

SECURITIES AND EXCHANGE COMMISSION
SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended
May 30, 2024
2. SEC Identification Number
34001
3. BIR Tax Identification Number
000-708-174-000
4. Exact name of issuer as specified in its charter
BDO Unibank, Inc.
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
BDO Corporate Center, 7899 Makati Ave., Makati City
Postal Code
0726

8. Issuer's telephone number, including area code
(632)8840-7000 / 8702-6000
9. Former name, former address, and former fiscal year, if changed since last report
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The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



PSE Disclosure Form I-ACGR - Integrated Annual Corporate Governance Report
Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE
Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard

Description of the Disclosure

Ladies and Gentleman:

Please find attached the Integrated Annual Corporate Governance Report of BDO Unibank, Inc. for the year ended 2023.

Thank you.

Filed on behalf by:

Name	Elmer Serrano
Designation	Corporate Information Officer

COVER SHEET

SEC Registration Number

3 4 0 0 1

B D O U N I B A N K , I N C .
(Company's Full Name)

B D O T O W E R S V A L E R O

8 7 4 1 P A S E O D E R O X A S S A L C E D O

V I L L A G E M A K A T I C I T Y 1 2 2 6
(Business Address: No. Street/ City/ Town/ Province)

MARIA CARMELA M. GUERRERO

Contact Person

8840-7000/

Company Telephone Number

1 2 3 1
Month Day

(Fiscal Year)

2023 Integrated Annual Corporate
Governance Report (I-ACGR)

FORM TYPE

Any day in April of each
year, or if not
practicable, on such date
as may be fixed by the
Board of Directors

Month Day
(Annual Meeting)

Secondary License Type, If Applicable

CGFD
Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Domestic Foreign

To be accompanied by SEC Personnel concerned

File Number

Document ID

STAMPS

Remarks: Please use BLACK ink for scanning purposes.



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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. May 30, 2024

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Date of Report (Date of earliest event reported)

2. SEC Identification Number 34001 3. BIR Tax Identification No. 000-708-174-000

4. **BDO Unibank, Inc.**
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Exact name of issuer as specified in its charter

5. METRO MANILA
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Province, country or other jurisdiction of
incorporation

6. (SEC Use Only)
Industry Classification Code:

7. BDO Corporate Center, 7899 Makati Avenue,
Makati City, Philippines
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Address of principal office

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9. **N.A.**
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Former name or former address, if changed since last report

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<p>Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	<p>COMPLIANT</p>	<p>The Board is composed of eleven (11) members and aided by five (5) advisors. The present members of the Board have extensive experiences, both globally and locally, in banking, credit management, investment management, accounting and finance, insurance, legal management, business management, strategy formulation, bank regulations including anti-money laundering, information technology, sustainability, and risk management, including but not limited to the following risk areas: credit risk, liquidity risk, market risk, interest rate risk, operational risk, consumer protection risk, and environmental and social risks.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=24</p> <p>For the qualification standards, see Selection, Nomination and Election of Board Members on pages 6 to 7 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-</p>	

		manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=6	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT	<p>The BDO Board has a diverse and balanced composition.</p> <p>See Board Snapshot on page 24 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=24</p>	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	<p>There have been no changes in the personal circumstances of directors that would otherwise disqualify them to remain as Directors. Their individual profiles can be viewed on pages 34 to 39 in the Board of Directors section of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=34</p>	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	<p>The present composition of the Board exceeds the minimum regulatory standards which require that independent and non-executive directors account for the majority. Six (6) Independent and four (4) Non-Executive Directors of the Bank comprise 91% of the Board.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=34</p>	

		reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=24	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	<p>All directors are encouraged to participate in continuing education programs sponsored by the Bank to maintain a current and effective Board. An orientation program for first time directors for at least eight (8) hours is also provided. The training programs cover topics relevant in carrying out their duties and responsibilities as directors. All members of the Board of Directors are required to attend the annual corporate governance training, which runs for at least four (4) hours.</p> <p>See page 2, Section 1, Item 3 – Director Orientation and Continuing Education in the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=2</p>	
2. Company has an orientation program for first time directors.	COMPLIANT	<p>All new directors joining the Board are required to undergo an orientation program of at least eight (8) hours within three (3) months from date of election or appointment. This is intended to familiarize the new directors on their statutory/fiduciary roles and responsibilities in the Board and Committees, the Bank's strategic plans, enterprise risks, group structures, business activities, compliance programs, Code of Conduct and Business Ethics, Personal Trading Policy, and Corporate Governance Manual.</p> <p>See page 2, Section 1, Item 3 on Director Orientation and Continuing Education in the Revised Corporate Governance Manual.</p>	

