interest. Multiple positions may result in poor governance or unfair competitive advantage. Considering the full-time nature of officer positions, the difficulties of serving two (2) offices at the same time, and the need for effective and efficient management, the following rules shall be observed:

As a general rule, there shall be no concurrent officerships, between banks or, between a bank and a QB or an NBFI.

⁷⁰ BSP MORB Sec. 137

However, subject to prior approval of the Monetary Board, concurrent officerships may be allowed in the following cases:

- a. Between a bank and not more than two (2) of its subsidiary bank/s, QB/s, and NBFIs, other than investment house/s; or
- b. Between a bank and not more than two (2) of its subsidiary QB/s and NBFIs; or
- c. Between two (2) banks, or between a bank and a QB or an NBFIs, other than an investment house: *Provided*, That at least twenty percent (20%) of the equity of each of the banks, QBs or NBFIs is owned by a holding company or a bank/QB and the interlocking arrangement is necessary for the holding company or the bank/QB to provide technical expertise or managerial assistance to its subsidiaries/affiliates.

Aforementioned concurrent officerships may be allowed, subject to the following conditions:

- 1) that the positions do not involve any functional conflict of interests;
 - 2) that any officer holding the positions of president, chief executive officer, chief operating officer or chief financial officer or their equivalent may not be concurrently appointed to any of said positions or their equivalent;
 - 3) that the officer involved, or his spouse or any of his relatives within the first degree of consanguinity or affinity or by legal adoption, or a corporation, association or firm wholly- or majority-owned or controlled by such officer or his relatives enumerated above, does not own in his/its own capacity more than twenty percent (20%) of the subscribed capital stock of the entities in which the Bank has equity investments; and
 - 4) that where any of the positions involved is held on full-time basis, adequate justification shall be submitted to the Monetary Board; or
- d. Concurrent officership positions in the same capacity which do not involve management functions, i.e., internal auditor, corporate secretary, assistant corporate secretary and security officer, between a bank and one or more of its subsidiary QB/s and NBFIs, or between bank/s, QB/s and NBFIs, other than investment house/s: *Provided*, That at least twenty percent (20%) of the equity of each of the banks, QBs and NBFIs is owned by a holding company or by any of the banks/QBs within the group.
 - e. Concurrent officership positions as corporate secretary or assistant corporate secretary between bank/s, QB/s and NBFIs, other than investment house/s, outside of those covered under item “d” above, provided, that proof of disclosure to and consent from all of the involved financial institutions, on the concurrent officership positions, shall be submitted to BSP.

4. Secondment

The Bank may second or transfer its employee to another entity for temporary assignment in accordance with the Board-approved policy on secondment. The seconded or the transferred

employee shall relinquish all his duties, responsibilities, and authorities in the Bank, and shall receive remuneration and other incentives from the host entity. The Bank shall submit a notice within ten (10) banking days from the approval of secondments of employees to the appropriate supervising department of the BSP.

G. COMPLIANCE RISK MANAGEMENT SYSTEM⁷¹

The Bank shall establish a dynamic and responsive compliance risk management system. The compliance risk management system shall be designed to specifically identify and mitigate risks that may erode the franchise value of the Bank such as risks of legal or regulatory sanctions, material financial loss, or loss to reputation, the Bank may suffer as a result of its failure to comply with laws, rules, related self-regulatory organization standards, and codes of conduct applicable to its activities. Said risk may also arise from failure to manage conflict of interest, treat customers fairly, or effectively manage risks arising from money laundering and terrorist financing activities. Compliance risk management should be an integral part of the culture and risk governance framework of the Bank. In this respect, it shall be the responsibility and shared accountability of all personnel, officers, and the Board.

1. Compliance Function

The compliance function shall facilitate effective management of compliance risk. It shall have a formal status within the Bank. It shall be established by a charter or other formal document approved by the Board that defines the compliance function's standing, authority and independence. It shall have the right to obtain access to information necessary to carry out its responsibilities, conduct investigations of possible breaches of the compliance policy, and shall directly report to and have direct access to the board of directors or appropriate board-level committee.

2. Compliance Policy Manual

The Compliance Policy Manual shall set out the planned activities of the compliance function, such as the review and implementation of specific policies and procedures; compliance risk assessment; compliance testing; educating staff on compliance matters; monitoring compliance risk exposures; and reporting to the board of directors or board-level committee. It shall be updated on a regular basis or at least annually.

3. Compliance Officer (CO)

The Bank shall appoint a CO who shall serve on a full-time basis and shall functionally report to the board of directors or board-level committee. The CO should have the necessary qualifications, experience, and professional background and should have a sound understanding of relevant laws and regulations and their potential impact on the Bank's operations. The CO should be up-to-date with the developments in laws, rules and standards maintained through continuous training.

⁷¹ BSP MORB Sec. 161

The CO shall oversee the identification and management of the Bank's compliance risk and shall supervise the compliance function staff. He is expected to liaise with the BSP on compliance related issues and shall also be responsible for ensuring the integrity and accuracy of all documentary submissions to the BSP. He shall functionally meet/report to the Board through the Corporate Governance and Compensation Committee. In this regard, the Committee shall review and approve the performance and compensation of the CO, as well as the budget of the compliance function.

In relation to corporate governance, the Compliance Officer shall have, among others, the following duties and responsibilities⁷²:

- a. Ensures proper onboarding of new directors (i.e., orientation on the company's business, charter, articles of incorporation and by-laws, among others);
- b. Monitors, reviews, evaluates and ensures the compliance by the corporation, its officers and directors with the relevant laws, this Code, rules and regulations and all governance issuances of regulatory agencies;
- c. Reports to the President and the Board through Corporate Governance and Compensation Committee, if violations are found and recommends the imposition of appropriate disciplinary action; significant compliance issues, the general status of Bank's level of compliance and also the relevant regulations, updates & other compliance matters;
- d. Ensures the integrity and accuracy of all documentary submissions to regulators;
- e. Appears before the SEC when summoned in relation to compliance with this Code;
- f. Collaborates with other departments to properly address compliance issues, which may be subject to investigation;
- g. Identifies possible areas of compliance issues and works towards the resolution of the same;
- h. Ensures the attendance of board members and key officers to relevant trainings; and
- i. Performs such other duties and responsibilities as may be provided by the SEC.

The Compliance Officer also exercises other specific statutory responsibilities.

H. RISK GOVERNANCE FRAMEWORK ⁷³

The risk governance framework shall include policies, supported by appropriate processes and control procedures, designed to ensure that the risk identification, aggregation, mitigation and monitoring capabilities are commensurate with the Bank's size, complexity, risk profile, and systemic importance. The risk governance framework shall consider the entities in the conglomerate and shall be applied on a group-wide scale.

⁷² SEC Memo Cir. 19, s2016

⁷³ BSP MORB Sec. 142

1. Risk Management Function

The risk management function shall be responsible for overseeing the risk-taking activities across the Bank, as well as in evaluating whether these remain consistent with the Bank's risk appetite and strategic direction. It shall ensure that the risk governance framework remain appropriate relative to the complexity of risk taking activities of the Bank. The risk management function shall be responsible for identifying, measuring, monitoring and reporting risk on an enterprise-wide basis as part of the second line of defense. It shall directly report to the Risk Oversight Committee (ROC). Personnel in the risk management function should collectively have knowledge and technical skills commensurate with business activities and risk exposures of the Bank.

2. Chief Risk Officer (CRO)

The Bank shall appoint a CRO to head the risk management function. The CRO shall have sufficient stature, authority, and seniority within the Bank. He shall be independent from executive functions and business line responsibilities, operations and revenue-generating functions, and shall have access to such information as he deems necessary to form his judgment. The CRO shall have direct access to the Board and the Risk Oversight Committee without any impediment. He shall serve on a full-time basis and shall functionally meet/report to the Risk Oversight Committee. In this regard, the Risk Oversight Committee shall review and approve the performance and compensation of the CRO, and budget of the risk management function.

The appointment, dismissal and other changes to the CRO or its equivalent position shall have prior approval of the Board. In cases, when the CRO will be replaced, the Bank shall report the same to the BSP within five (5) days from the time it has been approved by the Board.

a. Qualifications of the CRO

The CRO should have the knowledge and skills necessary to oversee the Bank's risk management activities. This will be assessed based on the ability of the CRO to influence decisions that affect the Bank's exposure to risk. The CRO should have the ability to interpret and articulate risk in a clear and understandable manner and, without compromising his independence, can engage in a constructive dialogue with the Board, the President, and other senior management on key risk issues.

b. Duties and responsibilities of the CRO

The CRO shall be responsible for overseeing the risk management function and shall support the Board in the development of the risk appetite and risk appetite statement of the Bank and for translating the risk appetite into a risk limits structure. The CRO shall likewise propose enhancements to risk management policies, processes, and systems to ensure that the Bank's risk management capabilities are sufficiently robust and effective to fully support strategic objectives and risk-taking activities.

I. CODE OF CONDUCT AND ETHICS

1. Code of Conduct and Ethics for Directors (Annex 14)

Running a company well based on sterling good corporate governance record is one of many high expectations demanded by shareholders. Hence, the Bank continues to conduct its business with the highest ethical standards of fairness, accountability, and transparency, considering the interest of all stakeholders.

The Code of Conduct and Ethics for Directors articulates the standard of conduct for ensuring the proper discharge of duties and responsibilities befitting the position. It imposed guidelines which meet the requirements of the organization and regulators that remind directors not to use their position to make a profit, or acquire a benefit or prioritize self-interests, and avoid situations that may compromise their impartiality and reiterate the need to maintain professional integrity, enhancement of skills and knowledge and understanding of bank-related activities. The Code is properly disseminated to directors. The Code can be accessed by both internal and external shareholders as it is posted in the Bank's intranet and company's website through the Corporate Governance page.

2. Code of Conduct for Employees (Annex 15)

Indispensable to the Bank's attainment of its objectives is the quality of the employees who carry out its day-to-day operations. Corporate discipline requires employee appreciation of the work and moral standards and behavior set by the Bank, commitment to the Bank's thrusts and undertakings, and compliance with applicable laws and regulations.

Metrobankers shall fulfill their promise to customers to always keep them in good hands, guided by their core values. They shall champion the fair treatment and protection of the Bank's stakeholders, particularly its customers, resource providers, creditors and the community in which it operates. Fair, professional and objective dealings as well as clear, timely and regular communication with the various stakeholders promote stable, long term relationship.

These Codes of Conduct aim to instill a commitment and dedication to the virtues of honesty and integrity, together with a high sense of prudence, responsibility and efficiency in the conduct of duties. It is imperative that directors, officers and employees live by the values that the Bank stands for and reflect these values in their behaviors.

Both internal and external shareholders can access the Bank's Code of Conduct for Employees as it is posted on the Bank's intranet and the company's website through the Corporate Governance page.

The Codes are implemented by the Corporate Governance and Compensation Committee and the Human Resources Group. Breaches are subject to disciplinary actions which may range from reprimand, suspension, termination set forth under the Corporate Governance Manual and the Bank's Manuals of Policies and Procedures in accordance with the principle of due process.

J. DISCLOSURE AND TRANSPARENCY

The essence of corporate governance is transparency. It is therefore essential that the Bank shall make a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. Moreover, the Board of the offeree company should, as a general rule, appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets⁷⁴.

The Bank shall commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the SEC for the interest of its stockholders and other stakeholders.

The Controllership Group (COG) shall be responsible for providing the required internal and external information necessary to protect the interest of the Bank's clients and stockholders. The Group shall ensure that the Bank's resources and interests are adequately protected, and that its objectives are met. Its Institutional Accounting Division (IAD) shall be responsible for the preparation and submission of the Bank's Financial Statements (including the completion of the parent, foreign currency denominated unit and the consolidated audited financial statements) and regulatory reports.

Likewise, the minimum information required to be posted on the company's website, arranged under SEC-recommended topic headings, shall be retained for a period of five (5) years. Any items in the required website template prescribed by the SEC could be added or removed any time as the need arises.⁷⁵

DIVIDEND POLICY

The Bank's dividend policy is an integral component of its capital management policy rather than a stand-alone process. Its fundamental and overriding policy is sustainability.

Dividends are declared and paid out of unrestricted retained earnings of the Bank at such intervals as the Board of Directors may determine and in accordance with the provisions of law and the regulations of the BSP and the SEC. Historically, the Bank has declared annual cash dividends equal to P1.00 per common share, equivalent to 5% of par value.

Cash dividends are subject to approval by at least a majority of the Board of Directors, with the record date not being earlier than 10 trading days from declaration, and the payment date not later than 18 trading days from the record date. On the other hand, stock dividends require prior clearance from the BSP, the SEC and the Philippine Stock Exchange.

The payment of dividends in the future will depend on the Bank's earnings, cash flow, financial condition, regulatory requirements for capital and other factors. Circumstances which could restrict the payment of cash dividends include, but are not limited to, when the Bank undertakes major projects and developments requiring substantial cash expenditures. The Board of Directors may, at any time, modify the Bank's dividend payout ratio depending on the results of operations and future projects and plans of the Bank.

⁷⁴ SEC Memo Cir. No. 19, s2016

⁷⁵ SEC Memo Cir. No. 11, s2014

GROUP STRUCTURES⁷⁶

1. The report disclosing all entities in the conglomerate structure where the Bank belongs either as a parent company bank or subsidiary/affiliate shall be submitted to the BSP within 30 calendar days after the end of every calendar year.
2. The report on material exposures to related parties which shall include material RPTs of subsidiaries and affiliates, based on the Bank's internal definition, shall be submitted to the BSP within 20 calendar days after the end of the reference quarter.

COMPENSATION POLICY

The Bank adopts a compensation policy that is aligned with the Bank's operating and risk culture, long-term strategic and financial interest and labor laws and regulations, promotes good performance and competitive with industry standards, with a goal to attract, motivate and retain the best people.

Directors' Compensation Package

The members of the Board of Directors receive a fixed remuneration package based on experience, professional background, level of responsibilities and attendance in Board and committee meetings.

Executive and Employee Compensation

The Bank pays salaries commensurate to the individual's qualifications and experience, nature of the job, position and level of responsibility with reference to an approved salary scale.

The Bank's compensation package is reviewed regularly and benchmarked against competition through participation in annual compensation and benefit surveys to ensure its competitiveness vis-à-vis industry and other market considerations.

Pay for Performance

The Bank aims to achieve a performance-driven work culture by providing meaningful rewards for performance. Annual performance scorecards are structured to support business strategies and provide competitive rewards. Thus, the Bank grants annual merit increase and performance bonus (non-guaranteed) based on the Bank's overall performance, Group and individual performance, and market conditions.

Fair Compensation

The Bank ensures that its compensation package for non-officers or rank and file employees is in accordance with the labor law requirements. They receive salaries linked to both performance and the Bank's contractual obligation under a collective bargaining agreement which include loyalty bonuses for long-term employees.

⁷⁶ BSP MORB Sec. 136

WHISTLE-BLOWING POLICY (Annex 16)

Whistleblowing policy is a sign of strong corporate governance and company culture that takes such claims seriously. As a way of strengthening the Bank's system of integrity, all employees as well as other stakeholders are encouraged to play their part by creating an atmosphere of openness and trust as have an avenue to raise concern and report whenever there are acts of fraud, malpractice, conflict of interest or violation of internal/regulatory policies, procedures and control to the Chief Audit Executive.

The Bank has a Whistle-blowing Policy which aims to guide officers and staff as well as other stakeholders on reporting complaints related to fraud, malpractice, conflict of interest or violation of internal/regulatory policies, procedures and controls. The policy also provides for the protection of the reporting employee. Under the policy, the Bank shall maintain the identity of the reporting employee as confidential and retaliation against any reporting employee shall not be allowed. Complaints/concerns may be filed through the Bank's website or send via email at whistleblowing@metrobank.com.ph or text hotline +639427471359.

RELATED PARTY TRANSACTIONS (Annex 17)

The Bank has adopted a policy on related party transactions where transactions with related parties are reviewed by either the Related Party Transactions Management Committee, a management-level committee composed of senior officers, or the Related Party Transactions Committee, a Board-level committee composed of independent directors, depending on the materiality threshold set by the Bank. A director/officer with a material interest in any transaction affecting the Bank should abstain from taking part in the deliberations for the same.

POLICY ON INSIDER TRADING (Annex 18)

Metrobank as a publicly traded company is governed by securities laws and regulations. The Bank strictly enforces and monitors compliance with its Insider Trading Policy to uphold applicable laws and ensure shareholders protection and that individuals do not benefit from knowledge which is not generally available to the market.

The policy prohibits trading during black-out periods by covered persons i.e. all directors and employees within the Metrobank Group including their immediate family members residing with them in the same household and corporations, other entities and funds subject to their influence or control. It requires the reporting insiders to confirm their respective beneficial ownership of listed shares of stock in their respective companies, if any, and report any changes thereto on the next trading day from the date of the change pursuant to the requirements of the SEC and the PSE.

The policy requires that the disclosure of Material Non-public Information about any of the companies within the Metrobank Group or any Partner shall be made on a reasonable need-to-know basis and in furtherance of a legitimate business purpose. It further requires the reporting insiders to confirm their respective beneficial ownership of listed shares of stock in their respective companies, if any, and report any changes thereto on the next trading day from the date of the change pursuant to the requirements of the SEC and the Philippine Stock Exchange.

ANTI-BRIBERY AND CORRUPTION POLICY (Annex 19)

Metrobank is committed to be a responsible bank that adheres to the highest standards of corporate governance by exercising accountability, fairness, and transparency across all business operations. As such, the Bank adopts a more comprehensive Anti-Bribery and Corruption policy covering directors as well as employees. The policy will ensure compliance with laws and regulations against bribery and corruption as well as principles for conducting business in accordance with the highest possible standards of ethics, honesty, accountability and good governance. The policy also aims to mitigate reputational and legal risks that may arise from criminal or regulatory investigations.

POLICY ON ENGAGEMENT OF ADVISERS (Annex 20)

Advisers are individuals who possess specialized knowledge, skills, work experience and expertise and are engaged by the Bank to provide expert and professional advice and make non-binding recommendations to the Bank's Board of Directors, the President and Management with respect to matters within the areas of their experience and expertise.

An appointed adviser must be fit and proper for the position. In selecting, the following must be considered among others, by the Board: integrity/probity; physical/mental fitness; relevant education/financial literacy/training; possession of competencies relevant to the job, such as knowledge and experience, skills, diligence and independence of mind; sufficiency of time to fully carry out responsibilities; and recognized stature, influence and reputation in the banking community and/or other relevant field of expertise.

The role of an adviser shall be purely advisory. They are expected to enrich discussions by serving as trusted advisors and industry experts. Appointed advisers shall have no influence on the Board and the Bank and shall have no voting rights.

Advisers are appointed on an annual basis for a maximum of one year from the date of the appointment or longer as necessary. The Board shall have the authority, in its sole and absolute discretion, to remove any adviser in any time for any reason with or without cause.

The number of advisers to be appointed/re-appointed shall be at the discretion of the Board.

K. CORPORATE GOVERNANCE FRAMEWORK FOR THE GROUP

The corporate governance framework for the Group is hereby defined to enable effective oversight over entities of the entire group. It contains sound and effective systems for generation and sharing of information within the Group. For this purpose, the scope of supervision will include subsidiaries of Metrobank Group here and abroad that are BSP supervised financial institutions and its foreign branches as it relates to their function. The Heads of the supervised areas in the covered entities shall be responsible for providing necessary support, information, reports, etc. to enable the Group Supervisors to dispense with the responsibilities given herein.

Recognizing the fiduciary duty of the board of directors of the subsidiaries that require them to act in the best interest of the respective company and the legitimacy for directions by the Parent Bank over its subsidiaries, the Board in its meeting on 23 May 2012, and acting as the Parent entity of the

Group, approved among others, the creation of the following “Group Supervisor Roles” in each of the following areas to help the Board ensure an effective oversight over entities in Metrobank Group. The Group Supervisors are responsible, among others, to recommend policies, practices, standards, controls and structures as it relates to their area of supervision, to define and oversee implementation plans, to monitor compliance, to conduct a periodic formal review and report the results of their assessments.

1. Group Supervision on Internal Audit (Annex 21)

To promote consistency of audit activities across the Metrobank Group, the Group Supervision on Internal Audit is prescribed. IAG either provides centralized internal audit functions or supervises the internal audit units of selected Bank’s subsidiaries and affiliates.

2. Group Supervision on Accounting and Financial Reporting (Annex 221)

The guidelines facilitate communication across the Metrobank Group particularly on accounting and financial reporting to ensure compliance to group reportorial requirements for investee companies.

3. Group Supervision on Risk Management (Annex 23)

The guidelines shall enhance synergy in the risk management policies of the Metrobank Group to ensure its effectiveness in meeting management and regulatory requirements. This serves as guide for the Risk Management Group in overseeing the systematic management of risks with goal of achieving sustained benefits within each activity and across the group of activities for the Metrobank Group.

4. Group Supervision on Governance, Compliance and Anti-Money Laundering (Annex 24)

This shall ensure synergy of the compliance and corporate governance policies of the Metrobank Group. This serves as a guide to Compliance Division and Anti-Money Laundering Division in ensuring compliance of the Bank’s foreign branches and subsidiaries (both domestic and foreign) to Anti-Money Laundering (AML), Implementing Rules and Regulation (IRR) and other laws, rules and regulations of Philippine regulatory bodies.

The risk appetite of the Group linked to the process of determining the adequacy of capital of the Group and how the types of risk exposures affect the risk profile and funding requirements are sufficiently covered in the Bank’s Internal Capital Adequacy Assessment Process. Appropriate processes and controls to identify and address potential intragroup conflicts of interest, such as those arising from intragroup transactions are included in the Related Party Transactions Policy . For the establishment of new structures (e.g., subsidiaries/affiliates) of the Parent Bank, policies and procedures are covered by the Policy on Equity Investments by the Bank (See Annex 25).

L. ANNUAL SELF-ASSESSMENT

The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairman, the President and individual members and committees.

The Board has created an internal self-rating system and procedures to determine and measure compliance with this Manual on Corporate Governance vis-à-vis good corporate governance principles and practices: (i) each Director self-rates and collectively rates the Board, the President and the Chairman (ii) Corporate Governance, Audit, Risk Oversight and other Board committees respectively rate themselves. Every three (3) years, as much as practicable, the assessment should be supported by an external facilitator.