		<p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=2</p> <p>The Bank's Director Orientation and Continuing Education Policy is also published on the corporate website and can be viewed at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Director%20Orientation%20Policy%202018.pdf</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>COMPLIANT</p>	<p>Directors of BDO Unibank complied with the annual corporate governance training requirement of four (4) hours in 2023. All incumbent directors of BDO Unibank, along with members of the Bank's senior management and key officers of entities in the BDO Group, attended its in-house corporate governance seminar held on August 2, 2023. Gartner, Inc., a global research and consulting firm, provided insights on global trends in banking technology and how BDO is fairing against these trends. They emphasized the importance of understanding the needs of customers through contextual engagement, as well as the increasing adoption of the "phygital (physical and digital) strategy" and generative artificial intelligence (AI) in enhancing customer experience, which are aligned with BDO's strategic plans. Boston Consulting Group (BCG), another global consulting firm, shared their insights about Generative AI and its disruptive impact in businesses. They examined the risks posed by generative AI and highlighted the crucial role of people in transforming the business.</p>	

		<p>Please see page 28 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=28</p>	
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Recommendation 1.4

<p>1. Board has a policy on board diversity.</p>	<p>COMPLIANT</p>	<p>The Bank's Board Diversity Policy sets out approaches to promote diversity in the membership of the Board of Directors of BDO Unibank, Inc (BDO). The Bank recognizes that diversity in skills, experience, gender, sexual orientation or preference, age, education, race, religion, business and other related expertise among its directors will foster critical discussion and promote balanced decision by the Board. It views diversity as an essential element in maintaining strong corporate governance through a strong and effective Board.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=25</p> <p>The Bank's Revised Board Diversity Policy is published on the corporate website and can be viewed at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Revised Board Diversity Policy final.pdf</p> <p>See also Board Snapshot on page 24 of the 2023 BDO Annual Report.</p>	
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		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=24	
Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>COMPLIANT</p>	<p>See page 2, Section 1, Item 4 on the Bank's Board Diversity provision as part of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=2</p> <p>Please also see the section on Revised Board Diversity Policy on the Bank's website:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Revised Board Diversity Policy final.pdf</p> <p>The present members of the Board have extensive experiences, both globally and locally, in banking, credit management, investment management, accounting and finance, insurance, legal management, business management, strategy formulation, bank regulations including anti-money laundering, information technology, sustainability, and risk management, including but not limited to the following risk areas: credit risk, liquidity risk, market risk, interest rate risk, operational risk, consumer protection risk, and environmental and social risks.</p>	

		<p>More than half of the board members have significant international education and/or work experiences, which bring global perspectives to the board. In 2023, an independent director, with extensive experience in the private and public sectors, including in the legal field, joined the Board, thus further enhancing diversity in the Bank's Board.</p> <p>See page 24 for Board Snapshot in the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=24</p>	
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Recommendation 1.5

<p>1. Board is assisted by a Corporate Secretary.</p>	<p>COMPLIANT</p>	<p>Atty. Edmundo L. Tan is the Corporate Secretary. See page 3, Section 1, Item 5 – Board Governance Framework (Independent Officers) in the Revised Corporate Governance Manual for his duties and functions.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=3</p> <p>See also page 39 of the 2023 BDO Annual Report for his qualifications.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=39</p>	
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2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	The Bank's Chief Compliance Officer is Atty. Federico P. Tancongo.	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	Atty. Edmundo L. Tan is not a member of the Board.	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Atty. Edmundo L. Tan attended the 2023 Corporate Governance Seminar held on October 16, 2023 by the Institute of Corporate Directors (ICD). See Annex A for the attached Certificate of Attendance of Atty. Edmundo L. Tan.	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	See Annex B for the scanned copy of transmittal memo to a director on the distribution of board meeting materials within five (5) business days before the scheduled meeting.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	<p>The Bank has a dedicated independent Compliance Officer functionally reporting to the Board Audit Committee. He is Atty. Federico P. Tancongo. See page 4 of the Revised Corporate Governance Manual for his duties and functions and pages 31 and 35 of the 2023 and 2024 BDO Definitive Information Statements, respectively, for his profile and qualifications.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=4</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2023/march/All%20Disclosures_BDO_D</p>	