1. The evaluation shall cover the period April of the previous year to March of the following year (whole term).
2. In order to properly assess the Board, its individual Directors, the President, the Board Committees, etc., self-assessment forms shall be used. The Secretary of the Corporate Governance and Compensation Committee shall initiate the performance evaluation every March of each year.
3. Self-assessment forms must be accomplished as objectively as possible. The rating to be assigned shall reflect the personal view of the evaluator to the various corporate governance mechanisms.
4. The baseline on the assessment of the effectiveness of the performance of the Board, individual Directors and various Board Committees are the duties and responsibilities as mentioned in the Manual, the Bank's By-laws, various rules and regulations and in the respective committee charters.
5. After the assessment forms have been duly accomplished, the Secretary of the Corporate Governance and Compensation Committee shall collate the forms and prepare a summary. For the various Board Committees, the secretary shall coordinate with the respective secretaries of the committees for the results of the assessment of each Committee. The Audit Committee shall perform its self-assessment in accordance with SEC Memorandum Circular No. 4, S.2012.
6. The Committee Secretary shall review the results and report the results to the Board through the Corporate Governance and Compensation Committee. To allow for a feedback mechanism, the criteria, process and collective results of the assessments should, as a rule, be disclosed to ensure transparency and allows shareholders and other stakeholders to determine if the directors are performing their responsibilities.

M. CORPORATE GOVERNANCE SCORECARD

To facilitate the Bank's disclosures on its compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly Listed Companies and to harmonize the corporate governance requirements of SEC and PSE, the Bank shall submit an Integrated Annual Corporate Governance Report (I-ACGR) on 30 May 2018 and for every year that the Bank remains listed in the PSE.

The IACGR with accessible links shall be posted on the Bank's website within five (5) business days from submission to the SEC. The submission of updates/consolidated changes in the report shall be no longer required.

The Bank shall participate in corporate governance surveys through scorecards for banks should BSP, PSE and other institutions such as the Institute of Corporate Directors additionally require such.

N. SUSTAINABILITY REPORTING

As part of Metrobank's core value of being a responsible corporate citizen and an institution with a heart, the Bank is committed to making meaningful contributions to the economic, environmental, social and governance (EESG) impacts caused by its everyday activities, especially to the larger community to which it belongs. From there, governed by BSP and SEC rules & regulations and standards of good practice, the Bank shall have a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of EESG issues of the Bank's business, which underpin sustainability.⁷⁷

The Bank shall adopt a globally recognized standard/framework in reporting sustainability and non-financial issues with disclosures focusing only on topics determined to be material to the Bank after an assessment.⁷⁸

The report shall be submitted together with the Bank's Annual Report. Non-attachment of the Sustainability Report to the Annual Report shall be subject to the penalty for Incomplete Annual Report provided under SEC Memorandum Circular No. 06, Series of 2005.

⁷⁷ SEC Code of Corporate Governance for PLCs

⁷⁸ SEC Memorandum Circular No. 04, Series of 2019

PART III – MONITORING AND COMPLIANCE

The Compliance Officer shall monitor compliance by the Bank with the SEC Corporate Governance Code, and the rules and regulations of regulatory agencies and, if any violations are found, report the matter to the Board and recommend the imposition of appropriate disciplinary action on the responsible parties and the adoption of measures to prevent a repetition of the violation.

This Manual shall be subject to the rules and regulations, now or hereinafter enacted, by the SEC, BSP, PSE and other regulatory bodies.

Policy on Alternative Dispute Resolution (ADR)

For amicable settlement of disputes, controversies and/or legal issues between the Bank and its stockholders and/or the Bank and third parties, the Bank may resort to alternative modes of dispute resolution as may be agreed upon with the adverse party, such as but not limited to the following:

- a. Arbitration - process in which one or more arbitrators, appointed in accordance with the agreement of the parties, resolve a dispute by rendering an award.
- b. Mediation - process in which a mediator, selected by the disputing parties, facilitates communication and negotiation, and assists the parties in reaching a voluntary agreement regarding a dispute.
- c. Conciliation - process in which a neutral third party (conciliator) conveys information between parties and attempts to improve direct communication between them.
- d. Early Neutral Evaluation - process wherein parties and their lawyers are brought together early in a pre-trial phase to present summaries of their cases and receive a nonbinding assessment by an experienced, neutral person, with expertise in the subject in the substance of the dispute.
- e. Mini-trial - method in which the merits of a case are argued before a panel comprising senior decision makers with or without the presence of a neutral third person after which the parties seek a negotiated settlement.

Any dispute, controversy and/or issues with stockholders or other third parties may be resolved using such alternative mode of dispute resolution, other than the foregoing, as may be allowed by law, upon agreement of the parties in writing and/or through a written contract binding between the parties.

Policy on Continuing Development for Directors**PURPOSE**

The purpose of this policy is to make known the policies and procedures for the continuing education of Metrobank Directors.

POLICY

A. Rationale and Mission

1. Metrobank recognizes the value of continuing education for its Directors. It acknowledges that the training and development of our directors is important to ensure the excellent conduct of the business of the Board.
2. The Office of the Assistant Corporate Secretary and the Metrobank Academy are tasked to provide assistance on and coordination of training events for Directors.

B. General Guidelines

1. A first-time director shall be required to submit proof of attendance to a seminar on corporate governance of at least eight hours conducted no later than 12 months from date of election. The following are exempted from complying with this requirement: a) Filipinos with recognized stature, influence and reputation in the banking community and whose business practices stand as testimonies to good corporate governance; b) Distinguished Filipino and foreign nationals who served as senior officials in central banks and/or financial regulatory agencies, including former Monetary Board members; or c) Former chief justices and associate justices of the Supreme Court of the Philippines. This exemption shall not apply to the annual training requirements for the members of the board of directors.
2. Aside from the special seminar on corporate governance (at least four hours) for Board of Directors and the AML training both of which are required to be conducted annually, the Bank shall provide continuing education and training on trends and updates necessary to conduct the business of the Board of Directors.
3. These training events must directly benefit the Bank and must be readily applicable in the discharge of the Director's standard duties as member of the Board.
4. To ensure optimization and proper cascade of newly-acquired knowledge and skills, Directors who participate in training events are requested to conduct an echo session for fellow Directors and selected key officers of the Bank.
5. All requests for training participation of Directors shall be coursed through the Office of the Assistant Corporate Secretary and approved by the Chairman.
6. An annual budget shall be allotted for the training of directors. The budget shall be allocated as follows:

- a. Regulatory and mandatory budget shall be lodged under the Annual Learning and Development budget.
- b. A budget of One Million Pesos (PHP 1M) shall be allocated for the continuing education of non-executive directors. Of the budget allocated:
 - i. A portion shall be earmarked for Bank-designated programs, seminars and classes to be attended by all directors.
 - ii. The remaining portion shall be divided into the number of non-executive directors. Each non-executive director's share may be invested on a program of his/her choosing provided it meets the criteria on relevance and applicability. The non-executive director's share shall be the cap of training expenses, including training fees, travel and per diem. Training expenses in excess of the cap shall be shouldered by the director.

Example below for illustrative purposes only (percentage allocation may change):

Of the One Million Pesos allocated budget:	
i. 25% for a program for the Board as a whole class	250,000
ii. 75% to be divided among non-executive directors (Note: 10 non-executive directors in this example)	750,000 (Divided by 10) 75,000 per director

- c. All training programs to be attended by the Board, either as a whole class or as individuals shall be subject to the approval of the Chairman.

C. Training Process

1. Internal Training

- a. The Academy, in coordination with Bank's Compliance Division, organizes the internal training event.
- b. The Academy sends the training invitation to the Directors' offices at least one (1) month ahead of schedule.
- c. The Director participates in the training event.

2. External Training

- a. The external training proposal is coursed through the Office of the Assistant Corporate Secretary and is forwarded to the Academy for processing.

- b. The Academy receives the training proposal from the Office of the Assistant Corporate Secretary and fills up an External Training Request Form (ETRF) and submits the same to the Chairman for approval.
- c. Once approved, the Academy enrolls the Director to the program and informs the Director of the training event and its details.
- d. The Bank shall subsidize the cost of attending training events conducted outside Metro Manila.
- e. The Director participates in the program as scheduled.

D. Training Program Evaluation

- 1. At the end of each training event, Directors are requested to accomplish a Training Evaluation Form to determine the usefulness and proper delivery of the program.
- 2. Directors may also be requested to share his newly-acquired knowledge through a brief echo session for selected fellow directors and key officers of the Bank. The echo session may be organized in coordination with the Academy.

Committee Name	Anti-Money Laundering Committee
Short Name	AMLACOM
Nature	Board Level Committee
Responsibility Statement	<p><u>Statement of Policy</u></p> <p>AMLACOM, as tasked by the Board, shall provide board level oversight and governance over AML/CFT control environment within the Bank and take required decisions to implement appropriate solutions where required.</p>
Duties and Responsibilities	<ul style="list-style-type: none"> a. a. Monitor and challenge the overall effectiveness of AML/CFT Framework, including AML/CFT , Sanctions, particularly its progress on the implementation of its overall business plan. b. Review and approve the Bank's financial crime risk appetite statement and the related key risk indicators and risk limits/thresholds. c. Approve the institutional risk assessment methodology and the periodic assessment results, including challenge whether current and emerging AML/CFT risk exposures are consistent with the Group's strategic direction and overall risk appetite, and are properly managed. d. Review and approve the Bank's AML/CFT Program, in particular ensure that AML/CFT policies are consistent with the provisions AMLA, its RIRR, BSP Circular 706, as amended by BSP Circulars 950 and 1022, and other relevant regulations as well as the Bank's risk appetite. Ensure that policy and procedures are updated at the required frequency and/or as necessary. e. Monitor and review the effectiveness of the implementation of the AML/CFT Program as well as the needed enhancements thereto as identified by the AMLCC in its effort to improve the Bank's overall Compliance Program. <ul style="list-style-type: none"> 1. Review and approve the AML/CFT resourcing plan and monitor delivery against plan; 2. Review and approve the training plan for individuals with AML/CFT roles and responsibilities and oversee the effectiveness of delivery against the plan and the effectiveness of the communication process in place to take into account appropriate feedback and training requests in the training plan; 3. Review significant deficiencies identified from the Bank's quality and controls assurance testing, internal Audit work, BSP and

- other external inspections, and other sources, and approve the actions to address those identified deficiencies; and
4. Review and approve any specific material change/enhancements/remediation projects or investigations considered necessary.
 - f. Review and approve new and modifications to methodologies and systems to ensure they are consistent with RBA to managing AML/CFT risk.
 - g. Monitor the financial crime investigations and the suggested next steps that are required to be submitted by the AMLCC to the committee.
 - h. Review and approve the adequacy of response and actions proposed by AMLCC to mitigate risks arising from material requests from the law enforcement and other government agencies.
 - i. Review and discuss regulatory developments and/or business impact in relation to financial crime issues and where appropriate, make the required decisions to implement solutions, and review and monitor the execution of the corresponding action plan.
 - j. Review and discuss significant financial crime issues that a member wishes to bring to the Committee's attention, ensuring co-operation and synergies with other Business Units are being maximized.
 - k. Report to the Board of Directors with updates on key financial crime-related matters

Composition

Members of the AMLACOM must possess a range of risk management expertise and adequate knowledge of the Group's risk exposures. Membership to the Committee shall be a minimum of three (3) incumbent members of the Board, majority of whom must be Independent Directors.

Each member shall serve for a maximum tenure of 9 years, or until such time any of the following occurs:

- The Board withdraws his/her appointment to the AMLACOM;
- he/she ceases to be an incumbent member of the Board;
- he/she voluntarily resigns the committee membership; or
- he/she is disqualified under regulations issued by any of the Bank's supervisory bodies.

To enable an optimal functioning of the Committee, the Chair has the authority to invite or appoint resource persons to Committee meetings.

The AMLACOM as a body shall appoint its own Secretary who shall be tasked with keeping written minutes and relevant records of each Committee meeting.

The Committee members including the Chairperson, may also be occasionally rotated.

Support Requirement

The AMLACOM Secretaries shall be appointed annually by the Board of Directors. The Board shall:

- Send Agendas and materials (3) banking days before the meeting.
- Send Minutes of the Meeting not later than ten (10) banking days from the date of the meeting.
- Maintain records of the AMLACOM discussions and decisions.

Each member shall serve for a maximum tenure of nine years. Any extension beyond nine years shall be articulated in the minutes of the committee and the justifications as provided by policy.

Quorum/ Majority Votes

- Meetings may be held in any designated area whereby a quorum may be physical established, or interactive participation, by whatever means, by Committee members is achieved.
- The presence of a majority of members shall constitute a quorum, provided that the Chair or the Vice Chair is among those present.
- Voting on committee matters shall be on one member-one vote basis. Where a quorum is present, a simple majority vote of all members present shall constitute an official action of the AML/CFTMC (AMLCC).
- As a general rule, AML/CFTMC (AMLCC) decisions are only valid when such are made during regular meetings. However, on instances when a regular meeting cannot be held, or an AML/CFTMC (AMLCC) action is immediately necessary, a committee decision secured either via routing or email shall be deemed valid upon concurrence of the majority of members, one of whom must be the Chair's or the Vice Chair's . Such decisions must then be presented for confirmation in the immediately following regular meeting.

Meeting Schedule

The AMLACOM shall hold regular meetings every 2 months, and such additional times as may be necessary to discharge its duties and responsibilities. Members may attend the meetings via video-conferencing, and such attendance shall be duly recorded and considered as if physically present at the meeting.

Performance Assessment

The AMLACOM shall perform an annual self-assessment of the performance of its functions.

Charter Review

The AMLACOM shall review annually AMLCC Charter to reassess its adequacy, incorporate best practices and propose necessary changes thereto.

Reporting to the Board

The AMLACOM shall report to the Board on a periodic basis its actions and dispositions for notation, confirmation, abd/or approval including the results of its assessment of performance of its functions.

Interaction with other Committees

As needed

Committee Name **Audit Committee**

Short Name **AUDITCOM**

Nature Board Level Committee

Responsibility Statement As an extension of the Board of Directors, the AUDITCOM shall assist the Board of Directors in fulfilling its statutory and fiduciary responsibilities, enhancing shareholder value, and protecting shareholders' interest through (a) effective oversight of internal and external audit functions, (b) transparency and proper reporting, (c) compliance with laws, rules and regulations; and code of conduct, and (d) adequate and effective internal controls.

The AUDITCOM shall be responsible for overseeing the Senior Management in establishing and maintaining an adequate, effective and efficient internal control framework. It shall ensure that systems and processes are designed to provide assurance in areas including financial reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of physical and information assets.

Duties and Responsibilities

Authority

The AUDITCOM shall have explicit authority to investigate any matter within its terms of 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.

Primary Responsibilities

1. Provide effective oversight of external and internal audit functions, including internal audit activities provided to subsidiaries/associates and outsourced internal audit activities;
2. Ensure transparency and proper reporting with emphasis on the reports' integrity, timeliness and compliance with standards;
3. Ensure compliance with Bank policies, and applicable laws, rules and regulations and code of conduct; and,
4. Ensure adequate and effective internal controls.

Duties and Responsibilities

1. Effective Oversight of External and Internal Audit Functions, including internal audit activities provided to subsidiaries/ associates and outsourced internal

audit activities, and ensure that the internal and external auditors act independently from each other.

- a. Be responsible for the appointment/ selection, re-appointment and dismissal of internal auditor, as well as the independent external auditor and external service providers based on fair and transparent criteria.
 - i. In the case of the external auditor, the appointed auditor should be selected from the List of Selected External Auditors for BSFIs and the recommendation should be approved by the Board and ratified by the shareholders;
 - ii. In the case of the internal auditor, the Senior Management may appoint the internal auditor subject to the concurrence of the AUDITCOM;
 - iii. The AUDITCOM shall approve the terms and conditions for outsourcing internal audit services; and,
 - iv. If the internal/ external auditor resigns or communicates an intention to resign, the AUDITCOM should follow up the reasons/ explanations giving rise to such resignation, and should consider whether it needs to take any action in response to those reasons. For removal of the external auditor, the reasons for removal or change should be disclosed to the regulators and the public through the company website and required disclosures;
 - v. The external auditor, including the engagement and quality control partners, shall be periodically rotated in accordance with the relevant regulatory requirements;
- b. Review and approve the internal audit risk assessment and overall annual plan (including scope, audit frequency and resources) of the internal auditors, including the internal audit activities to be provided to subsidiaries/ associates and to be outsourced, to ensure conformity with the objectives of the Bank; Ensure that the audit plan of the internal/external service provider is aligned with the overall strategy and budget of the Bank and is based on robust risk assessment; and that the internal audit service provider is independent and has adequate human resources with sufficient qualifications and skills necessary to accomplish the internal audit activities;
- c. Review and approve the Internal Audit Group Charter, and oversee the implementation of the Charter. Identify and establish the reporting line of the Head of internal audit so that the reporting levels allow the internal audit activity to fulfill its responsibilities. The head of internal audit shall functionally report directly to the AUDITCOM;
- d. Discuss and agree to the terms of the engagement letter issued by the

external auditor prior to the approval of the engagement, obtain an understanding of the nature, audit approach, and scope of work covering areas specifically prescribed by the BSP and other regulators and those relevant to the Bank's operations and risk exposures. These shall include the following, among others;

- i. Review of the adoption of applicable reporting framework as well as the assessment of the accuracy, adequacy, and reliability of accounting records and financial reports;
 - ii. Assessment of the propriety and adequacy of disclosures in the financial statements;
 - iii. Assessment of the adequacy and effectiveness of internal controls and risk management systems;
 - iv. Assessment of the quality of capital in relation to risk exposures; and
 - v. Evaluation of the quality of corporate governance;
- e. Set compensation of the external auditor in relation to the scope of its duties upon recommendation of Controller, and ensure coordination where more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
 - f. Ensure that the internal/external auditors shall have free and full access to all the Bank's records, properties and personnel relevant to the audit activity, and that audit be given latitude in determining the scope of auditing examinations, performing work, and communicating results and shall be free from interference by outside parties in the performance of work;
 - g. Take necessary measures to provide the appropriate resources and staffing that would enable internal audit to achieve its objectives and assess the extent of cooperation provided by the management during the conduct of the internal/ external audit;
 - h. Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the total annual income of the external auditor and in relation to the Bank's total expenditure on consultancy and disallow any non-audit work that will conflict with or pose a threat to the independence of the external auditor. The non-audit work, if allowed, should be disclosed in the Annual Report and Annual Corporate Governance Report;
 - i. Review management representation letters before these are transmitted to the external auditor to ensure that items in the letter are complete and appropriate;

- j. Review the disposition of the recommendations in the external auditor's management letter;
- k. Review quarterly result of oversight activities on internal audit functions of the Bank's subsidiaries and associates, including reporting of significant audit observations;
- l. Receive and review reports of internal auditors, to monitor and evaluate the adequacy and effectiveness of the Bank's and covered subsidiaries' internal control system, including financial reporting, operational and compliance controls, risk management and security of physical and information assets on a going-concern basis and communicate the same through-out the Bank to ensure that Senior Management is taking appropriate corrective actions, in a timely manner in addressing control weaknesses and non-compliance with policies, laws and regulations and other issues identified by auditors and other control functions. Furthermore, significant matters in the said reports should be reported to the Board of Directors;
- m. Require Internal Audit Group to conduct a periodic formal review of the group structure, its controls and activities to assess consistency with the board approved policies, practices and strategies across the Metrobank Group and report the results of assessment/review directly to the AUDITCOM;
- n. Review and monitor the overall suitability and effectiveness and conduct a regular performance appraisal of internal and external auditors and insourced/outsourced arrangement.
 - i. Review the annual performance appraisal of the Internal Audit Group Head and report the same to the Board of Directors. Furthermore, the AUDITCOM shall recommend for approval of the Board of Directors the annual remuneration of the Internal Audit Group Head and budget of the internal audit function;
 - ii. The AUDITCOM shall report to the Board of Directors on the status of accomplishments of the outsourced internal audit activities, including significant findings noted during the conduct of the internal audit;
 - iii. Assess and monitor the integrity, independence and objectivity of external auditor, and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. Also, AUDITCOM shall review and monitor the external auditor's suitability and effectiveness on an annual basis;
- o. Supervise and direct any special projects or investigations considered necessary; and
- p. Recommend enhancements in the audit processes, ensure that the internal

audit function follows sound internal auditing standards such as the International Standards for the Professional Practice of Internal Auditing (ISPPIA) and other supplemental standards issued by regulatory authorities/government agencies, as well as with relevant code of ethics, and continually engage the external auditor on matters concerning audit quality.

2. Oversee the Financial Reporting

The AUDITCOM shall oversee the financial reporting process, practices, and controls. It shall ensure that the reporting framework enables the generation and preparation of accurate and comprehensive information and reports.

Before submission to the Board, review and discuss in full and on a timely manner the Bank's quarterly, semi-annual and annual financial statements with external auditor and management to decide the appropriate action to be taken, including reporting to the Board, focusing particularly on:

- a. Any change/s in accounting policies and procedures;
- b. Major estimates, assumptions and judgmental areas;
- c. Unusual or complex transactions;
- d. Significant adjustments, material errors and fraud;
- e. Going concern assumption;
- f. Compliance with accounting standards;
- g. Compliance with tax, legal and regulatory requirements; and,
- h. Ensuring employee pension funds are fully funded or the corresponding liability is appropriately recognized in the books.

Understand and duly assess the external auditor's opinion regarding the capability of the management and the adequacy of accounting/information systems to comply with financial and prudential reporting responsibilities.

3. Compliance with Bank Policies, and applicable Laws, Rules and Regulations, and Code of Business Conduct

- a. Monitor compliance by the Bank with laws, regulations and promulgated policies of the BSP and other regulatory government agencies, including but not limited to Anti-Money Laundering and Countering Financing of Terrorists (CFT).
- b. Monitor compliance with Bank regulations and policies as contained in the various manuals of operating policies and procedures of the Bank, as well

as the Bank's code of Business Conduct and other codes of conduct as may be imposed by the Bank.

- c. 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. AUDITCOM shall ensure that arrangements are in place for the independent investigation, appropriate follow-up action, subsequent resolution of complaints, and that reporting employee or stakeholder who raise the concerns are protected from detrimental treatment or reprisals.
4. Monitor and evaluate the adequacy and effectiveness of the internal control system.

The AUDITCOM shall oversee the implementation of internal control policies and activities. It shall also ensure that periodic assessment of internal control system is conducted to identify the weaknesses and evaluate its robustness considering the Bank's risk profile and strategic direction.