		efinitive Information Statement 22March23%20(2).pdf#page=31 https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2024/march/Definitive Information Statement 2024ASM.pdf#page=35	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	Atty. Federico P. Tancongco is a Senior Vice President.	
3. Compliance Officer is not a member of the board.	COMPLIANT	Atty. Federico P. Tancongco is not a member of the Board.	
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	Atty. Federico P. Tancongco attended the 2023 BDO Annual Corporate Governance Seminar held on August 2, 2023. See Annex C for the attached Certificate of Attendance of Atty. Federico P. Tancongco.	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	In discharging their fiduciary duty, directors perform functions such as the review and guidance on corporate strategy, risk management policies and procedures, annual budgets and business plans and monitoring their implementation; the setting of financial objectives, monitoring implementation and corporate performance; and approving the issuance of capital stock distribution of dividends, strategic plans, major capital expenditures, acquisitions,	
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		<p>equity investments, fixed assets, mergers, joint ventures, divestments, and significant related party transactions.</p> <p>In 2023, the Board of Directors approved acts contained in page 26 of the 2023 BDO Annual Report. The acts of the Board pertaining to these items were properly and timely disclosed to the PSE after the Board meetings, as applicable.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=26</p>	
Recommendation 2.2			
<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>COMPLIANT</p>	<p>As provided in the Bank's Revised Corporate Governance Manual (see page 10, Item b (2) – Specific Duties and Responsibilities of the Board of Directors), the Bank's Board of Directors approves the Bank's strategic objectives and business plans.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=10</p> <p>The Board, being the highest governance body, is responsible for approving and updating the Bank's business objectives and strategies. Such are done during focused discussions in the strategic board meetings, in the regular board meetings and in the Annual Officers' Meeting, the latest of which was held on March 11, 2023.</p> <p>The Board actively engages in the affairs of the Bank and keeps up with material changes in the Bank's business and regulatory environment and</p>	

		<p>ensures that the Bank has beneficial influence on the economy. The Board also approves and oversees the implementation of policies governing major areas of the Bank's operations and holds special meetings to discuss strategic matters and critical concerns.</p> <p>See also page 26 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=26</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>COMPLIANT</p>	<p>The Board discusses and reviews the implementation of the Bank's business objectives and strategies during focused discussions in the strategic board meetings, in the regular board meetings when monthly results of operations and financial performance are presented by Management, and also in the Annual Officers' Meeting when the President reports to the key officers and with the Board the results of the Bank operations and financial performance, the latest of which was held on March 11, 2023.</p> <p>During the year, the Board approved, reviewed, and oversaw the Bank's financial budget and capital funding, business targets and strategies, quarterly declaration of dividends, and the release of the 2022 audited financial statements within 58 days from year end. Its oversight functions include the review of operational and financial performance of senior management and work of the various committees in accordance with their Terms of Reference. The Board also discussed macroeconomic outlook including the impact of the global inflation. It approved in 2023 the merger</p>	

		<p>of the Bank with SM Keppel Land, Inc., with BDO as surviving entity.</p> <p>The Board, through its Board Audit Committee, also reviews the Bank's capital and debt structure as presented in the annual audited financial statements and its corresponding notes, which present Bank's capital funds and deposit liabilities as financial highlights. The BAC also notes key financial performance indicators on profitability, margins and liquidity, cost efficiency, asset quality, and capital and leverage.</p> <p>The Board also oversaw matters related to sustainability. It approved the Bank's Environmental and Social Risk Management System (ESRMS) which guides BDO bankers to identify, assess, and manage E&S risks and opportunities associated with the Bank's credit, investments and administrative operations. The Board also approved the additional categories for the green, social, and blue finance and a new category on orange/gender financing in the Bank's Sustainable Finance Framework to broaden the projects eligible for sustainable finance. The Bank's Blue Bond issuance in May 2022 helped the Bank expand its Sustainable Finance Framework to include projects supporting the country's blue economy, while establishing a new asset class in the Philippine debt market. In the Blue Bond Impact Report released in December 2023, the proceeds from the issuance have been allocated to two water management companies for water conservation and one waste management company for water reuse and recycling, preventing the direct flow of wastewater to rivers and other bodies of water that eventually lead to the ocean.</p>	
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		<p>See also pages 26 to 27 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=26</p>	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>COMPLIANT</p>	<p>The Board periodically reviews the Bank's corporate mission and vision and ensures their continuous alignment with the Bank's strategic plans during focused discussions of strategic initiatives in the strategic board meetings, regular board meetings and in the Annual Officers' Meeting, the latest of which was held on March 11, 2023. The meeting was attended by the majority of the Board of Directors of the BDO Group, wherein the Bank's mission and vision statements were revisited versus the accomplishment of the strategic plans of the Bank.</p> <p>See page 26 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=26</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business</p>	<p>COMPLIANT</p>	<p>The strategy execution process is described in page 14 of the 2023 BDO Annual Report. It encompasses the focus areas of the Bank, its strategic initiatives and a diversified business model with products and services catering to the changing needs of Filipino customers.</p>	