- a. Evaluate the adequacy and effectiveness of the Bank's accounting policies and procedures and financial and accounting management through observations and discussions with the external auditors, internal auditors and appropriate bank officers;
- b. Evaluate internal accounting controls through a review of the reports of the external auditors and internal auditors that describe internal accounting, organizational or operating control weaknesses and determine that appropriate corrective action is being taken by Management;
- c. Identify high-risk areas or areas of emphasis that will require more consideration by the AUDITCOM and internal audit; and
- d. Recommend improvement in policies, processes and procedures.

Limitation of Role

The AUDITCOM's role is one of oversight. Management is responsible for the preparation and fair presentation of the Bank's financial statements and adequacy of disclosures in accordance with Philippine Financial Reporting Standards (PFRS). The external/independent auditors' responsibility is to provide its opinion, based on their audits, that the financial statements fairly present in all material respects, the financial position, results of operations and cash flows of the Bank in accordance with PFRS. While the AUDITCOM has the responsibilities and powers set forth in this Charter, it is not the duty of the AUDITCOM to plan or conduct audits or to determine that the Bank's financial statements and disclosures are complete and accurate and in accordance with PFRS and applicable rules and regulations.

Composition

The members of the AUDITCOM are appointed annually by the Board of Directors. It shall be composed of at least three (3) qualified non-executive directors, and majority of whom shall be independent directors, including the Chairperson. All of the members of the AUDITCOM must have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance commensurate with the size, complexity of operations and risk profile of the bank. It shall have access to independent experts to assist them in carrying out its responsibilities. The Chairman of the AUDITCOM should not be the chairman of the board or of any other board-level committees.

Each member shall serve for a maximum tenure of nine years. If a member does not serve the position of director within the term, his/her AUDITCOM membership is automatically removed; the vacancy should then be filled up by the remaining Board of Directors, if still constituting a quorum. Once an independent director loses his/her independent director's position within the term, he/she will automatically lose qualification of AUDITCOM chairperson. A new chairperson shall be appointed subject to the approval of the Board of Directors. The AUDITCOM chairperson or member so appointed to fill a vacancy shall be appointed only for the unexpired term of his predecessor in office.

The Committee members, including the Chairperson, may also be occasionally rotated.

Quorum/Majority Votes

A majority of the AUDITCOM members shall be necessary to constitute a quorum at any meeting. When a quorum is present at any such meeting, a majority vote shall decide any matter brought before such meeting.

The member participating at the meeting through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication shall be deemed present for the purpose of attaining a quorum and shall be allowed reasonable opportunities to vote.

Meeting Schedule

The AUDITCOM shall meet as follows:

Monthly	Review of Internal Audit Reports
Semestral (or as the need arises)	Meeting with External Auditor
Special Meetings	Meeting with Management
	With BSP and others as necessary

Performance Assessment

The AUDITCOM shall perform a self-assessment to evaluate its performance at least annually to determine whether it is functioning effectively based on its responsibilities under the code:

- Setting of Committee Structure and Operation;
- Oversight on Financial Reporting and Disclosure;
- Oversight on Risk Management and Internal Controls;
- Oversight on Management and Internal Audit; and,
- Oversight on External Audit.

The self-assessment shall be performed on the basis that each AUDITCOM member

shall complete it independently. The AUDITCOM chairman shall lead discussion on the results of the questionnaire, focusing on those areas which clearly need improvement or where there is great variation in answers. Alternatively, the self-assessment shall be undertaken as a facilitated group activity led by the AUDITCOM chairman or an external party.

The results of the self-assessment and any action plans arising therefrom shall be validated by the Corporate Governance Committee and reported to the Board of Directors.

Charter Review The AUDITCOM shall review and reassess the Charter at least annually or when there are significant changes to the committee's mandate, scope and working procedures. Any changes thereto shall be endorsed to Compliance Division for review and approved by the Board of Directors.

Reporting to the Board Every other month or at least six times in a year

Review of Terms of Reference (Charter) to assess its adequacy, implement best practices and propose necessary changes thereto.
Audit Plan
Audit Results
Appointment of External Auditors
Approval of Financial Statements
Self-Assessment

Quarterly Meeting with the Board without the presence of the Chief Executive Officer, Executive Directors or other management team

Committee Name	Corporate Governance and Compensation Committee
Short Name	CGCCOM
Nature	Board Level Committee
Responsibility Statement	The CGCCOM shall assist the Board of Directors in fulfilling its corporate governance responsibilities and in providing oversight in the implementation of the Bank's Compliance System. The committee is tasked with establishing a formal and transparent procedure in determining the remuneration of directors and officers that is consistent with the Bank's culture, strategy, business environment and industry practice.
Duties and Responsibilities	<ol style="list-style-type: none"> 1. Oversee the implementation of the corporate governance framework and periodically reviews the same framework to ensure that it remains appropriate in light of material changes to the group's size, complexity and business strategy, as well as its business and regulatory environments. 2. Adopt corporate governance and compliance policies, practices and structures that will enable effective oversight over entities in the group and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance across the group. 3. Make recommendations to the Board on matters pertaining to the assignment to Board committees, as well as succession plan for the members of the Board and senior management. 4. Oversee the continuing education/training programs for the Board. <ol style="list-style-type: none"> a. Proposes and plans relevant trainings for the members of the Board b. Ensure allocation of sufficient time, budget and other resources for the continuing education of directors and draw on external expertise as needed. c. Establish and ensure effective implementation of policy for on-boarding/orientation program for first time directors and annual continuing education for all directors 5. Oversee the performance evaluation process <ol style="list-style-type: none"> a. Oversee the periodic evaluation of contribution and performance (e.g., competence, candor, attendance, preparedness and participation) evaluation of the Board and its committees, executive and senior management

- b. Ensure that the results of the Board evaluation are shared, discussed and that concrete action plans are developed and implemented to address the identified areas for improvement.
 - c. Perform annual self-assessment using the self-assessment form.
 - d. Determine whether or not a director or officer who has multiple positions is able to and has been adequately carrying out his/her duties and, if necessary, recommend changes to the Board based upon said performance/review.
 - e. Appraise the annual performance of the Chief Compliance Officer.
6. Oversee the design and operation of the remuneration and other incentives policy
- a. Ensure that the remuneration and other incentives policy is aligned with operating and risk culture as well as with the strategic and financial interest of the Bank, promotes good performance and conveys acceptable risk-taking behavior, and complies with legal and regulatory requirements
 - b. Work closely with the Risk Oversight Committee in evaluating the incentives created by the remuneration system
7. Provide oversight in the implementation of the Bank's compliance system.
- a. Ensure that oversight on the Bank's compliance management is adequate.
 - b. Ensure that a Compliance Program is defined for the Bank and that compliance issues are resolved expeditiously
 - c. Review, at least annually, the Bank's Compliance Program in accordance with existing regulatory requirements, in support of the Bank's goals and strategies and recommends approval thereof by the Board.
 - d. Monitor the implementation of the Bank's Compliance Program and ensure that compliance issues are resolved expeditiously.
 - e. Monitor the Bank's compliance with the applicable laws, regulations and rules of regulatory agencies and recommend to the Board appropriate actions.
 - f. Review the regular reports submitted by Compliance Division as well as reports on significant compliance issues, general status of Bank's level of compliance, relevant regulations, updates and other compliance matters.
8. To contribute to the Board's effective oversight functions over entities in the group, CGCCOM shall require Compliance Division to, among others:
- a. Provide compliance oversight function over the Bank's BSP-supervised Financial Subsidiaries and Affiliates (FSAs).
 - b. Conduct a formal review of the structure, their controls and activities to assess consistency with the Board approved policies, practices and strategies and report the results of the assessment to the CGCCOM.
 - c. Ensure open communication with BSP-supervised financial subsidiaries and affiliates thru generation and sharing of information of relevant and recent regulatory issuances and sharing and benchmarking of appropriate compliance and corporate governance best practices and policies. This is

to ensure synergy of compliance policies including corporate governance between and among the group.

9. Oversee the preparation of Annual Report and ensure that the Bank fully discloses the minimum disclosure requirements per regulation.

Composition

The members of the CGCCOM shall be composed of at least three (3) members of the Board of Directors who shall all be non-executive directors, majority of whom shall be independent directors, including the chairperson.

As a rule, a member may only serve for a maximum cumulative term of nine (9) years. However, on the recommendation of the Chairman of the Board, thru the Nominations Committee, the Board may waive this requirement.

The Committee members, including the Chairman, may be occasionally rotated.

Quorum/Majority Votes

All decisions or resolutions of the Committee shall have the affirmative vote of the majority of the members of the Committee.

CGCCom members who cannot physically attend at the meeting can participate through remote communication such as videoconferencing, teleconferencing or other alternative modes of communication as allowed by the Bank. If a member intended to participate in a meeting through remote communication, he/she shall notify in advance the CGCCom Secretary of his/her intention for proper notation in the minutes of the meeting. The member participating remotely shall be deemed present for the purpose of attaining a quorum and shall be allowed reasonable opportunities to vote.

Meeting Schedule

The Committee shall meet at least once every quarter. A special meeting may be called as necessary.

The Agenda shall be developed based on the collaboration and coordination between the Committee Chairperson and Compliance Officer/Corporate Governance Officer and communicated to the Committee Secretary.

The Committee Secretary shall develop the agenda for each meeting and send out notices at least five (5) banking days before the meeting date. He/She shall likewise prepare/distribute the minutes and make memo to the Board and other reports as needed.

Performance Assessment

The Committee shall perform an annual self-assessment using the attached self-assessment form.

Charter Review

The Committee Charter shall be reviewed annually or as necessary, should there be changes in the regulations affecting the Committee.

Reporting to the Board

The Committee shall report to the Board at least once every quarter or as necessary.

Interaction with other Committees As necessary, the Committee shall interact with other committees on issues on corporate governance.

Committee Name	Executive Committee
Short Name	EXCOM
Nature	Board Level Committee
Responsibility Statement	The EXCOM shall act by majority vote of all its voting members as defined below. The EXCOM shall primarily review and approve credit proposals and credit policies within its authority and limits as well as provide recommendations or conditions to lending. The EXCOM may also act on other matters as delegated by the stockholders, and the Board of Directors within its competence and in accordance with the By-Laws of the Bank.
Duties and Responsibilities	<ul style="list-style-type: none"> • Execute the resolutions adopted during the stockholders' meetings and board of directors' meetings, except resolutions, the implementation of which have been directed to the President or other board committees. • Evaluate and approve loan and investment proposals and approve risk exposures in excess of the authority delegated to the Senior Credit Committee. • Endorse credit related policies and other policies to the BOD for approval. • Oversight over the domestic subsidiaries. • Any other matters as delegated by the Board. <p>Proposals approved by EXCOM are reported for Board confirmation. However, the EXCOM approved proposals may already be implemented prior to Board confirmation except for proposals classified as Related Party Transactions (RPT) or transactions with Directors, Officers, Stockholders and Related Interests which require further approval from the Board prior to implementation.</p>
Composition	<p>At least four (4) directors, with authority granted to EXCOM to appoint qualified members from lending and credit units.</p> <p>The Board of Directors may also appoint other persons to serve as EXCOM advisers.</p> <p>The Committee members, including the Chairman, shall have a maximum cumulative term of 9 years, subject to extension when required by exigencies.</p>
Definition of Majority	Consensus vote by simple majority of voting members, but should include either the Chairman or the Vice Chairman of the EXCOM or the President of Metrobank.
Meetings	The EXCOM shall meet at least once every (2) weeks.

Facilitator and Secretariat	The Deputy Head of Credit Group shall act as the Secretariat
Performance Review	The EXCOM shall assess its performance at least annually and the results shall be submitted to the Corporate Governance and Compensation Committee.
Charter Review	The EXCOM charter shall be reviewed at least regularly by the EXCOM Secretariat to ensure the charter's continuing effectiveness. The proposed changes, if any, shall be subject to review of the EXCOM and finally, the Board of Directors for approval.

Committee Name **IT Steering Committee**

Short Name ITSC

Nature Board Level Committee

Responsibility Statement On behalf of the BOD, the ITSC provides governance and oversight in the management of the Bank’s IT resources. Its principal function is to ensure that IT strategies are consistent with the overall business objectives. It shall have oversight of the IT Risk Management Program of the Bank and the development of policies, controls and specific accountabilities consistent with the Bank’s IT Risk Management Framework.

As delegated by the BOD, it shall also approve IT-related requests and other IT-related services/arrangements, including outsourcing/insourcing activities. It should regularly render periodic report to the BOD regarding overall IT performance, status of major projects and other significant issues related to IT risks.

Duties and Responsibilities

ITSC shall have the following duties and responsibilities:

1. Approve IT Strategy and Tactical Plan and any proposed changes ensuring consistency with the overall business objectives and strategy of the bank.
2. Note results and statuses of IT Risk assessments and associated mitigation plans.
3. Review IT and Information Security (IS) policy changes and endorse to the BOD for approval; and receive periodic report on the effectiveness of policies.
4. Review and approve roles and responsibilities of individual IT functions.
5. Review overall IT performance.
6. Review, provide final approval, and monitor IT projects that may have significant impact on operations, earnings or capital.
7. Approve and monitor effectiveness of IT Security Program.
8. Note implementation and effectiveness of IT security program and ensure that identified issues are addressed.
9. Approve IT outsourcing/insourcing approaches/solution/activities and final budget endorsed by IT Governance Committee (ITGC) and other related

committees.

10. Note changes on e-products offerings and services to ensure alignment with corporate strategic goals.

11. Report to the Board of Directors (BOD) significant items as it deems necessary.

Composition

The members of the ITSC are appointed annually by the BOD. It shall be composed of at least a non-executive member of the BOD, the President of the Bank, the Heads of the Financial and Control Sector and Information Technology Group. The Heads of the Internal Audit Group and Risk Management Group shall attend the ITSC meeting as resource persons.

Each member shall serve for a maximum tenure of nine (9) years. Any extension beyond the nine (9) years shall be approved by the Committee and the justifications as provided by policy shall be articulated in the minutes of the meeting.

The committee shall be free to invite any officer if there are urgent or important matters to present and discuss before the Committee. The ITSC shall have access to external expert advice, as appropriate.

Quorum/Majority Votes

A majority of all members of the ITSC shall constitute a quorum and a vote of majority of the members present at a meeting shall be required to pass a decision.

Meeting Schedule

ITSC shall meet as needed, but should meet at least four (4) times annually.

Performance Assessment

ITSC shall conduct an annual self-assessment of the performance of its functions using the attached self-assessment form. The standard in evaluating the performance of the Committee shall be based on the defined duties and responsibilities. The collective results of the assessment shall be reported to the IT Steering Committee as part of the Committee's scorecard on an annual basis.

Charter Review

ITSC Charter shall be reviewed at least annually by the ITSC Secretariat and Compliance Division or when there are significant changes to the committee's mandate, scope and working procedures.

The proposed changes, if any, shall be subject to review of the ITSC and finally the Board of Directors approval.

Reporting to the Board

Minutes of the meetings and other reports shall be submitted to the Board of Directors for notation.

Interaction with Other Board/Management-Level Committees

IT outsourcing/insourcing approaches/solution/activities and its final budget shall be subject for review and endorsement by ITGC, and related-party IT outsourcing/insourcing engagements shall be reviewed and endorsed by RPTMC/RPTC, prior to approval of the ITSC/Board-Level Committees.

Committee Name	Nominations Committee
Short Name	NOMCOM
Nature	Board Level Committee
Responsibility Statement	The Committee shall review and evaluate the qualifications of all persons nominated to the board as well as those nominated to other positions requiring appointment by the Board of Directors.
Duties and Responsibilities	<ul style="list-style-type: none"> • It shall promulgate the guidelines or criteria to govern the conduct of nominations. <p>Nomination of independent directors shall be conducted by the Nominations Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by would-be nominees.</p> <ul style="list-style-type: none"> • The Nominations Committee shall pre-screen the qualifications and prepare a final list of all candidates in accordance with the requirements of laws, regulations and the Bank's Corporate Governance Manual. • After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors as required by existing and applicable rules, which list, shall be made available to the Commission. <p>The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report, including any relationship with the nominee.</p> <p>Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No other nominations shall be entertained or allowed on the floor during the actual annual stockholder's meeting.</p>
Composition	<p>The members of the NOMCOM are appointed annually by the BOD. It shall be composed of at least three (3) members of the BOD.</p> <p>Each member shall serve for a maximum tenure of nine (9) years. Any extension beyond the nine (9) years shall be approved by the Board of Directors.</p>
Quorum/Majority Votes	A majority of all members of the NOMCOM shall constitute a quorum and a vote of majority of the members present at a meeting shall be required to pass a decision.

Meeting Schedule	NOMCOM shall meet as needed.
Performance Assessment	Nominations Committee shall perform an annual self-assessment of the performance of its functions using the attached self-assessment form.
Charter Review	NOMCOM charter shall be reviewed as needed by the NOMCOM Secretariat or when there are significant changes to the Committee mandate, scope and working procedures. The proposed changes, if any, shall be subject to further review of the NOMCOM and finally the Board of Directors' approval
Reporting to the Board	Minutes of the meetings and other reports shall be submitted to the Board of Directors.

Committee Name	Overseas Banking Committee
Short Name	OBCOM
Nature	Board Level Committee
Responsibility Statement	The Overseas Banking Committee shall assist the Board of Directors in its oversight functions over the operations and financial performance of the overseas branches and subsidiaries, and Metrobank expatriates assigned in countries without foreign office but with remittance tie-up arrangement, their compliance with the rules and regulations of their respective host countries and their adherence to the parent bank's business and corporate governance policies as prescribed by the Bangko Sentral ng Pilipinas and the Philippine Securities and Exchange Commission.
Duties and Responsibilities	<p>The Committee shall:</p> <ul style="list-style-type: none"> • Exercise oversight over the business activities and financial performance of the overseas branches, subsidiaries and Metrobank expatriates assigned in countries without foreign office but with remittance tie-up arrangement as compared to their respective budgets and expressed business strategies. • Exercise oversight over the compliance of the overseas branches and subsidiaries to the laws and regulations of the respective host countries as well as to the applicable rules of the Bangko Sentral ng Pilipinas. • Review, evaluate and recommend approval to the BOD the Group's business plans towards expanding the reach, strengthening support and providing quality service of its international banking and money transfer businesses. In this regard, OBCOM shall: <ul style="list-style-type: none"> ➤ Review and endorse for approval of the Board recommendations of the International Offices and Subsidiaries Group (IOSG) for the opening or establishment of or closure of overseas branches and subsidiaries. ➤ Note appointments for the positions of Regional Heads and Heads of overseas branches and subsidiaries with the rank of Assistant Vice President or its equivalent and above. ➤ Review and endorse the annual business plans and budgets of overseas branches and subsidiaries and other business activities of the IOSG. ➤ Review the financial performance of the overseas branches and subsidiaries regularly.

- Monitor the examination results of host country regulators and internal audit reports of the overseas branches and subsidiaries and the implementation of corrective actions that need to be taken from the examination and audit results.
- Report to the BOD the activities of the OBCOM on a regular basis.

Composition The members of the committee are appointed annually by the Board of Directors (BOD). It shall be composed of at least two (2) members of the BOD including at least one (1) non-executive director of the Bank. The heads of the Financial and Control Sector/Controller, Internal Audit Group and Retail Banking Sector shall attend the committee meeting as resource persons.

All members of the committee must have relevant background knowledge, skills and/or experience in the area of financial industry e.g. banking and/or remittance business or its equivalent.

Each member shall serve for maximum tenure of nine (9) years. Any extension beyond nine (9) years shall be decided upon by the board of directors.

The schedule of occasional rotation of committee members and chairperson shall be decided upon by the board of directors.

Quorum/Majority Votes A majority of all members of the committee shall constitute a quorum and a vote of majority of the members present at a meeting shall be required to pass a decision.

Meeting Schedule The Committee shall meet every other month.

IOSG shall serve as the Secretariat of the OBCOM. The IOSG Head or its designated Division Head shall report on all audit and compliance issues affecting the overseas branches and subsidiaries and IOSG to the Committee.

Performance Assessment The Committee members shall conduct an annual self-assessment of the performance of its functions using the OBCOM Self-Assessment Form.

Charter Review The Committee charter shall be reviewed annually or whenever there are significant changes to the committee’s mandate, scope and working procedures.

Reporting to the Board The Committee shall report the highlights of its regular meeting and submit the minutes of meetings/other reports to the Board of Directors for notation.

Interaction with Other Board/Management-Level Committees Coordination with the Audit, AMLA, Corporate Governance and Compensation Committees and other related committees on audit and compliance issues of the overseas branches and subsidiaries.

Committee Name	Related Party Transactions Committee
Short Name	RPTC
Nature	Board Level Committee
Responsibility Statement	The Related Party Transaction Committee (RPTC) assists the Board in its oversight in ensuring that Bank's transactions with related parties are reviewed to assess risks and are subject to appropriate restrictions to ensure that such are conducted at arm's-length terms and that corporate and business resource of the Bank are not misappropriated or misapplied.
Duties and Responsibilities	<ol style="list-style-type: none"> 2. Evaluate on an on-going basis the existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. 3. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, capital requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no resources of the Bank are misappropriated or misapplied. <p>The Committee should take into account the following:</p> <ol style="list-style-type: none"> a. The related party's relationship to the Bank and interest in the transaction; b. The material facts of the proposed RPT, including the proposed aggregate value of such transaction; c. The benefits of the Bank of the proposed RPT; d. The availability of other sources of comparable products or services; and e. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. <ol style="list-style-type: none"> 4. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Bank's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. 5. Report to the Board on a regular basis the status and aggregate exposures to each related party as well as the total amount of exposures to all related parties 6. Ensure that transactions with related parties, including write-off of exposures,

are subject to periodic independent review or audit process.

7. Oversee the implementation of the system identifying, monitoring, measuring, controlling and reporting RPTs; perform annual review of the RPT policies to make sure that these are updated and remain relevant vis-à-vis current regulatory environment.

Composition

The members of the RPTC shall be composed of at least three (3) members of the Board of Directors, two (2) of whom shall be independent directors, including the chairman. The Committee shall at all times be entirely composed of independent director and non-executive directors, with independent directors comprising majority of the members.

As a rule, a member may only serve for a maximum cumulative term of nine (9) years. However, on the recommendation of the Chairman of the Board, thru the Nominations Committee, the Board may waive this requirement.

The Committee members, including the Chairman, may be occasionally rotated.

Quorum/Majority Votes

All decisions or resolutions of the Committee shall have the affirmative vote of the majority of the members of the Committee.

In case a member has conflict of interest in a particular RPT, he should refrain from evaluating that particular transaction.

RPTC members who cannot physically attend at the meeting can participate through remote communication such as videoconferencing, teleconferencing or other alternative modes of communication as allowed by the Bank. If a member intends to participate in a meeting through remote communication, he/she shall notify in advance the RPTC Secretary of his/her intention for proper notation in the minutes of the meeting. The member participating remotely shall be deemed present for the purpose of attaining a quorum and shall be allowed reasonable opportunities to vote.

Meeting Schedule

The Committee shall meet bi-monthly and as necessary.

The Committee Secretary shall develop the agenda for each meeting and send out notices at least five (5) banking days before the meeting date. He/She shall likewise prepare/distribute the minutes and make memo to the Board and other reports, as needed.

Performance Assessment

The Committee shall perform an annual self-assessment using the attached self-assessment form.

Charter Review

The Committee Charter shall be reviewed annually or as necessary, should there be changes in the regulations affecting the Committee.

Reporting to the Board

The Committee shall report to the Board bi-monthly or as necessary.

**Interaction with
other Committees**

As necessary, the Committee shall interact with other committees on the review and evaluation of the related party accounts.

Committee Name	Risk Oversight Committee
Short Name	ROC
Nature	Board Level Committee
Responsibility Statement	The Risk Oversight Committee (ROC) is a Board-level committee of Metropolitan Bank and Trust Company (the Bank). As the extension of the Bank's Board of Directors (the Board), the ROC is primarily responsible for the development and oversight of the risk management framework of the Bank, its affiliates, and subsidiaries (collectively, the Group), and its Trust Banking arm.
Duties and Responsibilities	<ul style="list-style-type: none"> • The Committee's scope of authority shall be in accordance with its principal purpose and objective herein set, and guided by the principles contained in BSP Circular 969 (Enhanced Corporate Governance Guidelines for BSP-supervised Financial Institutions) and BSP Circular 971 (Guidelines on Risk Governance) herein annexed and made an inherent component of this Charter. • Oversee the Risk Management Framework. The ROC shall oversee the development and implementation of the Group's enterprise risk management framework and ensure that there is periodic review of the effectiveness of the risk management systems and plans. It shall ensure that corrective actions are promptly implemented to address risk management concerns. • Oversee development and adherence to risk appetite. The ROC shall ensure that the current and emerging risk exposures are consistent with the Group's strategic direction and overall risk appetite. It shall assess the overall status of adherence to the risk appetite based on the quality of compliance with the limit structure, policies, and procedures relating to risk management and control, and performance of management, among others. • Evaluate the profile, direction, magnitude and distribution of risks across the Group from a consolidated perspective, thereby exercising supervision and review authority over the risk committees of the various Group subsidiaries. • Review, evaluate, periodically assess for, and report to the Board the Group's Internal Capital Adequacy Assessment Process (ICAAP) and Recovery Plan (RP).

- Consider and periodically review product/s and product program/s directly related to altering the make-up of the risk profile of the Bank.
- Approve and oversee the continuous development of policies and procedures designed to:
 - a) Define, identify, measure, control, and monitor principal risks faced by the Bank;
 - b) Establish and communicate risk management controls throughout the Bank
 - c) Promote a risk culture that requires the highest standards of ethical behavior by risk taking personnel and risk managers

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- Oversee the risk management function. The ROC shall be responsible for the appointment / selection, remuneration, dismissal, and the overall performance of the Chief Risk Officer (CRO); and assess the adequacy of resources of the risk management function including personnel, systems, and other risk management capabilities necessary for the conduct of sound risk management.
- Oversee the design and operation of the remuneration and other incentives policy. The ROC shall work closely with the Board's Corporate Governance Committee, or its equivalent, in evaluating the incentives created by any remuneration system, ensuring that that the same takes into consideration risk, capital, and the likelihood and timing of earnings.
- Provide a forum for sharing strategic initiatives to ensure that the risk management function is able to address and support changes within the Group in a proactive manner.
- Delegate to Management certain authorities in the interest of instituting an efficient and responsive risk management infrastructure.
- Assume other responsibilities as are required by existing and future regulations, and/or delegated to it by the Board from time to time.

Composition

- Members of the ROC must possess a range of risk management expertise and adequate knowledge of the Group's risk exposures. Membership to the committee shall be a minimum of three (3) incumbent members of the Board, majority of whom must be Independent Directors.
- Each member shall serve for a maximum tenure of 9 years, or until such time any of the following occurs:
 - a. the Board withdraws his/her appointment to the ROC;
 - b. he/she ceases to be an incumbent member of the Board;
 - c. he/she voluntarily resigns the Committee membership; or
 - d. he/she is disqualified under regulations issued by any of the Bank's

supervisory bodies.

- The Committee members, including the chairperson, may be occasionally rotated at the discretion of the BOD
- To enable an optimal functioning of the Committee, the Chair has the authority to invite or appoint resource persons to committee meetings.
- The ROC as a body shall appoint its own Secretary who shall be tasked with keeping written minutes and relevant records of each committee meeting.

**Meetings/
Quorum /
Majority Votes**

- The ROC shall hold monthly regular meetings, and at such additional times as may be necessary to discharge its duties and responsibilities.
- Meetings may be held in any designated area whereby a quorum may be physical established, or interactive participation, by whatever means, by committee members is achieved.
- The presence of a majority of members shall constitute a quorum, provided that the Chair or the Vice Chair is among those present.
- Voting on committee matters shall be on a one member-one vote basis. Where a quorum is present, a simple majority vote of all members present shall constitute an official action of the ROC.
- As a general rule, ROC decisions are only valid when such are made during regular meetings. However, on instances when a regular meeting cannot be held, or an ROC action is immediately necessary, a committee decision secured either via routing or email shall be deemed valid upon concurrence of the majority of members, one of whom must be the Chair's or the Vice Chair's. Such decisions must then be presented for confirmation in the immediately following regular meeting.

**Performance
Assessment**

The Committee shall perform an annual self-assessment of the performance of its functions.

Charter Review

The ROC shall, from time to time, assess the adequacy of this Charter and shall recommend any proposed change to the Board.

**Reporting to the
Board**

The ROC shall report to the Board on a periodic basis its actions and dispositions for notation, confirmation, and/or approval, including the results of its assessment of performance of its functions.

**Interaction with
other
Committees**

As necessary, the Committee shall interact with other Board/Management Level Committees on risk-related issues.

Charter Review

The ROC shall, from time to time, assess the adequacy of this Charter and shall recommend any proposed change to the Board.

Committee Name	Trust Committee
Short Name	TRUSTCOM
Nature	Board Level Committee
Responsibility Statement	The Trust Committee is a special committee which reports directly to the Board of Directors and is primarily responsible for overseeing the fiduciary activities of the bank.
Duties and Responsibilities	<p>In discharging its function, it shall have the following duties and responsibilities:</p> <ol style="list-style-type: none"> 1. Ensure that fiduciary activities are conducted in accordance with applicable laws, rules and regulations, and prudent practices. 2. Endorse to the Board for approval the following: <ol style="list-style-type: none"> a. Creation of new products and revisions of DOT of existing UITF products involving the following: <ul style="list-style-type: none"> • Investment objective and/or strategy • Risk profile b. Termination of products c. Authorized TBG signatories d. External audit reports of TBG 3. Approve the following: <ol style="list-style-type: none"> a. Amendments to DOT of existing UITF products that are favorable to the interest of the client or do not affect the rights or obligation of the parties. b. Accreditation of issuers, the initial and any increase on the investment to be made, and subsequent reinvestment and disposition of funds or property should there be changes on the terms and conditions, risk exposure or rating on the part of the issuer c. Policies that translate the Board's objectives and risk tolerance into prudent operating standards d. Directional investments that are outside the TBG Investment Universe e. Related Party Transactions that are reportable to RPTMC/RPTC f. Trader Limits/Exposure Limits 4. Note the following:

- a. Review of assets placed under the trustee's or fiduciary's custody as conducted by Investment Committee (INCOM)
 - b. Acceptance, termination or closure of all trust and other fiduciary as approved by the Portfolio Accounts Review Committee (PARC)
 - c. Transactions between trust and/or fiduciary accounts as approved by the PARC
 - d. Review of trust and other fiduciary accounts by a duly delegated management committee
 - e. Examination reports of supervisory agencies, internal and/or external auditors on the bank's trust and other fiduciary business
 - f. Action taken by TBG based on the Business Continuity Plan (BCP)
5. Adopt an appropriate staffing pattern and operating budgets that shall enable the Trust Banking Group (TBG) to effectively carry out its functions.
 6. Oversee and evaluate performance of the TBG Head/Trust officer.
 7. Oversee the implementation of the Risk Management framework and ensure that internal controls are in place relative to the fiduciary activities.
 8. Perform other functions deemed necessary or proper in the exercise of its oversight functions over all fiduciary activities as may be required by law, rule or regulations.

Composition

The Trust Committee shall be composed of at least (5) members, including the president or any senior officer of the Bank and the trust officer. The remaining committee members, including the chairperson, may be any of the following:

1. Non-executive directors or independent directors who are both not part of the Audit Committee.
2. Those considered as qualified "independent professionals".

In the case of more than five (5) Trust committee memberships, majority shall be composed of qualified non-executive members, and non-members of the Bank's Audit Committee. The appointment therein of an operating officer may be allowed only if the required balance in the membership of at least three (3) members of the board for every operating officer shall be maintained.

Each member shall serve for a maximum tenure of nine years. Any extension beyond the nine years shall be approved by the committee and the justifications as provided by policy shall be articulated in the minutes of the meeting.

**Quorum/Majority
Votes**

A majority of all members of the TRUSTCOM shall constitute a quorum and a vote of majority of the members present at a meeting (whether in person or, to the

extent permitted by law, through electronic medium or telecommunications, such as video or teleconferencing, where the Members who are not physically present are located at different local or international places) shall be required to pass a decision.

Meetings

The TRUSTCOM shall hold at least ten (10) meetings in a year to be attended by the Members either in person or through teleconference or videoconference, on such date and venue upon the call of the Chairman or in his absence the Vice-Chairman.

Special meetings may be conducted when the exigency of business requires and upon the call of the Chairman or in his absence the Vice-Chairman.

Facilitator and Secretariat

The Secretariat will be in charge of:

1. Sending out notices to the committee members
2. Preparing the Agenda of the meeting
3. Sending out the presentation materials to the committee members at least two (2) banking days prior to the scheduled meeting
4. Preparing the minutes of the meeting and the appropriate attachments.
5. Disseminating the approvals and maintaining a file of these approvals as reference materials.
6. Submits the materials taken up by the TRUSTCOM that require action of the BOD.
7. Perform other tasks as may be directed by the BOD or TRUSTCOM

Performance Review

The TRUSTCOM shall assess its performance at least annually and the results shall be submitted to the Corporate Governance and Compensation Committee. The Trust Committee Self-Assessment Sheet.

Charter Review

The TRUSTCOM Charter shall be reviewed at least annually by the TRUSTCOM Secretariat to ensure the charter's continuing effectiveness and relevance. The proposed changes, if any, shall be subject to review of the TRUSTCOM and finally, the Board of Directors approval.

Reporting to the Board

Report regularly to the Board matters arising from fiduciary activities.

Interaction with Other Committees

As necessary, the Committee may interact with other committees on issues pertaining to legal, regulatory or policy, as may be allowed by law, rules or regulation.

Standard Template for Board-Level Committee Charters

WHAT Standard Template for Board-Level Committee Charters

1. In compliance with Bangko Sentral ng Pilipinas (BSP) Circular No. 969, series of 2017 (re: Enhanced Corporate Governance Guidelines for BSP-Supervised Financial Institutions) and the Code of Corporate Governance of the Securities and Exchange Commission (SEC), the charters of Board-level committees shall specify the following:
 - a. Committee Name
 - b. Short Name
 - c. Nature
 - d. Responsibility Statement
 - e. Duties and Responsibilities
 - f. Composition
 - g. Quorum/Majority Votes
 - h. Meeting Schedule
 - i. Performance Assessment
 - j. Charter Review
 - k. Reporting to the Board

(See Annex for the committee charter template)

2. The charters of board-level committees shall be reviewed and updated at least annually or when there are significant changes to the committees' mandate, scope and working procedures.
3. Prior to effectivity, newly-created or amended charters shall be endorsed by the board-level committees to the Board for approval.

COMMITTEE CHARTER (template)

Committee Name	(full name of Committee)
Short Name	(abbreviated name of Committee)
Nature	Board Level Committee
Responsibility Statement	(concise description of the responsibility and purpose of the Committee)
Duties and Responsibilities	(comprehensive details of the Committee's duties and responsibilities)
Composition	<ul style="list-style-type: none">a. required number of committee members based on prescribed regulatory requirements or as set by the Board/Managementb. qualifications of committee members based on prescribed regulatory requirements or as set by the Board/Managementc. tenure limits of committee members (as applicable)d. schedule of occasional rotation of committee members and chairpersons
Quorum/Majority Votes	<ul style="list-style-type: none">a. number of votes that shall constitute a quorumb. identification of committee members with voting rights
Meeting Schedule	(schedule of frequency of Committee meeting)
Performance Assessment	(schedule of review, criteria and process to determine performance)
Charter Review	(schedule of review of Committee charter)
Reporting to the Board	Schedule and manner of reporting to the Board (e.g., reporting processes and resources)

METROPOLITAN BANK & TRUST COMPANY

CODE OF CONDUCT AND ETHICS FOR BANK DIRECTORS

I. POLICY STATEMENT

The members of the Board of Directors of Metropolitan Bank & Trust Company, acknowledging that the position of a bank director is one of utmost trust and confidence, believing that fairness, accountability and transparency are the guiding principles of good corporate governance, adopt this Code of Conduct and Ethics for Directors. *

II. STANDARDS OF CONDUCT

1. Every director must treat board directorship as a profession, have a clear understanding of his duties and responsibilities as well as his role in promoting good governance, maintain professional integrity and continuously seek to enhance his skill, knowledge and understanding of bank activities.
2. Every director must have a working knowledge of statutory and regulatory requirements affecting the Bank, observe and comply with the same.
3. Every director must have copies of the Bank's Articles of Incorporation, By-laws and other related documents, observe, comply and act only within the mandate and limits stipulated therein.
4. Every director must remain fit and proper for the position for the duration of his term. He should possess unquestionable integrity to make decisions objectively and resist undue influence.
5. Every director must devote time and attention to properly discharge his duties, familiarize himself with the Bank's business, constantly aware of the Bank's condition and knowledgeable enough to contribute meaningfully to the board's work. He must attend and actively participate in board and committee meetings. If a person can not give sufficient time and attention to the affairs of the Bank, he should neither accept his nomination nor run for election as a member of the board.
6. Every director must act judiciously. Before deciding on any matter brought before the board, every director should thoroughly evaluate the issues, ask questions and seek clarifications when necessary.

*Adapted from the BSP Manual of Regulations for Banks (MORB)

7. Every director should contribute significantly to the decision-making process of the board, actively participate and exercise independent judgment on corporate affairs requiring the decision or approval of the board.
8. Every director should view each problem/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. Corollarily, he should support plans and ideas that he thinks will be beneficial to the bank.
9. Every director must conduct fair business transactions with the Bank and ensure that personal interest does not bias board decisions. A director should, whenever possible, avoid situations that would give rise to a conflict of interest. If a transaction with the Bank can not be avoided, it should be done in the regular course of business and upon terms not less favorable to the Bank than those offered to others.

The basic principle to be observed is that a director should not use his position to make profit or to acquire benefit or advantage for himself and/or his related interests. He should avoid situations that would compromise his impartiality.

10. Every director must act honestly and in good faith, with loyalty and in the best interest of the bank, its stockholders, regardless of the amount of their stockholdings, and other stakeholders such as depositors, investors, borrowers, other clients and the general public. A director must always act in good faith, with the care which an ordinary prudent man would exercise under similar circumstances. While a director should always strive to promote the interest of all stockholders, he should also give due regard to the rights and interests of other stakeholders.
11. Every director must observe confidentiality of non-public information acquired by reason of his position as a director. He may not disclose said information without the authority of the board.

CODE OF CONDUCT FOR EMPLOYEES

Code of Conduct

1. Purpose

The purpose of this policy is to make known the Bank's policy on the Code of Conduct.

2. Code of Ethics

You're In Good Hands

We, Metrobankers, fulfill our promise to our customers to always keep them in good hands, guided by our core values.

- ✓ We are honest in everything we do. We attach a special importance on honesty and integrity and we believe that this distinguishing personal quality is the cornerstone of the fiduciary nature of our work. This fiduciary relationship is of primary importance and should not be compromised under any circumstance.
- ✓ We perform our work with the due diligence. We exercise good governance and we comply with all laws, rules and regulations, circulars, and issuances of the Philippine government and its regulatory agencies and instrumentalities.
- ✓ We value loyalty and fidelity as essential to the best interests of the Bank and the depositing public. Loyalty and fidelity is the foundation upon which trust is built within our institution and with all our stakeholders.
- ✓ We promote a culture of professionalism, one that holds the highest standard of work ethic. We conduct ourselves ethically and perform our job with skill, due care, and diligence. We constantly cultivate a collaborative working environment.

We take great pride in being able to serve our customers, wherever they are and whatever their needs may be. Our customers entrust their hard-earned money to us. It is our duty to not only ensure their money and assets are safe and secure with us, but also to provide them with products and services that will help them grow and achieve their personal and business plans.

Our mission is to ensure that their expectations are fulfilled.

3. Our Standards of Conduct

Our Standards of Conduct aim to instill among us a commitment and dedication to the virtues of honesty and integrity, together with a high sense of prudence, responsibility and efficiency in the conduct of our duties. Here in Metrobank, we are a family. Each of us belongs to this family where

the action of one affects the others. It is imperative that our behaviors reflect the values that the Bank stands for.

We champion the fair treatment and protection of the Bank's stakeholders, particularly its customers, resource providers, creditors and the community in which it operates. We believe that fair, professional and objective dealings as well as clear, timely and regular communication with the various stakeholders promote stable, long term relationship.

1. HONESTY AND INTEGRITY

The principle of good banking conduct is rooted in public trust and confidence. We uphold the highest degree of honesty and integrity. Any dishonest act as we perform our duty is considered a breach of trust. The Bank's interest is our top priority. Our behavior and activities, inside or outside the Bank, reflect only trustworthiness and reliability.

We put great value in all that the Bank's stakeholders put in our hands, from the customer's accounts and goodwill to our co-employee's handiwork. We ensure integrity in our transactions and the dependability of our work.

2. AVOIDANCE OF CONFLICT OF INTEREST

We promote and aid in the advancement of the Bank's interests. Our personal and professional endeavors seek business potential for the Bank. While we are challenged by the competition, we dedicate our time and talent in faithfully carrying out the tasks laid before us by the Bank.

We reflect Metrobank's objective and fair business decisions which are anchored on integrity and good governance. Our stakeholders are partners for the organization's over-all development. Our interactions and service nurture their goodwill. We effectively manage our personal affairs and avoid any situation or business endeavors arising from associations, interests or relationships that may lead to conflict or potential conflict between our personal interests and that of the Bank's.

We adopt an anti-corruption way of life. Bribery, fraud, extortion, collusion, conflict of interest, and money laundering, and other corrupt practices have no role in the way we conduct our affairs.

3. CUSTOMER CARE

Our customers are partners who must receive from us the unique banking experience that leaves good memories. We value relationships over transactions.

We conduct ourselves with the objective of providing the highest level of customer satisfaction. We anticipate customers' needs and deliver prompt service. We address clients' concerns, patiently listening to their needs and to their suggestions on how we can improve our services. We commit to the principles

of financial consumer protection. We resolve clients' problems in a timely manner, putting their welfare above all else. We respond to any customer mistreatment with serious consideration immediate action.

4. PROFESSIONAL DECORUM

In everything that we do, we act professionally in the best interest of Metrobank.

We commit to be model citizens during and after office hours. We abide by the good customs of our society and obey all laws, rules, and regulations promulgated by the national government, its agencies and instrumentalities, and the Bank.

We are prudent in our finances and manage our obligations. Our lives show how we involve ourselves in worthy endeavors, developing our personal and professional relationships, as well as enabling and enhancing the public's positive perception of the Bank and its interests.

5. QUALITY SERVICE AND OPERATIONAL EFFICIENCY

We perform our work with the due diligence of a good father of the family. We are advocates of quality service and operational efficiency, both vital and essential factors to business success. We believe that success can be realized through one's positive work attitude comprised of commitment, dedication and conviction towards productivity and quality work output. We see policies as tenets towards doing well in the performance of our duties and in handling all bank transactions. We comply with all policies with an open mind and full understanding that it is for our protection and that of the Bank and its stakeholders. We motivate each other and cultivate continuous human resource development and performance management. Our culture is that of meritocracy and performance. We reward significant achievements and work productivity.

We adhere to the principles and practices of calculated risk in banking and perform duties with a high degree of diligence and prudence.

6. TEAMWORK

Metrobankers collaborate. With my team, peers and colleagues, we strive to achieve our goals. We build on each others' strengths and help the other to succeed. We respect each team member.

We realize that a great team is made up of the skills of each individual, best harnessed and utilized efficiently. We constantly cultivate a synergistic working environment to achieve common goals and fulfill our shared vision.

To these ends, we value carrying out guidance and instructions of our superiors, be it about rendering overtime work or executing assigned tasks. We shun abuse of authority and encourage every Metrobanker's positive behavior.

7. PRESERVATION OF CONFIDENTIAL INFORMATION

We put high value on the protection of confidential information to maintain public trust and nurture business dealings. We keep information, regardless of the nature and kind, pertaining to a potential customer's accounts, or concerning an employee, business partner, competitor, supplier or vendor, or any stakeholder with the highest degree of confidentiality and protection.

We protect the privacy of data and information that are entrusted to the Bank. We implement reasonable and appropriate measures to protect such information against natural dangers such as accidental loss or destruction, and human dangers such as unlawful access, fraudulent misuse, unlawful destruction, alteration and contamination. Only through expressed written consent of senior authority or the affected stakeholder, or as required by law or regulation, do we process, provide, or disclose confidential information.