environment, and culture.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=14	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>The Chairperson of the BDO Board of Directors since April 29, 1995 is Ms. Teresita T. Sy. See page 34 of the 2023 BDO Annual Report for her profile and qualifications.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=34</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	<p>Succession planning for the Board and senior management is an important part of the governance process. The Board, through the Corporate Governance Committee, reviews the succession framework/policy and leadership development plans for the Board and senior management. The Nominations Committee, on the other hand, leads the process for identifying and makes recommendations to the Board on, candidates for appointment as Directors of the bank as well as management positions requiring appointment by the Board, giving full consideration to succession planning and the leadership needs of the Bank. The Board also adopts a policy on retirement for directors and officers, as part of the succession plan, to promote dynamism.</p> <p>At the Board level, succession planning is always a conscious effort. The Board assesses every year the nominees for Board membership and the</p>	

		<p>remaining term of independent directors to allow sufficient time to scout for successors. The Board, through the Nominations Committee, shortlists the candidates nominated by the stockholders by pre-screening and checking the qualifications of candidates whose names are sourced from different sources including independent lists such as those from ICD, etc. Also, the Board has adopted the nine-year term limit of independent directors as a way to refresh the Board membership progressively and in an orderly manner.</p> <p>At the Management level, the implementation of succession planning in each business unit of BDO and its subsidiaries is driven by the respective group heads in partnership with Human Resources Group (HRG) and shall cover critical leadership or individual contributor roles to ensure business continuity. This is achieved through a systematic and integrated process in the identification, assessment, development and retention of talents.</p> <p>The Bank's Succession Planning Policy covers the steps involved in the (a) identification and development of talents, and (b) assessment and building of succession bench strength to ensure that potential successors are ready to transition to the next key leadership/position in the Bank.</p> <p>See page 29 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=29</p>	
2. Board adopts a policy on the retirement for	COMPLIANT	See Policy on Retirement of Directors.	

directors and key officers.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Policy%20on%20Retirement%20of%20directors.pdf	
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Recommendation 2.5

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	The Bank remuneration policy is geared towards attracting, retaining and motivating employees and members of the Board. See pages 29 to 30 of the 2023 BDO Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=29	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	All qualified employees may be entitled to an annual merit increase in salary, based on their performance for the immediately preceding year. This has a long-term and compounding effect to the fixed pay, which serves as basis for their retirement benefit. See page 29 of the 2023 BDO Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=29	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	The concerned directors are required to recuse in the deliberation.	

Optional: Recommendation 2.5

<p>1. Board approves the remuneration of senior executives.</p>	<p>COMPLIANT</p>	<p>There is a Board-approved remuneration policy for Senior Executives per Resolution No. 215-A-2022 dated December 3, 2022. See Annex D for the attached Secretary's Certificate.</p>	
<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>	<p>COMPLIANT</p>	<p>The measurable standards for each employee established by the Bank every year is the Key Result Areas (KRA) Plan. The KRA specifies the focus area of performance and the results expected that are aligned with the strategy of the Bank. The KRA Plan is the effective performance management framework adopted to ensure that individual performance is tracked versus standards set by Management and Board. The fulfillment of these standards is the basis on the yearly appraisal rating of employees.</p> <p>The remuneration framework for senior management includes fixed pay, bonus and the Employee Stock Option Plan (ESOP) as a long term incentive program. A claw back mechanism is in place, where the benefits and rights accruing from the ESOP can be revoked or forfeited, if the eligible employee is terminated from service for cause or in the event of imposition of an administrative or disciplinary sanction or penalty against the eligible employee at any time during and after the vesting period prior to exercise. It is linked to corporate and individual performance, based on an annual appraisal of senior management. See page 29 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=29</p>	