8. MAINTENANCE AND PROTECTION OF BANK PROPERTY

We believe that proper use and handling of bank properties, including operating systems and facilities, contribute to overall success of the Bank. We are responsible for the appropriate use of corporate resources and systems programs and applications as well as the upkeep of the Bank's property.

As technology forms part of our work-life, we use only authorized and licensed computer programs and applications. Similarly, we avoid vandalism and use of office machines and supplies for personal matters.

- | | |
|---------------------------------------|--|
| 9. SAFETY AND SECURITY | We serve our customers in a clean, comfortable, orderly and, safe and secure environment. We believe that providing our employees and customers with a secure and safe work environment greatly enhances business and work productivity. Our workplace is drug-free and alcohol-free at all times. |
| 10. ATTENDANCE AND PUNCTUALITY | We put a premium on effective time-management as an integral part of our culture. As a community, we are conscious and commit to the effective use of time as a valuable resource of productivity. We avoid occasions of loitering, unauthorized absences, frequent tardiness and the like. |

4. Implementing Guidelines

The business of banking operates under an environment of strict regulatory oversight. The Bank has the responsibility to always be aware of and comply with all laws and regulatory requirements. Corporate discipline requires employee appreciation of the work and moral standards and behavior set by the Bank, commitment to the Bank's thrusts and undertakings, and compliance with applicable laws and regulations.

The Implementing Guidelines of this Code ensure clarity and consistency in the implementation of the Bank's corporate discipline program. The guidelines define acceptable behaviors during official Bank functions or activities inside or outside Bank premises, or within or outside regular working hours, in the performance of one's duties and responsibilities. The guidelines likewise define the consequences for non-compliance.

4.1 Spirit of Implementation

It is Metrobank's policy to maintain order and harmony through the adoption of reasonable rules and regulations and implementation of appropriate disciplinary action for employee violation of these rules. The following principles on employee discipline shall be observed:

1. Disciplinary action is regarded as a reiteration of Metrobank's requirement that all its employees should conduct themselves in accordance with the generally acceptable behavioral and professional work standards.
2. Disciplinary action for erring employees shall be imposed both as a preventive and remedial measure.
3. Disciplinary action is to be enforced only after observance of due process and upon just cause.

Formulation, revision or modification of any existing disciplinary action as contained in this Code shall always be coordinated with HRMG prior to finalization to ensure uniformity and consistency in the stages of implementation.

4.2 Offenses and Sanctions

4.2.1 Offenses

Offenses are acts committed by employees in violation of established Bank policies and operating procedures or generally acceptable work behavior and ethical standards detrimental to the interests of Metrobank.

The offenses identified herein do not constitute an exclusive enumeration of acts or omissions that are considered violative of the Code of Conduct or its Internal Implementing Guidelines. Analogous acts or omissions that are not included in the enumeration below may still be considered a violation of the Code of Conduct if they are prohibited by the Labor Code of the Philippines and other relevant laws, rules and regulations, circulars, issuances of government and regulatory agencies and instrumentalities, jurisprudence, or internal Bank policies.

Classification of Offenses

Class A

These are offenses involving violations of bank policies and operating procedures or generally acceptable work behavior and ethical standards due to simple oversight, omission or negligence.

Class B

These are offenses involving violations of established Bank policies and operating procedures or generally acceptable work behavior and ethical standards due to a serious form of oversight, omission or negligence.

Class C

These are offenses involving violations of Bank policies and operating procedures or generally acceptable work behavior and ethical standards due to a more serious form of oversight, omission or negligence.

Class D

These are offenses involving major violations of established Bank policies and operating procedures or generally acceptable work behavior and moral standards characterized by gross and/or habitual negligence, dishonest and fraudulent acts or willful or malicious intent.

4.2.2 Sanctions

Sanctions are penalties imposed on erring employees found guilty or liable for violation of bank policies and operating procedures or generally acceptable work behavior and moral standards for the purpose of implementing/maintaining order and discipline in

the Bank.

Kinds of Sanctions

Written Warning

A written warning is an admonition for a light offense or violation committed by an employee requiring him or her to exercise extra care and diligence in observing Bank policies and operating procedures or generally acceptable work behavior and moral standards so as to prevent repetition of the same violation or a commission of a more serious violation. This written warning shall be included in the erring employee's 201 file but shall not be considered a derogatory record for purposes of promotion or monetary reward or other developmental and recognition opportunity.

Written Reprimand

A written reprimand is a strong admonition for a less serious offense requiring and forewarning an employee to be more cautious in adhering to bank policies and operating procedures or generally acceptable work behavior and moral standards with a warning that a repetition of the same or similar offense shall warrant a more stringent disciplinary action. This written reprimand shall form part of the employee's 201 file. It shall be considered a derogatory record which shall have an effect on the employee's performance evaluation, promotion processing, merit increase, entitlement to the Bank's benefits or recognition programs, or participation in learning and development programs, whenever applicable.

Suspension

Suspension is a stricter sanction for a more serious violation requiring absence without pay for a violation of Bank policies and operating procedures or generally acceptable work behavior and moral standards. This sanction shall serve as a penultimate warning to the employee that any further repetition of the same or future commission of similarly serious offense shall warrant termination of employment for cause. The period and conditions of the suspension will depend on the degree or severity of the offense committed. Suspension shall form part of the employee's 201 file. It shall be considered a derogatory record which shall have an effect on the on the employee's performance evaluation, promotion processing, merit increase, entitlement to the Bank's benefits or recognition programs, or participation in learning and development programs, whenever applicable.

Dismissal/Termination

Dismissal/Termination is the maximum penalty involving the severance of employment for commission of gross, willful or repetitive violation of Bank policies and operating procedures or generally acceptable work behavior and moral standards, as well as commission of fraud, irregularities or dishonest acts by an employee. Dismissal of an

employee for cause shall result in a forfeiture of all his benefits.

4.2.3 Gradation of Sanctions Per Offense Classification

- a. The gradation of sanctions is a reference for the Bank in the imposition of disciplinary actions on administrative cases. Management reserves the right to reduce or increase the sanctions based on mitigating or aggravating circumstances.
- b. Repeat violations of Class A to C offenses will entail imposition of the next higher penalty during the effectivity period of the administrative sanction.

Class A Offenses – Class A offenses start with a Written Warning.

Class B Offenses – Class B offenses start with a Written Reprimand.

Class C Offenses – Class C offenses start with a Suspension.

Class D Offenses - Class D offenses are punishable by termination/dismissal from employment.

4.3 Prescriptive Periods

EFFECTIVITY OF PENALTIES

Disciplinary action/penalty for offenses committed by Metrobank employees shall be kept in the employee's record. Derogatory records shall have an effect on the employee's performance evaluation, promotion processing, merit increase, entitlement to the Bank's benefits or recognition programs, or participation in learning and development programs, whenever applicable.

The following indicates the effectivity periods corresponding to a specific sanction:

- a) Written Warning - Six (6) months from date of the Decision.

While a Written Warning has no effect on an employee's status and privileges as stated above, it shall be effective for six (6) months from date of employee's notice, for the purpose of establishing the gradation of sanctions.

- b) Written Reprimand - Six (6) months from date of the Decision.

- c) Suspension – Depending on the number of suspension days, viz.:

- i. One (1) day but less than two (2) weeks – One (1) year from date of the Decision.
- ii. Two (2) weeks but less than one (1) month – One and one-half (1 1/2) years from date of the Decision.
- iii. One (1) month or more – Two (2) years from date of the Decision.

4.4 Cumulative Effect on Penalties

1. Commission of various offenses or varying violations of the standards of the Code of Conduct shall be subject to corresponding disciplinary measures. If the same offense is repeated anytime before the previous sanction has been expunged, the sanction for the latter offense shall be the next higher penalty.
2. Regardless of the Standard of Conduct violated:
 - a) An employee who will be issued a third written reprimand shall instead be suspended.
 - b) An employee who will be suspended for the third time shall be dismissed from the Bank.
3. When a single act constitutes two or more infractions, or when an offense is a necessary means for committing the other, the penalty for the most serious offense shall be imposed.

4.5 Recidivism

1. For the purpose of this Code, a recidivist is defined as an employee who, after being previously sanctioned for committing an offense in violation of any bank policy, operating procedure or provision of this Code, is again being penalized for committing similar or other offense as contained herein.
2. Management reserves the right to cite the previous offense/sanction, whether expunged or active, as an aggravating circumstance, in the determination of disciplinary action in the most recent administrative case.

4.6 List of Offenses

Violations of the bank's established policies and operating procedures shall include but not limited to the following:

1. HONESTY AND INTEGRITY

Class C

1. Frequenting houses of ill-repute.

2. Participation in any form of gambling including betting or any game of chance involving money either within or outside Bank premises.
3. Silence or non-disclosure of information on any employee's violation of any policy to the appropriate officer.
4. Non-reporting of a crime or any act of dishonesty committed by a co-employee.
5. Endorsement or facilitation of the opening of an account even without face-to-face contact with the customer/signatory and/or presentation of original identification documents for authentication/ verification.
6. Other offenses/violations similar or analogous to the above.

Class D

1. Stealing or attempting to steal from the Bank, its employees and customers or the Bank's business partners.
2. Cheating, forgery, fraud, tampering and/or falsification of Bank records or documents.
3. Lying, misrepresentation or giving false or misleading information detrimental to the Bank.
4. Misappropriation of Bank funds and property.
5. Padding of any monetary claim or request for reimbursement.
6. Manipulation of accounts, lapping, kiting activities.
7. Tampering and falsification of Daily Time Record.
8. Forging the signature of an employee, customer, or any stakeholder on official Bank document to expedite a transaction.
9. Concealment of security breaches involving information pertinent to customers, employees, business partners, competitors, suppliers or vendors, or all stakeholders of the Bank.
10. Final conviction in a criminal case.
11. Any act of dishonesty.
12. Other offenses/violations similar or analogous to the above.

2. AVOIDANCE OF CONFLICT OF INTEREST

Class C

1. Engaging in non-work-related activities during office hours (e.g., buying/selling of miscellaneous items) that are disruptive the employee's work or the work of others.

2. Refusal to testify without justifiable reason when required by the Bank during an official investigation.
3. Borrowing and/or lending of money between or among employees, customers and Metrobank's business partners;
4. Engaging or participation in formal or informal credit union activities such as "Paluwagan".
5. Engaging in another employment or performing activities for additional income during Bank-paid time without prior management approval.
6. Engaging in another employment outside of company time that directly or indirectly competes or may potentially compete with the Bank's business, or promotes, aids or furthers the business of a direct or indirect competitor of the Bank.
7. Unauthorized use of the Bank's name or logo.
8. Other offenses/violations similar or analogous to the above.

Class D

1. Participation in any corrupt practices such as, but not limited to bribery, extortion, collusion, or money laundering.
2. Acceptance or solicitation of favors, bribes or gifts from customers, vendors, or business partners.
3. Soliciting personal business or business other than the Bank's business for personal gain from customers or the Bank's business partners.
4. Engaging in lending, trading or other business activity, whether directly or indirectly, that competes with the business of the Bank.
5. Acting on behalf of other parties to the detriment of the Bank, even without self-gain.
6. Failure to report to one's supervising officer the offering or receiving of any favor, gift, accommodation, assistance or entertainment and the like within 3 days from the time the offer is made or receipt of the same.
7. Other offenses/violations similar or analogous to the above.

3. CUSTOMER CARE

Class B

1. Failure or refusal to attend to customer inquiries or requests.
2. Failure or refusal to disseminate proper/relevant information to customer(s) or the Bank's

business partners.

3. Other offenses/violations similar or analogous to the above.

Class C

1. Rude behavior or misconduct.
2. Rumor-mongering, bad-mouthing, gossiping or spreading negative comments about the Bank's customers or business partners.
3. Failure to resolve customer's complaints in a timely manner.
4. Any act of mistreatment towards a customer.
5. Other offenses/violations similar or analogous to the above.

4. PROFESSIONAL DECORUM

Class A

1. Failure to wear the Bank's prescribed office uniform/attire for more than three (3) times in a month.
2. Other offenses/violations similar or analogous to the above.

Class C

1. Use of profane or indecent or any unprofessional language, decorum or behavior on employees, customers or third parties.
2. Bad-mouthing or criticizing the Bank or its employees.
3. Mishandling of own finances.
4. Other offenses/violations similar or analogous to the above.

Class D

1. Participation and involvement in scandalous behavior of whatever nature.
2. Involvement in situations that violate acceptable moral standards or compromise the institutional image of the bank.
3. Giving unauthorized statements to the public that compromise the institutional image of the Bank.
4. Delinquency in the payment of obligations by an officer of the Bank, as defined by the existing rules and regulations of the Bangko Sentral ng Pilipinas (BSP).

5. Other offenses/violations similar or analogous to the above.

5. QUALITY SERVICE AND OPERATIONAL EFFICIENCY

Class B

1. Non-compliance with prescribed policies and procedures in handling bank transactions.
2. Failure to act with dispatch on assigned duties/tasks.
3. Excessive and prolonged use of telephone for personal calls
4. Use of mobile or smart phones or any other device or gadget in a way that interferes with one's duties and responsibilities or that of others.
5. Malingering or sleeping during office hours.
6. Other offenses/violations similar or analogous to the above.

Class C

1. Entertaining personal visitors during office hours
2. Failure to exercise appropriate diligence to the detriment of the Bank.
3. Breach of any anti-money laundering (AML) procedure, including but not limited to customer identification, record keeping and retention, reporting of covered and suspicious transactions, and continuing training program and control measures.
4. Other offenses/violations similar or analogous to the above.

Class D

1. Habitual lapses in the performance of duties and responsibilities.
2. Gross negligence or serious lapses in the performance of duties and responsibilities.
3. Gross and habitual negligence in the performance of duties and responsibilities.
4. Other offenses/violations similar or analogous to the above

6. TEAMWORK

Class B

1. Refusal to render work or overtime work.
2. Failure to comply with directives on job rotation and cross-training, etc.
3. Other offenses/violations similar or analogous to the above.

Class C

1. Provoking or causing another employee to commit an offense.

2. Display of unbecoming or unprofessional behavior that affects harmonious work relationship or causes conflict between and among individuals.
3. Display of unwanted, unprofessional or malicious acts toward another person.
4. Rumor-mongering, gossiping or character assassination of co-employees.
5. Perpetration of practical jokes/pranks that cause undue panic among employees and customers.
6. Uttering slanderous remarks, undue criticism, and open display of disrespectful or derogatory acts against the religious, cultural and political beliefs of others.
7. Insubordination, open defiance or disobedience to carry out lawful orders and/or valid instructions of superiors.
8. Adhering to or following violative instruction of colleagues or supervising officers.
9. Making threatening statements, and intimidating or coercing Bank employees, customers and other parties doing business with the Bank.
10. Display of disrespect toward the Bank or any person in authority.
11. Proselytizing or unduly inducing someone to convert to one's faith.
12. Other offenses/violations similar or analogous to the above.

Class D

1. Abusive acts of authority that compromise the interest of the Bank.
2. Acts of sexual harassment toward a peer, subordinate or trainee.
3. Performing acts without authority.
4. Participation in brawls and fights inside Bank premises other than in self-defense or defense of others.
5. Display or infliction of any form of physical violence or harm toward a co-employee or another person.
6. Other offenses/violations similar or analogous to the above.

7. PRESERVATION OF CONFIDENTIAL INFORMATION

Class D

1. Disclosure of any information concerning a customer or potential customer's accounts, or concerning an employee, business partner, competitor, supplier or vendor, or any stakeholder's transactions, and/or dealings with the Bank.
2. Unauthorized access to any information concerning customers, employees, business partners, competitors, suppliers or vendors, or all stakeholders of the Bank.
3. Stealing customer information for whatever reason.
4. Giving out confidential or strategic Bank information to anyone.
5. Fraudulent misuse, alteration, or contamination of Bank information.
6. Other offenses/violations similar or analogous to the above.

8. MAINTENANCE AND PROTECTION OF BANK PROPERTY

Class A

1. Non-observance of established guidelines on the proper use and maintenance of office equipment and other facilities.
2. Other offenses/violations similar or analogous to the above.

Class B

1. Unofficial or personal use of office supplies, machines, equipment or any type of motor vehicles such as printing of personal documents, invitations and resumes; transmitting/receiving personal messages; reproducing personal documents, videos and audios, and playing computer games.
2. Unauthorized use of Bank properties, facilities, services, or accommodations.
3. Excessive or prolonged use of the telephone for personal calls
4. Other offenses/violations similar or analogous to the above.

Class C

1. Vandalism of Bank property and facilities.
2. Systems security violations.
3. Disclosure of security codes and passwords to other employees.
4. Use of unauthorized/unlicensed programs and/or system applications.
5. Other offenses/violations similar or analogous to the above.

Class D

1. Stealing or theft of Bank properties and facilities.
2. Disclosure of security codes and passwords to outside parties.
3. Utilization of any bank resource or facility in furtherance or perpetration of criminal and other improper or illegal activities, such as but not limited to financial misreporting, money laundering, fraud, bribery or corruption.
4. Deletion of Bank files/information.
5. Destruction of Bank property and facilities.

6. Destruction of official Bank documents.
7. Improper disposal of any information concerning customers, employees, business partners, competitors, suppliers or vendors, or all stakeholders of the Bank.
8. Introduction of malicious softwares (malware) or other similar devices on the Bank's computer systems.
9. Other offenses/violations similar or analogous to the above.

9. SAFETY AND SECURITY

Class A

1. Failure to wear ID upon entering and within Bank premises for more than three (3) times in a month.
2. Staying beyond office hours or during periods when one is not expected to be in the Bank without the necessary approval.
3. Other offenses/violations similar or analogous to the above.

Class B

1. Refusal to submit one's self to standard security inspection.
2. Smoking inside enclosed Bank premises.
3. Other offenses/violations similar or analogous to the above.

Class C

1. Use of virus-infected software.
2. Bringing unauthorized visitors inside company premises or any extension thereof.
3. Reporting for work under the influence of alcohol/prohibited drugs.
4. Other offenses/violations similar or analogous to the above.

Class D

1. Bringing of firearms, deadly weapons, explosives, pyrotechnics and harmful chemicals/substances in the Bank.
2. Unauthorized drinking alcoholic drinks inside Bank premises.
3. Unauthorized use or possession of prohibited drugs or consuming prohibited substances inside Bank premises.
4. Sale or participation in drug trafficking or inducing any employee or other persons to take prohibited drugs within or outside Bank premises.
5. Unauthorized disabling of the Bank's safety and security facilities.
6. Other offenses/violations similar or analogous to the above

10. ATTENDANCE AND PUNCTUALITY

Class A

1. Unauthorized extension of break periods for more than three (3) times in a month.
2. Late or non-filing of any attendance record for more than three (3) times in a month.
3. Other offenses/violations similar or analogous to the above.

Class B

1. Tardiness (more than six times or aggregate man-hour loss of more than two hours, regardless of frequency, in a month).
2. Unauthorized absences or absence from work without official leave (AWOL) for at least one (1) day.
3. Loitering or loafing during office hours.
4. Unauthorized trips outside the office.
5. Unauthorized undertime availment.
6. Other offenses/violations similar or analogous to the above.

Class C

1. Unauthorized absences or absence from work without official leave (AWOL) for more than one (1) day up to three (3) days.
2. Other offenses/violations similar or analogous to the above.

Class D

1. Unauthorized absences or absence from work without official leave (AWOL) for more than three (3) days.
2. Abandonment of work or willful disobedience to report for work.
3. Other offenses/violations similar or analogous to the above.

Whistle Blowing Policy

Purpose

To guide officers/staff on reporting complaints related to fraud, malpractice, conflict of interest or violation of internal/regulatory policies, procedures and controls.

Scope

This policy applies to all Head Office units and branches.

Definition

Whistle blowing refers to the disclosure or filing of a complaint by an employee, group of employees, or other stakeholders who in good faith, believes that the Bank or any of his/their colleagues is engaging/has engaged in acts of fraud, malpractice, conflict of interest or violation of internal/regulatory policies, procedures and controls.

Reporting Employee refers to an employee or group of employees who discloses in good faith and without any thought of personal gain, any information that he/she reasonably believes are evidences of acts of fraud, malpractice, conflict of interest or violation of internal/regulatory policies, procedures and controls.

Stakeholders refer to clients, directors, stockholders, vendors (third party suppliers) and other parties that affect or may be affected by the Bank's actions.

Witness refers to an employee of the Bank or Metrobank Group or a third party other than the Reporting Employee, who participates or cooperates in the investigations or proceedings pertaining to a complaint.

Retaliation refers to an act of reprisal, discrimination, harassment, intimidation or adverse personnel action by the Bank's directors, officers, executives, supervisors or employees whether directly or indirectly, against a Reporting Employee or a witness.

Policy Statement

1. All employees and other stakeholders are encouraged to play their part in improving the overall effectiveness and success of the Bank and in strengthening the Bank's system of integrity by reporting acts of fraud, malpractice, conflict of interest or violation of internal/regulatory policies, procedures and control.

This policy shall apply in instances when an employee or stakeholder deems it more prudent to report violations or offenses to another authorized unit/person within the Bank for proper handling, investigation and resolution. This policy may also apply when the matter which is brought to the attention of the immediate superior or Bank personnel is not acted upon in accordance with the standard reporting procedures, or is concealed, or the immediate superior or Bank personnel is himself involved in the infraction, or the reporting employee or stakeholder fears reprisal; thus preventing him from availing of the standard reporting procedures.

By creating an atmosphere of openness and trust and by providing an avenue for employees or stakeholders to raise concerns and receive feedback on any action taken, Metrobank is committed to maintaining the highest possible standards of ethics, honesty, accountability and adhering to the principles of good governance.

Guidelines

1. Responsible Units
 - 1.1. The Head of the Internal Audit Group (IAG) is the designated recipient of complaints from Reporting Employees and other stakeholders and is authorized to implement this policy.
 - 1.2. The IAG and Human Resource Management Group (HRMG) shall be responsible for the following:
 - 1.2.1. ensuring investigations are undertaken under this policy
 - 1.2.2. identifying the appropriate unit(s) in the Bank who will be designated responsible to conduct the complete investigation of the complaint
 - 1.2.3. dissemination and communication of the whistle blowing policy to all employees and determining the activities that will be used as avenues for the dissemination (such as

but not limited to New Employee Orientation (NEO), Officer Development Program (ODP), IAG Roadshow and Pre-audit Engagement/Audit Entrance Meeting with Auditees)

2. Protection of Reporting Employee or Stakeholder

2.1. The Bank shall maintain the identity of the Reporting Employee or stakeholder (if provided) as confidential unless:

2.1.1. Such person agrees to be identified;

2.1.2. Identification is necessary to allow the Bank to investigate or respond effectively to the disclosure;

2.1.3. Identification is required by law;

In such eventuality, the IAG Head shall be responsible for securing the consent of the Reporting Employee or stakeholder prior to revealing his/her identity.

In case of unauthorized disclosure of identity, the erring employee shall be subject to existing policies on ***Omissions/Errors/Offenses (MOPP Vol. 5, 2300)*** and relevant provisions of the ***Bank's Code of Conduct***.

2.2. Retaliation (as described under Definitions) shall not be allowed against any Reporting Employee or stakeholder. Retaliatory actions shall be considered as misconduct and erring officers/staff involved shall be dealt with following existing policies on ***Omissions/Errors/Offenses (MOPP Vol. 5, 2300)***.

3. Complaints/concerns may be filed through the Bank's website or sent via email (whistleblowing@metrobank.com.ph) or text hotline (#09427471359).

There is no requirement for the Reporting Employee/complainant to disclose his identity but details on the complaint/concern should be submitted:

3.1. Full name, position and unit of the person subject of the complaint

3.2. Brief statement on relevant and material facts such as description of the violation/incident, approximate date/s, time and place of commission of the act, persons involved

3.3. Evidence of the act committed, if any (e.g., affidavits of witnesses and/or third parties, pictures, etc.)

4. If an employee under investigation resigns pending completion of the investigation or final resolution of the case, his resignation shall be without prejudice to the outcome of the investigation or final resolution of the case.

5. Decisions/resolutions on Whistle blowing cases shall be considered final once approved by Management or the appropriate Bank committee.

6. The case file of each complaint shall be considered as confidential and shall be retained for a period of ten years from date of resolution or closing by IAG.

7. If a Reporting Employee or Stakeholder or Witness believes he has been retaliated upon for filing a complaint or for participating or cooperating in an investigation, a written complaint may be filed with the IAG Head within one month from the occurrence of the alleged act or retaliation incident.

Details on the complaint/concern such as but not limited to the following should be disclosed:

- 7.1. Name and position of the director, officer, employee alleged to have retaliated or to be involved in the retaliation
 - 7.2. Brief description and date of the complaint to which the alleged retaliation relates
 - 7.3. Brief description and details of the alleged retaliation
 - 7.4. Relevant evidence
8. For complaints against the IAG Head, director or advisor of the Board of Directors
 - 8.1. If the IAG Head/Director/Board Advisor is the subject or one of the subjects of the complaint or complaint against retaliation, complaints in writing may be filed directly with the Chairman of the Board.
 - 8.2. The Chairman of the Board may deputize IAG-SpAD/HRMG to assist in the investigation, subject to the Board's control and supervision.

Benefit

The guidelines shall ensure standard handling of complaints and minimize the Bank's exposure to damage that can occur when employees circumvent internal control mechanisms. The process also ensures that concerns of reporting employees and other stakeholders are addressed and they are protected against retaliation.

Related Party Transactions

POLICIES Metrobank, through its Board of Directors (BOD), shall ensure that transactions with related parties are reviewed to assess risks, are subject to appropriate restrictions to ensure that such are conducted at arm's-length terms, and that corporate or business resources of the Bank are not misappropriated or misapplied

A. Definition of Related Party

'Related Party' shall refer to any of the following:

1. Bank's Directors, Officers, Stockholders (DOS) & their related interests⁷⁹ under DOSRI rules;
2. Bank's subsidiaries⁸⁰ as well as affiliates⁸¹;
3. Any party, including their subsidiaries, affiliates and special purpose entities,

⁷⁹ **Related interest** shall refer to any of the following:

- (1) Spouse or relative within the first degree of consanguinity or affinity (i.e. parents, parents-in-law, children, son-in-law, daughter-in-law), or relative by legal adoption, of a director, officer or stockholder of the bank;
- (2) Partnership of which a director, officer, or stockholder of a bank or his spouse or relative within the first degree of consanguinity or affinity, or relative by legal adoption, is a general partner;
- (3) Co-owner with the director, officer, stockholder or his spouse or relative within the first degree of consanguinity or affinity, or relative by legal adoption, of the property or interest or right mortgaged, pledged or assigned to secure the loans or other credit accommodations, except when the mortgage, pledge or assignment covers only said co-owner's undivided interest;
- (4) Corporation, association or firm of which any or a group of directors, officers, stockholders of the lending bank and/or their spouses or relatives within the first degree of consanguinity or affinity, or relative by legal adoption, hold or own at least twenty percent (20%) of the subscribed capital of such corporation, or of the equity of such association or firm;
- (5) Corporation, association or firm wholly or majority-owned or controlled by any related entity or a group of related entities mentioned in Items "(2)" and "(4)" of this Section;
- (6) Corporation, association or firm which owns or controls directly or indirectly whether singly or as part of a group of related interest at least twenty percent (20%) of the subscribed capital of a substantial stockholder of the lending bank or which controls majority interest of the bank pursuant to MORB Sec.362 (Definition of Terms, Item "g");
- (7) Corporation, association or firm which has an existing management contract or any similar arrangement with the parent of the lending bank; and
- (8) Non-governmental organizations (NGOs)/foundations that are engaged in retail microfinance operations which are incorporated by any of the stockholders and/or directors and/or officers of related banks.

⁸⁰ **Subsidiaries** refer to a corporation or firm more than fifty percent (50%) of the outstanding voting stock of which is directly or indirectly owned, controlled or held with power to vote by its parent corporation.

⁸¹ **Affiliates** refer to an entity linked directly or indirectly to a bank by means of:

- a. Ownership, control as defined in MORB Sec.131 (Definition of Terms, Item "d") or power to vote of at least twenty percent (20%) of the outstanding voting stock of the entity, or vice-versa;
- b. Interlocking directorship or officership (with rank of SVP and above), where the concerned director or officer owns, controls as defined in MORB Sec.131 (Definition of Terms, Item "d"), or has the power to vote at least twenty percent (20%) of the outstanding voting stock of the entity;
- c. Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the bank and at least twenty percent (20%) of the outstanding voting stock of the borrowing entity;
- d. Management contract or any arrangement granting power to the bank to direct or cause the direction of management and policies of the entity; or
- e. Permanent proxy or voting trusts in favor of the bank constituting at least twenty percent (20%) or more of the outstanding voting stock of the entity, or vice-versa.

In cases where the borrowing entity is linked to the bank both as a DOSRI and as subsidiary or affiliate, DOSRI rules shall apply.

that the Bank exerts direct/indirect control⁸² over or that exerts direct/indirect control over the Bank

4. Close family members of the directors, officers with rank of SVP & above and individual substantial stockholder⁸³ (i.e. by consanguinity or affinity, legitimate or common-law – spouse, parent, child, brother, sister, grandparent, grandchild, parent-in-law, son/daughter-in-law, brother/sister-in-law, grandparent-in-law, and grandchild-in-law);
5. Corresponding persons in affiliated companies. This refers to the DOS of the affiliated companies and their close family members as shown below:

AFFILIATED COMPANIES	RELATED PARTIES			
	DIRECTORS	PRINCIPAL OFFICERS (SVP and up)	SUBSTANTIAL INDIVIDUAL STOCK-HOLDERS	CLOSE FAMILY MEMBERS
a. Subsidiaries	✓	✓	✓	✓
b. Affiliates				
1) Ownership, control or power to vote, of at least twenty percent (20%) of the outstanding voting stock of the entity, or vice-versa;	✓	✓	✓	✓
2) Management contract or any arrangement granting power to the bank to direct or cause the direction of management and policies of the entity;	✓	✓	✓	✓
3) Permanent proxy or voting trusts in favor of the bank constituting at least twenty percent (20%) or more of the outstanding voting	✓	✓	✓	n/a

⁸² **Control** of an enterprise exists when there is:

- a. Power over more than one-half of the voting rights by virtue of an agreement with other stockholders; or
- b. Power to govern the financial and operating policies of the enterprise under a statute or an agreement; or
- c. Power to appoint or remove the majority of the members of the board of directors or equivalent governing body; or
- d. Power to cast the majority votes at meetings of the board of directors or equivalent governing body; or
- e. Any other arrangement similar to any of the above.

Control is presumed to exist if there is ownership or holding, whether direct or indirect, of 20 percent or more of a class of voting shares of a company.

⁸³ **Substantial stockholder** – person or group of persons whether natural or juridical, owning such number of shares that will allow such person or group to elect at least one (1) member of the board of directors of a bank or who is directly or indirectly the registered or beneficial owner of more than ten percent (10%) of any class of its equity security. (MORBSec.341 Definition of Terms, Item "d")

stock of the entity, or vice-versa.				
4) Interlocking directorship or officership, where the concerned director or officer owns, controls or has the power to vote, of at least twenty percent (20%) of the outstanding voting stock of the borrowing entity;	✓	✓	✓	n/a
5) Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the Bank and at least twenty percent (20%) of the outstanding voting stock of the borrowing entity;	✓	✓	✓	n/a
c. Any party, including their subsidiaries, affiliates and special purpose entities, that the Bank exerts direct/indirect control over	✓	✓	✓	✓
d. Any party, including their subsidiaries, affiliates and special purpose entities, that exerts direct/indirect control over the Bank	✓	✓	✓	n/a

6. With direct or indirect linkages to the Bank:

- a. Ownership, control or power to vote, of ten percent (10%) to less than twenty percent (20%) of the outstanding voting stock of the borrowing entity, or vice-versa;
- b. Interlocking directorship or officership (with rank of SVP and above), except in cases involving independent directors as defined under existing regulations or directors holding nominal share in the borrowing corporation;
- c. Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the Bank and ten percent (10%) to less than twenty percent (20%) of the outstanding voting stock of the borrowing entity; or
- d. Permanent proxy or voting trusts in favor of the Bank constituting ten percent (10%) to less than twenty percent (20%) of the outstanding voting stock of the borrowing entity or vice-versa.

7. Entities that belong to the directors, officers with rank of SVP & above and individual substantial stockholder and/or any of their close family members with at least fifteen percent (15%) direct ownership of the outstanding voting

stock of such entities.

B. Coverage of Related Party Transactions (RPTs)

Related Party Transactions (RPTs) are transactions or dealings with related parties of the Bank, including the Trust Banking Group, whether a price is charged or not. These shall include transactions such as but not limited to the following:

Type of Related Party Transactions	Proponent Unit	Transaction Approving Authority
On- and off-balance sheet credit exposures and claims	Lending Units	Executive Committee
Write-off loans, other credit accommodations, advances and other assets	Lending Units/ Special Accounts Management Group	Executive Committee/ Non-Performing Assets Committee
Granting of Credit card	Consumer Business Sector	Consumer Business Sector Head
Borrowings, commitments, fund transfers and guarantees;	Lending Units	Executive Committee
Trading and derivative transactions	Treasury Group	Executive Committee
Waiver of charges and fees;	Lending Units	Executive Committee
Investments and/or subscriptions by the Bank for debt/equity issuances of related parties;	Domestic Subsidiaries/Affiliates	President/ Overseas Banking Committee
Consulting, professional, agency and other service arrangements/contracts;	Head Office Units/ Branches	President/ Sector Head/ Group Head/ Controller/PADCOM/ Information Technology Governance Committee (ITGC)
Establishment, renewal and/or extension of Trust Investment Line; Trust Placement in related parties;	Trust Banking Group	Trust Committee/Trust Investment Committee/ Portfolio and Assets Review Committee
Purchases and sales of assets, including transfer of technology and intangible items (e.g., research and development, trademarks and license agreements)	General Services Group or other Head Office Units/Branches	Property Acquisition and Disposition Committee (PADCOM)
Sale, purchase or supply of any goods or materials;		
Construction arrangements/ contracts;		
Lease arrangements/ contracts;		
Establishment of joint venture entities		

Donations/Gifts/Charitable Contributions	Analytics, Brand & Communications Marketing Division	President
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C. Thresholds and Exempt Transactions

- For purposes of determining the appropriate handling process (i.e. review, approval and reporting), Related Party Transactions shall be subject to the following thresholds:

Type of Related Party Transactions	Related Party Transactions Management Committee (RPTMC)	Related Party Transactions Committee (RPTC)
On- and off-balance sheet credit exposures and claims	P100MM and below	Above P100MM
Granting of Credit card	P5MM above to P10MM below	Above 10MM
Trading and derivative transactions (based on the amount of settlement risk/pre-settlement risk)	P10MM and below	Above P10MM
Borrowings, commitments, fund transfers and guarantees;		
Waiver of charges and/or fees		
Write-offs of loans, other credit accommodations, advances and other assets ⁸⁴ ;		
Investments and/or subscriptions by the Bank for debt/equity issuances of related parties;		
Consulting, professional, agency and other service arrangements/contracts (based on the amount of fee/income per year, as applicable)		
Establishment, renewal and/or extension of Trust Investment Line; Trust Placement in related parties;		
Purchases and sales of assets, including transfer of technology and intangible items (e.g., research and development, trademarks and license agreements)		
Sale, purchase or supply of any goods or materials;		
Construction arrangements/ contracts;		
Lease arrangements/contracts (based on annualized amount);		
Establishment of joint venture entities;		
Donations/Gifts/Charitable Contributions		

⁸⁴ MORB Section 143 - Problem credits to DOSRI shall be written off only upon prior approval of the Monetary Board.

The amount of thresholds shall be reviewed at least once a year or as necessary by the RPTC.

2. The following RPTs **need not** be coursed through the RPTMC and RPTC:
 - a. Over-the-counter transactions, or where the related party transacts as a customer, transfer agent, trustee or other similar services (e.g. deposit, withdrawal, trust placements, cash management, foreign exchange transactions, among others), being processed in the normal course of business, and deviations from policies, if any, will require override and proper approvals;
 - b. Credit card limit not exceeding Php5.0MM;
 - c. Transactions where the terms such as the rates are determined by competitive bids in the market or fixed by law or regulated by the government or its instrumentalities (e.g. trade transactions involving purchases and sales of debt and equity securities traded in an active market, among others for the List of Sample of Treasury Transactions (**see Annex A**) that need not be coursed through the RPTMC and RPTC);
 - d. Interbank Call Loans, which are not covered by DOSRI regulations;
 - e. Compensation, monetary and non-monetary fringe and retirement benefits paid to a director or officer;
 - f. Dividends paid to stockholders;
 - g. Purchase by stockholders of additional Metrobank shares under Stock Rights Offering directly from Metrobank;
 - h. Acceptance of existing investment/s in a related party as contribution to a trust or investment management account (Asset Transfer);
 - i. Minor revisions/amendments to a previously approved credit exposures to related parties which do not increase the risk exposure of the Bank, or on terms stricter than those originally approved, such as but not limited to the following:
 - (1) Change in the purpose of the loan from purchase to reimbursement or vice versa;
 - (2) Amendment of the mode of release from one-time to staggered;
 - (3) Cancellation/release of mortgage and/or mortgage participation certificates on loans with no outstanding balances/fully paid promissory notes;
 - (4) Re-allocation of sub-limits/earmarking among sub-lines/facility types from higher to lower risk facilities or of the same risk level;
 - (5) Re-allocation of branch availability/branch sub-limits of a line/facility;

- (6) Submission of additional collateral;
- (7) Charging higher interest or fee;
- (8) Allowing availment on a shorter tenor; and
- (9) Cancellation or reduction (with no change in terms and conditions) of approved credit line/facility.

The abovementioned minor revisions will continue to be approved by the Executive Committee prior to implementation.

Minor revisions not included in the list above shall be submitted to the RPTMC for notation but may already be implemented after Executive Committee approval has been obtained.

- j. Cost of events held in venues of related parties not in excess of P500,000.

For control purposes, the above transactions may form part of the independent testing to be performed by Compliance Division. Deviations not properly justified, if any, shall be reported to the RPTMC or RPTC, as the case may be.

D. Maintenance of Database for Masterlist of Related Parties

Compliance Division shall maintain a database of related parties, i.e., Masterlist of Related Parties. The database shall be updated on a quarterly basis and as the need arises, based on the data/information received from concerned HO units, Bank's financial subsidiaries and affiliates or as sourced from public documents (e.g., General Information Sheet from the Securities and Exchange Commission) and other sources.

The Masterlist of Related Parties shall be made available thru the Bank's Internal Data Bank System (IDBS) via Insight Online and shall be shared with the Bank's selected financial subsidiaries and affiliates.

E. Identification and Review of Related Party Transactions

1. The Proponent Unit shall have the primary responsibility to conduct the appropriate Know-Your-Customer (KYC) due diligence on a counterparty as well as in determining and identifying a related party transaction and if such transaction is covered by the guidelines of this Policy. In addition to the regular KYC procedures performed on clients prior to processing a transaction, the proponent unit shall also verify if the client is a related party using among others, the submitted identification documents and the Masterlist of Related Parties uploaded in the Internal Data Bank System (IDBS).
2. Proposed transactions of identified related parties shall be endorsed by proponent units to the appropriate transaction approving authority (see Item B).
3. The Proponent Unit shall regularly evaluate existing relations between and among

businesses and counterparties to ensure that all related parties are continuously identified and subsequent changes in relationships with counterparties (e.g., from non-related party to related party or vice versa) are updated. Any transaction entered into with a non-related party which has been reclassified as a related party shall subject the RPT to the requirements of this policy.

4. The Proponent Unit shall be responsible for the approval of the transaction by the appropriate approving authority and shall report the transaction to RPTC/RPTMC based on the set threshold for each type of related party transaction (see Item C), through Compliance Division, for review and confirmation prior to the execution of the transaction.
5. The Proponent Unit shall ensure that accounts identified and confirmed to be a related party is properly coordinated to Credit Group for the account tagging and updating of respective RP code classification in the Commercial Loan System⁸⁵.
6. The RPTC and RPTMC shall review the proposed related party transaction by taking into consideration the following:
 - a. Identity and relationship of the parties involved in the transaction;
 - b. Terms of the transaction and whether these are no less favorable than terms generally available to an unrelated third party under the same circumstances; An unrelated third party under the same circumstance refers to a similarly-situated non-related party account, e.g. within the same industry or category and risk profile.
 - c. Business purpose, timing, rationale and benefits of the transaction;
 - d. Approximate monetary value of the transaction and the approximate monetary value of the Related Party's interest in the transaction;
 - e. Valuation methodology used and alternative approaches to valuation of the transaction;
 - f. Information concerning potential counterparties in the transaction;
 - g. Description of provisions or limitations imposed as a result of entering into the transaction;
 - h. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the transaction;
 - i. Impact to a Director's independence; and,
 - j. Extent that such transaction or relationship would present an improper conflict of interest
 - k. The availability of other sources of comparable products or services;

In providing comparable terms with unrelated third party under the same circumstance, the proponent unit shall consider selecting a non-related party account that is within the same category of the Related Party following below parameters:

1. General industry/category

⁸⁵ To cover accounts previously identified/tagged as RP but subsequently became a non-RP

2. Risk Rating
3. Asset Size (micro, small, medium, large)
4. Collateral – fully secured, vs deposits

Additionally, the following vetting processes/price discovery mechanisms shall be observed in ensuring that transactions with related parties are conducted at arm's length basis:

Type of Related Party Transactions	Vetting Guidelines
On- and off-balance sheet credit exposures and claims including credit card limit; borrowings, commitments, fund transfers and guarantees; waiver of charges and fees; write-off of loans, other credit accommodations, advances and other assets	<ul style="list-style-type: none"> • Application of Bank's standard credit processes, credit terms and conditions such as but not limited to interest rates, tenor, collateral, etc. • Comparative terms generally granted to similarly-situated borrowers
Trading and derivative transactions (based on the amount of settlement risk/pre-settlement risk);	<ul style="list-style-type: none"> • Standard pricing mechanism
Consulting, professional, agency and other service arrangements/contracts including outsourcing and cross-selling arrangements; construction arrangements/contracts; establishment of joint ventures	<ul style="list-style-type: none"> • Contract review by appropriate/concerned units subject to the Bank's Contract Review Checklist (CRC). • Competitive scan of service fees and other terms and conditions for similar project or activity from other third party service providers
Investments and/or subscriptions by the Bank for debt/equity issuances of related parties; establishment, renewal of Trust Investment Line; Placement in related parties	<ul style="list-style-type: none"> • Standard pricing and other terms and conditions as offered to the public or non-related party

<p>Purchases and sales of assets, including transfer of technology and intangible items (e.g., research and development, trademarks and license agreements); sales o, purchase or supply of any goods or materials</p>	<ul style="list-style-type: none"> • Appraisal process to determine fair market value/appraised value of asset for sale, acquiring the services of external valuation experts, as necessary • Application of the Bank’s standard pricing mechanism including any discounts thereof that should be available to all buyers • Publication of assets available for sale in the Bank’s website • Subject to bidding process⁸⁶ to maximize potential buyers and get the best possible price
<p>Lease arrangements/contracts</p>	<ul style="list-style-type: none"> • Canvassing of rental rates from other similar leased properties within the vicinity • Subject to the Bank’s standard lease terms and conditions such as rental deposit, escalation rate, etc.

F. Approval of Related Party Transactions

1. The RPTMC shall evaluate, approve (except loans and credit accommodations to DOSRI and write-offs of problem credits to DOSRI which can be approved by the BOD only) and endorse for the notation of the RPTC and the BOD, all proposals on Related Party Transactions, including write-off of exposures, that fall within the set threshold.
2. The RPTC shall evaluate and endorse for the approval of the BOD, all proposals on Related Party Transactions that crossed the set threshold.

Directors and officers with personal interest in the transaction shall abstain from the discussion, approval and management of such transaction. No director or officer shall participate in the RPTC, RPTMC or BOD discussion of a related party transaction for which he, she or any member of his or her close family or related interest is involved, including transactions of subordinates, except in order to provide

⁸⁶ Sale of acquired property shall be on a ‘first-come, first-served’ basis. A sealed bidding process shall be initiated if:

1. At least 2 or more offers are received from interested buyers; or
2. At least one (1) of the interested buyers is a related party and **any one** of the following conditions are met:
 - a. The property is worth at least Php100 million; or
 - b. The property is below Php100 million but is immediately adjacent to or a part of a contiguous set of properties with a cumulative selling price of at least Php100 million.

material information on the related party transaction to the RPTC/BOD.

All material (based on set threshold) RPTs reviewed and confirmed by the RPTC and approved by the BOD shall be ratified and approved by the stockholders in the Annual Stockholders' Meeting.