Recommendation 2.6

<p>1. Board has a formal and transparent board nomination and election policy.</p>	<p>COMPLIANT</p>	<p>The procedures for the nomination of directors are published in pages 23 to 26 and pages 25 to 28 of the 2023 and 2024 BDO Definitive Information Statements (DIS), respectively, while the election of directors are in pages 5 to 6 thereof.</p> <p><u>2023 DIS</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2023/march/All%20Disclosures_BDO_Definitive_Information_Statement_22March23%20(2).pdf#page=32</p> <p><u>2023 DIS</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2023/march/All%20Disclosures_BDO_Definitive_Information_Statement_22March23%20(2).pdf#page=14</p> <p><u>2024 DIS</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2024/march/Definitive_Information_Statement_2024ASM.pdf#page=35</p> <p><u>2024 DIS</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2024/march/Definitive_Information_Statement_2024ASM.pdf#page=15</p> <p>The policy for the selection, nomination and election of directors could be found on pages 6 to 7 of the Revised Corporate Governance Manual published on the BDO website.</p> <p><u>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-</u></p>	
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		manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=6 Please see page 33, Section 13 of the Revised Corporate Governance Manual – Promoting Shareholder Rights/Right to Nominate. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=33	
2. Board nomination and election policy is disclosed in the company’s Manual on Corporate Governance.	COMPLIANT	See pages 6 to 7, Section 2, Item 3 on Duties, Functions and Responsibilities of the Board (Selection, Nomination and Election of Board Members), and pages 18 to 19, Section 3, Item 5 – Board Committees (Nominations Committee), of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=6 https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=18	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	This is included in the procedures for nomination of directors on pages 23 to 26 and pages 25 to 28 of the 2023 and 2024 BDO Definitive Information Statements (DIS), respectively. See pages 6 to 7, Section 2, Item 3 – Duties, Functions and Responsibilities of the Board (Selection, Nomination	

		<p>and Election of Board Members) in the Revised Corporate Governance Manual.</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2023/march/All%20Disclosures_BDO_Definitive_Information_Statement_22March23%20(2).pdf#page=32</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2024/march/Definitive_Information_Statement_2024ASM.pdf#page=36</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=6</p>	
<p>4. Board nomination and election policy includes how the board shortlists candidates.</p>	<p>COMPLIANT</p>	<p>The Board assesses every year the nominees for Board membership and the remaining term of independent directors to allow sufficient time to scout for successors. The Board, through the Nominations Committee, shortlists the candidates nominated by the stockholders by pre-screening and checking the qualifications of candidates whose names are sourced from different sources including independent lists such as those from Institute of Corporate Directors (ICD), etc.</p> <p>See page 25 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=25</p>	

		<p>See also pages 6 to 7, Section 2, Item 3 – Duties, Functions and Responsibilities of the Board (Selection, Nomination and Election of Board Members) in the Revised Corporate Governance Manual and pages 23 to 26 and pages 25 to 28 of the 2023 and 2024 BDO Definitive Information Statements (DIS), respectively.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=6</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2023/march/All%20Disclosures_BDO_Definitive_Information_Statement_22March23%20(2).pdf#page=32</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2024/march/Definitive_Information_Statement_2024ASM.pdf#page=36</p>	
<p>5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	<p>COMPLIANT</p>	<p>The Nominations Committee leads in the process of identifying and evaluating nominees for directors. Using the Bank's Board Diversity Policy as primary reference, the Nominations Committee evaluates the balance of skills, knowledge and experience of the existing Board and the requirements of the Bank before the Annual Stockholders' Meeting. The result of the evaluation determines the role and key attributes an incoming director should have.</p> <p>See also pages 6 to 7, Section 2, Item 3 – Duties, Functions and Responsibilities of the Board</p>	