G. Individual and Aggregate Limits

1. Individual Limit

The total outstanding loans, other credit accommodations and guarantees to each of the Bank's RP shall be limited to the amount approved by the BOD/RPTC/RPTMC which shall not be more than twenty five percent (25%) of the Bank's networth: provided, the total outstanding loans, other credit accommodations and guarantees to each of the Bank's DOSRI shall be at all times limited to their individual ceiling as provided for under Sec. x330 of the MORB (i.e. equivalent to their respective unencumbered deposits and book value of their paid-in capital contribution in the Bank: Provided, however, that unsecured loans, other credit accommodations and guarantees to each of the Bank's DOSRI shall not exceed thirty percent (30%) of their respective total loans, other credit accommodations and guarantees.)

The total outstanding loans, other credit accommodations and guarantees to each of the Bank's subsidiaries and affiliates shall be at all times limited to what was provided for under Sec. x328.5 of the MORB (i.e., shall not exceed ten percent (10%) of the net worth of the lending bank: Provided, that the unsecured loans, other credit accommodations and guarantees to each of said subsidiaries and affiliates shall not exceed five percent (5%) of such net worth.)

2. Aggregate Limit

The total outstanding loans, other credit accommodations and guarantees to all related parties shall not exceed one hundred percent (100%) of the Bank's net worth; provided, the total outstanding loans, other credit accommodations and guarantees to DOSRI shall at all times not exceed fifteen percent (15%) of the total loan portfolio of the bank or 100% of net worth whichever is lower: provided, that in no case shall the total unsecured loans, other credit accommodations and guarantees to said DOSRI exceed thirty percent (30%) of the aggregate ceiling or the outstanding loans, other credit accommodations and guarantees, whichever is lower; provided further that the total outstanding loans, other credit accommodations and guarantees to all subsidiaries and affiliates shall at all times not exceed twenty percent (20%) of the net worth of the Bank.

3. The individual and aggregate limits shall be reviewed at least once a year or as necessary by the RPTC.

H. Reporting and Monitoring Requirements

1. Compliance Division shall prepare a summary of credit exposures to each related party as well as the total amount of credit exposures to all related parties and report the same to the RPTMC/RPTC on a monthly basis. Breaches in limits, if any, shall be reported by Compliance Division to the BOD with the decision of the BOD to accept the exposure or to take steps to address the breaches, as may be necessary. Actions to be taken shall be documented in the minutes of meeting of the BOD.

The Bank's financial subsidiaries shall submit a list of all outstanding credit exposures to related parties to Compliance Division which shall form part of the monitoring of group exposures on related parties by Compliance Division.

2. Compliance Division shall prepare on a semi-annual basis a summary of other related party transactions other than on-and-off balance sheet credit exposures and claims and report the same to the RPTMC/RPTC.

The Bank's financial subsidiaries shall likewise submit to Compliance Division its Report on Other Related Party Transactions. The report shall form part of the periodic group monitoring of other related party transactions.

3. For purposes of preparing the BSP Report on Material Related Party Transactions, Institutional Accounting Division (IAD) shall include those that were elevated to RPTC.

4. To attain the objective of Philippine Accounting Standards in the proper disclosure of related party transactions, the Bank through its IAD, should observe the following requirements in the submission of BIR Form No. 1709:

- a. The required disclosure on transactions and outstanding balances shall be made separately for each of the following categories:
 - i. the parent;
 - ii. entities with joint control or significant influence over the entity;
 - iii. subsidiaries;
 - iv. associates;
 - v. joint ventures in which the entity is a joint venture;
 - vi. key management personnel of the entity or its parent; and
 - vii. other related parties.
- b. For each of said category, the following information shall be provided:
 - i. the amount of the transactions;
 - ii. the amount of outstanding balances, including commitments, and their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in settlement, and details of any guarantees given or received;
 - iii. provisions for doubtful debts related to the amount of outstanding balances;
 - iv. the expense recognized during the period in respect of bad or

doubtful debts due from related parties.

k. **Whistle Blowing Mechanism and Penalties for Non-Compliance**

1. Existing guidelines on the Whistle Blowing Policy shall be observed in case of any legitimate concerns about illegal, unethical and questionable RPTs (***MOPP Vol. 5, POL. 2301 re: Whistle Blowing Policy***).
2. The Compliance Officer shall monitor compliance of the Bank to the RPT Policy and the rules and regulations of regulatory agencies. Any material breaches/violations shall be reported to the BOD through the RPTC. The Compliance Officer shall also recommend measures that would cut losses and allow recovery of losses or opportunity costs incurred by the Bank arising from RPTs that are not engaged on arm's length terms, the imposition of appropriate disciplinary action on the responsible parties, and the adoption of measures to prevent a repetition of the violation.
3. The imposition of disciplinary action shall be governed by the Bank's existing policy (***MOPP Vol. 5, POL. 2300 re: Omissions/Errors/Offenses***).

Please refer to [MOPP Vol. 5, 2439 \(re: Related Party Transactions\)](#) for the detailed policies.

Treasury Transactions that need not be coursed through RPTMC/RPTC

A. Transactions listed in an Organized Exchange, such as:

- Government Securities (Peso Treasury Bills, Peso Fixed Rate Treasury Notes and Peso Retail Treasury Bonds)
- Peso Corporate Bonds/Notes
- Long-term Negotiable Certificates of Deposits (LTNCDs)⁸⁷
- Bank Subordinated Notes

B. Transactions where Rates are Determined by Competitive Bids in the Market OR Traded in an Active Market

- Foreign Currency-Denominated Sovereign Bonds
- Foreign Currency-Denominated Corporate Bonds
- Foreign Exchange Spot, Forwards (deliverable or non-deliverable) and Swaps
- Global Peso Notes (GPN)
- Interest Rate Swaps
- Repurchase/Reverse Repurchase Agreements
- Overnight Index Swaps
- Interbank Borrowing/Lending

⁸⁷ Metrobank subsidiaries and affiliates are not allowed to invest in Metrobank-issued LTNCDs

Policy on Insider Trading

Purpose

To guide officers/staff in handling material non-public information about the securities of companies within the Metrobank Group ("Metrobank Securities"), as well as the securities of their corporate clients and business partners ("Partner's Securities").

Scope

This policy applies to all Directors, SVPs, EVPs, SEVPs and all employees in Compliance, Institutional Accounting Division (IAD), Strategic Planning Division (SPD), Office of the Corporate Secretary (OCS), as well as their immediate family members residing with them in the same household as well as to corporations, other entities and funds subject to their influence or control who are considered to be Reporting Insiders.

Definition

1. **Metrobank Group** - Currently, the companies covered include Metrobank, Philippine Savings Bank and its subsidiaries, First Metro Investment Corporation and its subsidiaries, Metrobank Card Corporation and Orix Metro Leasing and Finance Corporation and its subsidiaries
2. **Insider** - While this Policy focuses on insider trading by directors and employees within the Metrobank Group, the broader definition of the term "insider" under the SRC includes any person with access to Material Nonpublic Information. Thus, even after the termination of the relationship with the covered company, the obligation of a former director or employee not to trade or tip on the basis of Material Nonpublic Information remains.
3. **Material Nonpublic Information** - Materials which have not been generally disclosed to the public and if disclosed, would likely affect the price of the securities whether positively or negatively

Policy Statements

1. Under the Securities Regulation Code, it is a crime for any director or employee within the Metrobank Group (Insider) who has access to material nonpublic information to do the following, whether directly or indirectly:
 - 1.1 Trade either in the Securities of Metrobank, PSBank Securities or any corporate client or business partner ("Partner");
 - 1.2 Communicate Material Nonpublic Information about the Securities of Metrobank or PSBank, or any Partner's Securities, to any person whom the director or employee has reason to believe will trade on those securities ("Tipping").

Disclosure of material nonpublic information about any of the companies within the Metrobank Group or any Partner shall be made on a need-to-know basis and in furtherance of a legitimate business purpose.

2. The following Reporting Insiders of listed companies within the Metrobank Group are required to report the aggregate number of listed shares (even if there is nothing to report/no shares held) beneficially owned by him and his Associates:

2.1 Reporting Insiders shall include:

2.1.1 Based on Rank

2.1.1.1 Directors

2.1.1.2 Officers who are at least Senior Vice President (SVP) in rank

2.1.2 Based on Function

All employees, regardless of rank, assigned to the following Covered units (or their equivalent within the listed company):

2.1.2.1 Controllership Group-Institutional Accounting Division (COG-IAD)

2.1.2.2 Compliance Division (Compliance)

2.1.2.3 Strategic Planning Division (SPD)

2.1.2.4 Office of the Corporate Secretary (CorpSec)

2.2 Associates of the Reporting Insiders shall include:

2.2.1 Immediate family members (i.e., spouse, 1st degree relatives and siblings) living with the Reporting Insider in the same household

2.2.2 Partnership where the Reporting Insider is a partner

2.2.3 Corporation that is more than 50% owned by the Reporting Insider

2.2.4 A trust account (e.g., IMA, Living Trust Account) where the Reporting Insider is a principal or trustor

2.2.5 Any person, natural or juridical, who has entered into a contract, arrangement or understanding with the Reporting Insider giving the latter the power to vote or to trade Metrobank shares beneficially owned by such person.

Human Resources Management Group (HRMG) shall maintain an updated list of Reporting Insiders and provide a copy to CorpSec (corpsec@metrobank.com.ph) and SPD - Investor Relations Department (SPD-IRD) (investor.relations@metrobank.com.ph) via email.

3. Initial Reporting of Beneficial Ownership of Securities

- 3.1 The following units shall advise the Reporting Insider on the requirement to submit the Initial Statement of Beneficial Ownership of Securities (SEC Form 23-A) (**see Exhibit A**) on or before the prescribed deadline below:

RESPONSIBLE UNIT WHO WILL ADVISE THE REPORTING INSIDER	PRESCRIBED DEADLINE FOR THE REPORTING INSIDER
CorpSec	On or before the next trading day from election as Director
HRMG	On or before the next trading day from approval of his hiring, appointment or promotion as SVP/EVP/SEVP On or before the next trading day from transfer of his assignment to COG-IAD/Compliance Division/SPD/ CorpSec

3.2 In case the Reporting Insider will be out of the country (whether on official or personal business) and will not be able to submit the SEC Form 23-A within the prescribed deadline, the Reporting Insider shall submit a signed and notarized SPA (**see Exhibit B**) to CorpSec (corpsec@metrobank.com.ph) at least two (2) banking days prior to the deadline above, and submit the original on the same day of execution.

The Attorney-in-Fact of the Reporting Insider shall accomplish the SEC Form 23-A and submit this to CorpSec following the prescribed deadline above.

3.3 For disclosure to PSE/reporting to SEC, the CorpSec shall report the trades/holdings of the following Reporting Insiders only:

- 3.3.1 Directors
- 3.3.2 All Officers who are at least SVP in rank
- 3.3.3 Head of SPD-Investor Relations Department
- 3.3.4 Head of Compliance Division
- 3.3.5 Corporate Secretary
- 3.3.6 Assistant Corporate Secretary

4. Reporting of Changes in Beneficial Ownership of Securities

4.1 In case of change in the beneficial ownership of Metrobank shares (e.g., sale, purchase, inheritance, transfer of residence, etc.) as reported under SEC Form 23-A, the Reporting Insider shall accomplish and submit a scanned copy of the Statement of Changes in Beneficial Ownership of Securities (SEC Form 23-B) (**see Exhibit C**) on the next trading day from the date of the change in the beneficial ownership. The original shall also be forwarded to CorpSec on the same day of execution (Mailing Code: 10300).

4.2 In case the Reporting Insider will be out of the country (whether on official or personal business) and will not be able to submit the SEC Form 23-B within the prescribed deadline, the Reporting Insider shall submit a signed and notarized SPA (**see Exhibit B**) to CorpSec (corpsec@metrobank.com.ph) at least two (2) banking days prior to the deadline above, and submit the original on the same day of execution.

The Attorney-in-Fact of the Reporting Insider shall accomplish the SEC Form 23-B and submit this to CorpSec following the prescribed deadline above.

4.3 For disclosure to PSE/reporting to SEC, the CorpSec shall report any change in the trades/holdings of the following Reporting Insiders only:

- 4.3.1 Directors
- 4.3.2 All Officers who are at least SVP in rank
- 4.3.3 Head of SPD-Investor Relations Department
- 4.3.4 Head of Compliance Division
- 4.3.5 Corporate Secretary
- 4.3.6 Assistant Corporate Secretary

5. Blackout Periods and Preclearance Trading Procedures

5.1 As a general rule, a Reporting Insider and his Associates shall not sell or buy Metrobank shares of stock during the period within which Material Nonpublic Information¹ is obtained and up to two (2) trading days after the Information is disclosed (i.e., Blackout Period).

¹ Materials which have not been generally disclosed to the public and if disclosed, would likely affect the price of the securities whether positively or negatively

The following Material Nonpublic Information will be governed by a more specific Blackout Period:

- 5.1.1 For the quarterly, annual and interim financial statements, the Blackout Period shall be seven (7) calendar days before and two (2) trading days after the disclosure of the financial statements.
- 5.1.2 For Material Nonpublic Information that requires board approval (e.g., cash dividend declaration, stock rights offering or any capital raising exercise, note issuance), the Blackout Period shall commence on the day of the Board approval and shall last for up to two (2) trading days from disclosure. The same principle shall apply to corporate exercises that specifically require stockholders' ratification, in which case, the Blackout Period shall commence on the day of the stockholders' approval and shall last for up to two (2) trading days from disclosure.
- 5.1.3 All other Material Nonpublic Information shall follow the general rule (i.e., Blackout Period shall commence on the day that the Material Nonpublic Information is known or obtained, and shall last up to two (2) trading days from disclosure).

All officers and employees involved in the abovementioned transactions shall maintain the level of confidentiality consistent with ethical standards and in compliance with the insider trading policy even prior to board approval.

- 5.2 The announcement of the specific dates covered by the Blackout Period shall be made by the Investor Relations Officer or any designated officer within the Strategic Planning Division. For guidance, especially on applying the materiality test, reference may be made to the Revised Disclosure Rules of the Philippine Stock Exchange.

6. Sanctions

Any monetary penalty arising from the delay (provided that the delay is due to the Reporting Insider) or inaccuracy in the disclosure to PSE/reporting to SEC shall be for the account of the concerned Reporting Insider.

Violation of the other provisions of this policy may subject the Reporting Insider to disciplinary action including termination from employment. This is in addition to the following:

- 6.1 significant fines and imprisonment
- 6.2 disqualification from serving as officers and directors of Metrobank, PSBank and other publicly-listed companies; and
- 6.3 irreparable damage to their personal and professional reputation.

Benefit

This shall ensure clear standards of conduct applicable to the directors and employees of companies within the Metrobank Group to the extent that they are considered insiders having access to material nonpublic information about the securities of companies within the Metrobank Group ("Metrobank Securities"), as well as the securities of their corporate clients and business partners ("Partner's Securities").

ANTI-BRIBERY AND CORRUPTION POLICY

- OBJECTIVE**
- To ensure compliance with laws and regulations against bribery and corruption as well as to outline principles for conducting business in accordance with the highest possible standards of ethics, honesty, accountability and good governance.
 - To mitigate reputational and legal risks that may arise from criminal or regulatory investigations.
- DEFINITION**
1. **Bribe** is an inducement, reward or object/item of value offered, promised, solicited or provided to influence the judgement or conduct of a person's relevant function in order to gain any commercial, contractual, regulatory or personal advantage.
 2. **Bribery** is the act of offering, promising, giving, accepting or soliciting of an advance, in any form, as an inducement for an action which is illegal or a breach of a person's fiduciary responsibilities⁸⁸.
 3. **Corruption** is the abuse of entrusted power for private gain including illegal activities such as but not limited to extortion, fraud, bribery, blackmail, nepotism, graft and embezzlements. It can be classified as grand, petty and political depending on the amounts of money lost⁸⁹.
 4. **Facilitation payments** are small and unofficial payments made to secure or expedite a routine government action by an official.
 5. **Kickback** is a method of bribery in which something of value is exchanged for a favorable decision⁹⁰.
 6. **Public Official** is any elected and appointed officials and employees, permanent or temporary, whether or not there is a compensation involved and regardless of the amount.
- POLICIES**
1. The Bank shall conduct its business in a legal, honest and ethical way and will not tolerate any form of bribery or corruption to obtain an unfair advantage. It shall not offer, pay or receive bribes directly or indirectly.
 2. All directors and employees of the Bank are prohibited from:
 - 2.1. Soliciting, arranging or accepting a bribe, facilitation payments and kickbacks for the benefit of the Bank, director or employee or for the benefit of his/her family, friends, associate or acquaintances
 - 2.2. Offering, promising or giving a bribe to public officials or other private individuals, directly or indirectly on behalf of the Bank

⁸⁸ Business Principles for Countering Bribery, Transparency International

⁸⁹ Transparency International

⁹⁰ Investinganswers.com

2.3. Abusing entrusted power and authority

3. All directors and employees of the Bank shall be familiar with and comply with the Anti-Bribery and Corruption Policy, Republic Act No. 3019 (re: Anti-Graft and Corrupt Practices Act) and all applicable anti-bribery and corruption laws and/or provision of laws that penalized the said or similar acts.
4. The Anti-Bribery and Corruption policy shall apply to dealings and transactions of the Bank, directors and employees, with its clients, service providers, counterparties and other third parties irrespective of jurisdiction or country.
5. No director or employee shall be sanctioned or admonished for refusing to pay a bribe or misuse entrusted power and authority regardless of the financial impact to the Bank. On the other hand, a breach to this policy shall result in sanctions, regardless of any benefit to the Bank that may have arisen as a result of the bribe or misuse of entrusted power and authority.
6. Any knowledge of bribery/corruption may be reported following existing guidelines under **MOPP Vol. 5, POL. 2301 (re: Whistle Blowing Policy)**.
7. Roles and Responsibilities

- 7.1. **The Board of Directors (BOD)** of the Bank shall be responsible for approving and ensuring adherence to the Anti-Bribery and Corruption Policy. The BOD shall ensure that an effective system of internal control and risk management is implemented to cover business transactions and dealings that may give rise to the risk of corruption and bribery.

The BOD shall also ensure that there is periodic assessment on bribery and corruption risks as part of the implementation of Anti-Bribery and Corruption Policy and effective monitoring.

- 7.2. **Human Resources Management Unit** of the Bank shall adhere to and promote compliance with the Anti-Bribery and Corruption Policy. It shall also consider and recommend changes to this policy, as necessary.
- 7.3. The **Audit Committee** on behalf of the BOD, shall ensure that the system of internal control is adequate to prevent the risk of corruption and bribery at the Bank. It shall also report findings to the BOD, as well as any recommendations for improvements to the Anti-Bribery and Corruption Policy.
- 7.4. The **Compliance Division** shall ensure consistency of the Anti-Bribery and Corruption Policy with the anti-bribery and corruption laws and regulations. It shall develop the detailed guidelines for employees to increase awareness and understanding of the Policy across all directors and employees of the Bank. It shall also report implementation of the Program to the Audit Committee.
- 7.5. All directors and employees of the Bank shall be responsible for complying with the established requirements of the Anti-Bribery and

Corruption Policy.

8. Books and Records

8.1. The Bank shall ensure that payments to Third Party Service Providers are properly documented and kept.

8.2. Directors and employees of the Bank shall ensure that all expense claims incurred shall be submitted in accordance with the expense policy of the Bank and specifically record the reason for the expenditure.

8.3. All accounts, invoices and other similar documents and records relating to dealing with Third Party Service Providers shall be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments.

Any falsification of commercial or similar records and any false representation are prohibited.

9. Training and Awareness

1. The Anti-Bribery and Corruption Policy shall be part of the onboarding process (e.g., New Employees Orientation) for all new employees of the Bank. All existing employees shall receive regular training on the implementation and adherence to the policy.

2. The Anti-Bribery and Corruption Policy shall be communicated to all the Directors, clients and third party service providers at the onset of the business relationship and as appropriate thereafter.

Advisers are individuals who possess specialized knowledge, skills, work experience and expertise and are engaged by the Bank to provide expert and professional advice and make non-binding recommendations to the Bank's Board of Directors, the President and Management with respect to matters within the areas of their experience and expertise.

An appointed adviser must be fit and proper for the position. In selecting, the following must be considered among others, by the Board: integrity/probity; physical/mental fitness; relevant education/financial literacy/training; possession of competencies relevant to the job, such as knowledge and experience, skills, diligence and independence of mind; sufficiency of time to fully carry out responsibilities; and recognized stature, influence and reputation in the banking community and/or other relevant field of expertise.

The role of an adviser shall be purely advisory. They are expected to enrich discussions by serving as trusted advisors and industry experts. Appointed advisers shall have no influence on the Board and the Bank and shall have no voting rights.

Advisers are appointed on an annual basis for a maximum of one year from the date of the appointment or longer as necessary. The Board shall have the authority, in its sole and absolute discretion, to remove any adviser in any time for any reason with or without cause.

The number of advisers to be appointed/re-appointed shall be at the discretion of the Board.

Group Supervision on Internal Audit

Purpose

To guide Internal Audit Group (IAG) in the review of significant audit observations of the Bank's subsidiaries/affiliates.

Scope

This policy applies to IAG.

Policy Statements

1. In compliance with Bangko Sentral ng Pilipinas (BSP) Circular No. 749 which provided guidelines for strengthening corporate governance in BSP-supervised financial institutions, the 'Group Supervisor' (GS) role for Internal Audit has been created in 2012 to assist the Board of Directors (BOD) in ensuring effective oversight over BSP-supervised financial subsidiaries and affiliates (FSAs) that belong to the Metrobank Group. Subsequently, BSP Circular No. 871 was issued to expand the coverage on Internal Audit Function in Group structures to promote strong control environments in BSP-supervised financial institutions. In view of the foregoing, the Metrobank Internal Audit Group (IAG) and the IAG Head (as the GS for Internal Audit) shall be responsible for the following:

- 1.1. Providing centralized internal audit function to the following offices/subsidiaries/associates:

- 1.1.1. Foreign Branches/Sub-branches (as allowed under host country's regulations)

- 1.1.1.1. Taipei Branch
- 1.1.1.2. Tokyo Branch
- 1.1.1.3. Osaka Sub-branch
- 1.1.1.4. Seoul Branch
- 1.1.1.5. Pusan Sub-branch
- 1.1.1.6. New York Branch (on limited basis; with co-sourced internal auditor)

- 1.1.2. Foreign Subsidiaries/Associates:

- 1.1.2.1. Metro Remittance (Hong Kong) Limited
- 1.1.2.2. Metrobank (Bahamas) Limited
- 1.1.2.3. Metro Remittance (USA), Inc.
- 1.1.2.4. Metro Remittance Singapore Pte. Ltd.
- 1.1.2.5. Metro Remittance Center, Inc. (USA)
- 1.1.2.6. MB Remittance Center (Hawaii), Ltd.
- 1.1.2.7. Metro Remittance (UK) Limited
- 1.1.2.8. Metro Remittance (Canada), Inc.
- 1.1.2.9. Metro Remittance (Japan) Co., Ltd.

- 1.1.3. Domestic Subsidiaries/Associates by virtue of Service Agreement

- 1.1.3.1. First Metro Investments Corporation
- 1.1.3.2. First Metro Securities Brokerage Corporation

- 1.1.3.3. First Metro Asset Management, Inc.
- 1.1.3.4. PBC Capital Investment Corporation
- 1.1.3.5. Orix Metro Leasing and Finance Corporation and Subsidiaries

For foreign branches, sub-branches, subsidiaries and affiliates, Metrobank-IAG shall report directly to Metrobank's BOD through the Audit Committee. For domestic subsidiaries/associates, Metrobank-IAG shall report directly to the subsidiary's/affiliate's Audit Committee.

- 1.2. Supervising the internal audit units (IAUs) of the following covered financial subsidiaries and co-sourced internal audit function of foreign branch:

- 1.2.1. Philippine Savings Bank (PS Bank)
- 1.2.2. Metrobank Card Corp. (MCC)
- 1.2.3. Metropolitan Bank (China) Limited, Inc. (MBCL)
- 1.2.4. Metrobank - New York Branch (MBNY)

- 2. Metrobank IAG-Audit Quality Assurance Department (AQUA) (for PSBank and MCC) and Subsidiaries and Associates Audit Division (SAAD) (for MBCL and MBNY) shall closely supervise the activities of IAUs/service provider as follows:

- 2.1. Reviewing and approving the following from the supervised IAUs/service provider:

- 2.1.1. Internal audit plans (including interim changes) and resources (including appropriate number of personnel to effectively implement and meet the audit plan);
- 2.1.2. Accomplishments against audit plan (**Exhibit A**); and
- 2.1.3. Other audit activities related to the conduct of the day-to-day operations of the IAU (e.g., IAU and Audit Committee charters, audit manuals, audit rating systems, outsourcing proposals)

The approval of the Metrobank IAG Head shall be secured prior to IAUs' presentation to their respective Audit Committees. This approval is recommendatory to the IAUs' appropriate approving authority (Audit Committee or Senior Management) to ensure IAUs' adherence to the International Standards for the Professional Practice of Internal Auditing (ISPPA), the Definition of Internal Auditing, and the Code of Ethics. The Metrobank IAG Head or its authorized representative may attend IAUs' Audit Committee meetings as deemed necessary.

- 2.2. Evaluating conformity of IAUs/service provider to the ISPPA, the Definition of Internal Auditing and the Code of Ethics standards through periodic assessments, and review of external quality assurance report, self-assessments/compliance self-testing reports, and reports of regulatory examination including tracking on the resolution of exceptions cited in said reports.
- 2.3. Reviewing on a quarterly basis, Summary of Significant Audit Findings (**Exhibit B**), and Monitoring/Aging of Audit Findings, Issue Resolution and Manpower Complement (**Exhibit C**) by the IAUs.
- 2.4. Providing inputs to the performance appraisal of IAU Heads.

3. The Audit Heads of the domestic FSAs shall continue to be responsible for the day-to-day operations of their units and remain to be accountable to their management. They shall also continue to functionally report directly to their respective Audit Committees, which are the ultimate source of their independence and authority, to achieve their necessary independence, objectivity and organizational stature. However, to ensure compliance to Group governance policies, practices, controls and structures, the Audit Heads of the FSAs shall also be accountable to the Metrobank IAG Head in addition to their Management and Board/Audit Committee.

Benefit

The prescribed guidelines shall promote consistency of audit activities across the Metrobank Group.

Group Supervision on Accounting and Financial Reporting

Purpose

To ensure compliance to group reportorial requirements for investee companies.

Scope

This policy applies to Metrobank Controller, Chief Finance Officers (CFOs)/Controllers/Accounting Heads of investee companies, Controllership Group - Institutional Accounting Division and Branch Operations Control Division-Overseas Operations Control Department, Domestic Subsidiaries Division, International Offices and Subsidiaries Group, and Equity Investments Department.

Definition of Terms

1. Investee companies - To include equity investments in subsidiaries, associates and joint ventures as defined by the accounting standards (for GAAP reporting) while equity investments in financial allied enterprises, non-financial allied enterprises and non-allied or non-related enterprises as defined by the Manual of Regulations for Banks by the Bangko Sentral ng Pilipinas (for BSP reporting)

Policy Statements

1. The Metrobank Controller shall act as the Group Financial Supervisor (GFS) responsible for:
 - 1.1. Ensuring relevance, reliability and comparability of information in the Metrobank Group (consolidated) financial statements.
 - 1.2. Ensuring the use of uniform accounting policies on Group-level financial reporting.
 - 1.3. Overseeing compliance of the Metrobank Group with the related applicable financial reporting and accounting standards (i.e., PFRS/GAAP for SEC reporting and RAP for BSP reporting).
 - 1.4. Reporting to senior management and/or Audit Committee of Metrobank any significant findings and issues of investee companies.
 - 1.5. Facilitating sharing and benchmarking of group-level best practices on financial reporting processes such as set up of reporting protocol, timing of submission of information and format of reports, among others.
 - 1.6. Ensuring that adequate and qualified resources are available to effectively implement and meet the approved governance policies, practices and systems.
 - 1.7. Conducting a periodic review of the investee companies' structures, controls, and activities to assess consistency with the BOD approved policies, practices and strategies.
 - 1.8. Monitoring submission and disclosure of required group information to the BSP, Securities and Exchange Commission (SEC), Philippine Stock Exchange, Inc. (PSE), and other regulatory agencies.

2. The Controllership/Accounting Heads of the investee companies shall continue to be responsible for the day-to-day operations of their units and remains to be accountable to their management. However, to ensure compliance to Group governance policies, practices, controls and structures, the Controllership/Accounting Heads of investee companies shall also be accountable to the Group Financial Supervision in addition to their management and Board.

Benefit

The guidelines shall facilitate communication across the Metrobank Group particularly on accounting and financial reporting.

(Supersedes ICC No. 008, 2018 issued on July 18, 2018)

To streamline the policies and procedures on the oversight functions of Compliance Division (CD) and Anti-Money Laundering Division (AML) on foreign branches and subsidiaries (both domestic and foreign) in compliance with the various requirements of Bangko Sentral ng Pilipinas (BSP).

1. The Metrobank Compliance Officer/AML Compliance Officer shall perform oversight functions over foreign branches and BSP-supervised subsidiaries (both domestic and foreign) and shall be responsible for:

1.1. Reviewing the following manuals/policies/reports to be submitted (if applicable) by the foreign branches and subsidiaries (both domestic and foreign) for purposes of determining whether the following are compliant with applicable Philippine regulations and aligned with Metrobank's compliance/governance framework/Anti-Money Laundering/Combating the Financing terrorism (AML-CFT) framework/policies:

Manuals/Policies/Reports	Frequency of Submission
Compliance Division	
a. Compliance Policy Manual (CPM)	Annually
b. Corporate Governance Manual (CGM)	
c. Related Party Transactions Policy	
d. On matters they have reported to their own Compliance Governance Committee, or equivalent, including status of unresolved compliance issues, results of regulatory examinations, etc. (as applicable)	Quarterly basis (end of April, July, October, January of each year) or as the need arises
e. Report of regulatory examination (host country regulator/BSP) including evaluation of replies (as applicable and to the extent allowed by all applicable laws and regulations, including those of host country)	10 days after receipt of the report
f. Updates/status on the resolutions of exceptions on item e. above and outstanding internal audit exceptions	Quarterly
g. Approved work plans (compliance-related) vs. accomplishments	Every end of January
h. Outstanding credit exposures to related parties	Monthly
i. Material non-credit related party transactions	Semi- annually
AML Division	
a. Money Laundering & Terrorist Financing Prevention Program (MTPP)	Every two (2) years
b. On AML/CFT related-matters they have reported to their own AML Committee, or equivalent, including status of unresolved AML compliance issues, results of regulatory examinations relative to AML compliance, etc. (as applicable and to the extent allowed	Quarterly basis (end of April, July, October, January of each year) or as the need arises

by all applicable laws and regulations, including those of host country)	
c. Report of regulatory examination (host country regulator/BSP) including evaluation of replies 9as applicable and to the extent allowed by all applicable laws and regulations, including those of host country)	10 days after receipt of the report

1.2 Reporting regularly to the Senior Management and/or Board of Directors through the Corporate Governance & Compensation Committee (CGCCOM), Related Party Transactions Committee (RPTC)/Related Party Transactions Management Committee (RPTMC), and Anti-Money Laundering Compliance Committee (AMLCC)/ Anti-Money Laundering Committee (AMLACOM) matters which include but not limited to the following:

1.2.1 Significant compliance issues with the foreign branches and subsidiaries;

1.2.2 Results of independent compliance testing

1.2.3 Material intra-group transactions and exposures within the Group

1.3 Providing open communication

The Metrobank Compliance Officer/AML Compliance Officer shall meet with the Compliance officers/AML Compliance officers (or their representatives) of the domestic subsidiaries shall meet on a quarterly basis or as the need arises and shall serve as the forum and avenue for:

1.3.1 Generating and sharing of information on relevant and recent regulatory issuances;

1.3.2 Discussing compliance and/or regulatory issues including corporate governance concerns affecting the Group as well as possible actions to address the same; and

1.3.3 Sharing and benchmarking of appropriate compliance and corporate governance best practices and policies.

1.4 Providing assistance and/or guidance in the fulfilment of regulatory requirements, as needed.

1.5 Reporting by Metrobank AML Compliance Officer of the required formal notification to the Bangko Sentral ng Pilipinas (BSP) when the host country, where foreign branches and subsidiaries are located, does not permit the proper implementation of Philippine AML laws and regulations, and application of additional measures or mitigating controls to manage the Money Laundering/Terrorist Financing risks.

2 The Compliance Officer/AML Compliance Officer of the foreign branches and subsidiaries (both domestic and foreign) shall be primarily responsible in ensuring alignment of their respective policies with the policies of the Parent Bank. They shall also be responsible for:

2.1 With respect to the management of compliance/AML risk exposures and performance of compliance/AML activities of their respective institutions and accountable to their own Management and Board. They shall functionally report directly to their respective Board-level Committees or Board;

- 2.2 Ensure, (1) that all compliance (both AML and non- AML) issues are duly and promptly resolved, (2) that all compliance findings/observations, including but not limited to those arising from regulatory examinations and audit (both internal and external) are promptly acted upon and properly addressed, and (3) that all these compliance issues, findings and observations, including the status/updates on the actions taken and resolution thereof, are reported to Compliance Officer/AML Compliance Officer of the Parent Bank in accordance with this policy.
- 2.3 Ensure submission of the manuals/policies/reports enumerated under Item 1.1 to the Parent Bank. For foreign branches/foreign subsidiaries, submission of reports shall be coursed through IOSG-IOSSD-CMD.
 - 2.3.1 That their CPM, CGM, MTPP Manual and RPT Policy are aligned with the Parent Bank's CPM, CGM, MTPP Manual and RPT Policy;
 - 2.3.2 That their CPM, CGM, MTPP Manual and RPT Policy are updated and compliant with all applicable laws, rules and regulation of the Philippines and the host country; and
 - 2.3.3 That, in case of newly issued laws, rules and/or regulations, their CPM, CGM, MTPP Manual and RPT Policy are (a) updated/revised to incorporate the requirements under the said laws, rules and regulation, and (b) the revised updated CPM, CGM and MTPP Manual are approved by the Board and/or other appropriate committees (as may be applicable), within the period required under the newly issued laws, rules and/or regulations.
- 2.4 Maintaining open communication with the Compliance Officer/AML Compliance Officer of the Parent Bank. The compliance officers/AML compliance officers (or their representatives) of the domestic subsidiaries shall attend and participate in the meetings called for by the Compliance Officer/AML Compliance Officer of the Parent Bank.
- 2.5 For requests for interpretation and/or advice on the implementation of Philippine regulations and relevant laws:
 - 2.5.1 Requests shall be coursed by foreign branches and foreign subsidiaries through IOSG-IOSSD Head via email. The IOSG-IOSSD Head shall immediately relay the request to either the Compliance Officer or the AML Compliance Officer of the Parent Bank, depending on the nature of the query, for disposition.
 - 2.5.2 Domestic subsidiaries may course their requests directly to the Compliance Officer or the AML Compliance Officer of the Parent Bank.
 - 2.5.3 Upon receipt of the request, the Compliance Officer/AML Compliance Officer may answer directly or assign the request to a designated CD/AMLD Officer for action.
 - 2.5.4 The assigned CD/ AMLD Officer shall send the reply to the concerned foreign branch/foreign subsidiary via email, copy furnished the Compliance Officer/ AML Compliance Officer and IOSG-IOSSD-CMD within five (5) banking days from receipt of request.
 - 2.5.5 If the request cannot be immediately resolved (e.g., there are issues requiring consultation with the concerned regulatory agency), the designated CD/ AMLD Officer

will provide updates to the requesting foreign branch/ subsidiary (both domestic and foreign) until the issue is resolved.

- 2.6. Implementation of the Parent Banks' MTPP, if foreign AML laws and regulations are less strict compared to Philippine AML laws and regulations, but only to the extent that the laws and regulations of the host countries of the foreign branches or subsidiaries permit.
3. The Compliance Officer/AML Compliance Officer or a designated CD/AML Officer may conduct on-site/off-site independent compliance testing in foreign branches to assess their level of compliance with the applicable Bank policies, procedures, rules and Philippine regulations which could have significant impact on operations, reports and host country regulations.

In conducting on-site/off-site independent compliance testing in foreign branches, the following shall be performed:

- 3.1 CD/AML shall determine foreign branches that will be subject to on-site/off-site independent testing.
- 3.2 CD/AML shall prepare a business plan indicating foreign branches that will be subject to independent compliance testing for a particular period. On-site independent compliance testing shall be subject to approval of the Management.
- 3.3 The Compliance Officer/AML Compliance Officer shall advise the compliance officers/AML compliance officers of foreign branches at least one (1) month prior to conduct of on-site independent compliance testing and at least 1 week for off-site testing.

Group Supervision on Risk Management**Purpose**

To guide Risk Management Group (RSK) in overseeing the systematic management of risks with the goal of achieving sustained benefits within each activity and across the group of activities for the Metrobank group.

Scope

This policy applies to RSK.

Policy Statements

1. Following the creation of the 'Group Supervisor' (GS) role to assist the Board of Directors (BOD) in ensuring effective oversight over BSP-supervised financial subsidiaries (FS) of the Metrobank Group, the Metrobank RSK Head shall be responsible for:
 - a. Leading the effort to standardize risk management tools, policies, processes, systems, and measurements across the Group to the extent possible, considering similarities and differences in business (e.g. structure of trading book limits; degree of desegregation of industry exposure limits; independent model validation practices, etc.), in coordination with the Risk Management Units (RMUs) of the FS.
 - b. Determining consistency of adoption by the FS of the Group-level risk management policies and standards.
 - c. Reviewing the risk management manual of the FS to ensure that these are aligned with the Parent risk management policies, practices and systems, whenever applicable.
 - d. Requiring submission of prescribed reports from the RMUs of the FS on risk exposures, breaches, asset and liability profiles, and other relevant reports for analysis and preparation of group-wide perspective reports. This should include quarterly review of Board reports to ensure relevant updating and proper escalation of issues.
 - e. Tracking and assessing the reports from the RMUs of the FS, and monitoring their risks and risk controls, to determine compliance to approved risk management policies, practices and systems on a quarterly basis or as needed.
 - f. Monitoring of the approved work plans of the RMUs of the FS against the accomplishments and available resources of the said RMUs.
 - g. Implementing sound and effective systems for generation and sharing of information within the Group, management of risks and effective supervision of the Group.
 - h. Reporting to senior management and/or the Risk Oversight Committee (ROC) of Metrobank any significant risk management related findings and issues of FS.

- i. Conducting a periodic formal review of the Group structure, controls and activities to assess consistency with the Board approved policies, practices and strategies. Further, to report the results of such assessment to the Board through the ROC.
2. The Risk Management Coordinating Council (RMCC) shall be the collegial venue to discuss, develop, and benchmark best practices on risk management policies and procedures. The RMCC shall discuss high-level risk management plans, address group-level risk management issues and programs, and harmonize group-level methodologies, work protocols, and implementation synergies for the benefit of the Metrobank Group.

*(Refer to **Exhibit A** for the details of the RMCC)*

3. The Risk Management Unit Heads of the FS shall continue to be responsible for the day-to-day operations of their units and remain to be accountable to their Board. They shall also continue to functionally report directly to their respective risk oversight committees, which are the ultimate source of their independence and authority, to achieve their necessary independence, objectivity and organizational stature. However, to ensure compliance with Group governance policies, practices, controls and structures, the Risk Management Unit Heads of the FS shall also be accountable to the Group Risk Supervisor in addition to their respective managements and Boards.

The RMU Heads shall also submit the following reports through Metrobank's Risk Management Coordinating Unit (RMCU) on a quarterly basis:

- Risk Metrics Master List **(Exhibit B)**
 - Risk Metrics Dashboard **(Exhibit C)**
 - Tools and Activities Master List **(Exhibit D)**
 - Tools and Activities Dashboard **(Exhibit E)**
 - BSP, internal and external audit findings and comments **(Exhibit F)**
4. The covered BSP-supervised FS shall include the following:
 - a. Philippine Savings Bank (PSBank)
 - b. First Metro Investment Corporation (FMIC)
 - c. Metrobank Card Corporation (MCC)
 - d. Orix Metro Leasing and Finance Corporation (OMLFC)
 - e. Metrobank (China) Limited, Inc. (MBCL)
 - f. Metrobank Bahamas

Benefit

The prescribed guidelines shall enhance synergy in the risk management policies of the Metrobank Group to ensure its effectiveness in meeting management and regulatory requirements.

Equity Investments by the Bank

Purpose

To guide selected Head Office (HO) units and committees in ensuring compliance with the guidelines prescribed by Bangko Sentral ng Pilipinas (BSP) for equity investments.

Scope

This policy applies to Overseas Banking Committee (OBCOM), Equity Investment Department (EID), Domestic Subsidiaries Division (DSD) and International Offices and Subsidiaries Group (IOSG).

Definition

Major investments are those investments in allied or non-allied undertakings including corporate affiliations or structures that give the Bank significant interest and/or control, such as stockholdings sufficient to elect one (1) member to the acquired entity's Board of Directors (BOD).

Policy Statements

1. The Bank may invest in the equity of any enterprise subject to the prescribed guidelines under Section X376 of the Manual of Regulations of Banks (MORB).

Any major investment by the Bank should be approved by the BOD. In acting on such investments, the Management and the BOD should consider the following:

- 1.1. Such investment must be in accordance with the Bank's business plan and management objectives, taking into consideration the economic developments and future prospects and interests of the Bank's different stakeholders (i.e., shareholders, depositors and creditors).
 - 1.2. Such investment will complement/support the Bank's main business. Extra caution should be taken when investing in activities where the Bank has no managerial or technical expertise or businesses/industries which are high-risk.
 - 1.3. An efficient and effective 'exit mechanism' or contingency plan in case the investee's operations fail or do not prosper, including those evaluated or recommended by an external consultant/third party.
2. The proponent unit shall pre-evaluate proposals for equity investments based on the above criteria. It shall also consider the following in preparing the contingency plan or exit mechanism:
 - 2.1. All possible exit strategies are evaluated to ensure that the entire value of the asset is derived.
 - 2.2. The most appropriate exit strategy is recommended (i.e., direct sale on the market, incorporation in the investment fund or both).

The proponent unit may contract an external consultant or third party to evaluate all possible exit mechanisms.

3. Proposals for equity investments shall be submitted by the proponent unit to the EID (for domestic)/ IOSG (for foreign) for evaluation.

EID/IOSG shall ensure that the proposed equity investment meets the following criteria, wherever applicable:

- 3.1. Proven track record of sound financial performance with stable and predictable earnings and cash flow
- 3.2. Positive growth outlook that can accelerate the Bank's growth
- 3.3. Strong market position or franchise value
- 3.4. Product or services lines may complement those of the Bank's
- 3.5. Investment provide multiple exit strategies
- 3.6. Company is led by a highly talented, committed and experienced management team
- 3.7. Such other relevant criteria as the Bank may require

4. EID/IOSG shall forward meritorious proposals to Compliance Division for verification if the parties in the proposed equity investment are related parties.

4.1. If upon verification by Compliance Division that parties involved are related parties:

4.1.1. EID/IOSG shall present meritorious proposals to the following for review:

Type of Equity Investment	Committee
For domestic corporations	Domestic Equity Investments Committee (DEI Committee)
For foreign corporations	OBCOM

4.1.2. After review, EID/IOSG shall present the proposal to the Related Party Transactions Committee (RPTC) for clearance.

4.1.3. Upon clearance by the RPTC, DEI Committee/OBCOM shall endorse the proposal to the BOD for approval.

4.2. If the parties involved are not related parties:

4.2.1. EID/IOSG shall present meritorious proposals to the DEI Committee/OBCOM for review.

4.2.2. Upon review, DEI Committee/OBCOM shall endorse the proposal to the BOD for approval.

5. EID or IOSG shall secure approval from regulating bodies (e.g., BSP, etc.), if necessary.
6. To monitor the performance of the equity investment companies, the net income results of the company versus budget shall be reported as follows:

Responsible Unit for Reporting	Committee to be Reported to	Frequency of Reporting
DSD	DEI Committee	As required by the committee
IOSG	OBCOM	

7. On a monthly basis, the Controller shall render a report on the level of compliance with the equity investment ceilings to the Management and the BOD and submit a copy of such report to the DEI Committee.

Benefit

The prescribed guidelines shall strengthen the risk management of the Bank's equity investments. This shall also ensure that the Bank's financial position is properly managed.