		<p>(Selection, Nomination and Election of Board Members), and pages 18 to 19, Section 3, Item 5 – Board Committees (Nominations Committee), in the Revised Corporate Governance Manual and page 25 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=6</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=18</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=25</p>	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	<p>See pages 6 to 7 on the Selection, Nomination and Election of Board Members in the Revised Corporate Governance Manual. This is handled by the Nominations Committee.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=6</p>	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of	COMPLIANT	<p>See pages 6 to 7 on the Selection, Nomination and Election of Board Members in the Revised Corporate Governance Manual.</p>	

<p>candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.</p>		<p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=6</p> <p>The Nominations Committee receives recommendations for potential candidates and uses, to the extent possible, external search firms or external databases, such as the member/fellow listings of the following: (a) a local non-profit organization dedicated in professionalizing practice of corporate directorship, (b) an organization committed to promoting management excellence, and (c) an organization of financial executives and practitioners, in selecting the pool of candidates for the new members of the Board, as done with the election of one (1) new independent director in 2023.</p>	
Recommendation 2.7			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>COMPLIANT</p>	<p>The Board has established policies and procedures on related party transactions (RPTs) in accordance with BSP and SEC regulations. These include definition of related parties, coverage of RPT policy, guidelines in ensuring arm's-length terms, identification and prevention of management potential or actual conflicts of interest, adoption of materiality thresholds, internal limits for individual and aggregate exposures, whistle-blowing mechanisms, and, restitution of losses and other remedies for abusive RPTs. See the BDO Group's Related Party Transactions Policy.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	

<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>COMPLIANT</p>	<p>Material related party transactions (RPT) are vetted and approved by the RPT Committee, composed of three (3) non-executive directors, two (2) of whom are independent directors including the Chairman. Related party transactions, whose value may exceed 10% of the Bank's total assets, require review of an external independent party to evaluate the fairness of its terms and conditions and approval of 2/3 vote of the Board, with at least a majority of the independent directors voting affirmatively.</p> <p>See Related Party Transactions Policy, which can be viewed at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>COMPLIANT</p>	<p>The Bank's Related Party Transactions Policy covers DOSRI, Subsidiaries, Affiliates, and Other Related Parties in compliance with BSP and SEC regulations.</p> <p>See Related Party Transactions Policy, which can be viewed at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
<p>Supplement to Recommendations 2.7</p>			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such</p>	<p>COMPLIANT</p>	<p>The revised RPT policy provides that transactions amounting to or exceeding 10% of BDO Unibank's total assets (singly or aggregated within a 12-month period) are required to be reported to the</p>	

<p>transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>		<p>Securities and Exchange Commission. This type of RPT must be approved by at least 2/3 vote of the Board of Directors, with at least a majority of the independent directors voting to approve the proposed transaction. In case a majority of the independent directors' vote is not secured, the material RPT may be ratified by the vote of the stockholders representing at least 2/3 of the outstanding capital stock.</p> <p>The Bank also defined a materiality threshold of Php 1 billion for credit transactions and Php 50 million for non-credit transactions. This type of material RPTs need to be endorsed by the Related Party Transactions Committee before they can be approved by the Board of Directors.</p> <p>See Related Party Transactions Policy, which can be viewed at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>COMPLIANT</p>	<p>The Bank strives to achieve the recommendation through its independent directors who are tasked to make an independent assessment of the Bank's RPTs to ensure that they are done at arm's length and not favorable to the Bank's related parties. This is demonstrated through the following:</p> <p>a. All material RPTs, following the SEC-prescribed materiality threshold of ten percent (10%) of the Bank's total assets based on the latest audited financial statement, shall be approved by at least 2/3 vote of the Board of Directors, with at least a majority of the</p>	

		<p>independent directors voting to approve the proposed transaction. In case the latter is not secured, the material RPT may be ratified by the vote of the stockholders representing at least 2/3 of the outstanding capital stock. See page 16 of the Bank's Related Party Transactions Policy.</p> <p>b. All material RPTs go through vetting of the Related Party Transactions Committee (RPTC), majority of which is composed of independent directors; and such transactions are endorsed to the Board for approval.</p> <p>In approving RPTs, independent directors of the Board are essentially acting on behalf of minority and/or non-related party shareholders as they do not represent the majority and/or related party shareholders.</p> <p>Further, during the Annual Stockholders' Meeting, material RPTs are presented together with the other acts of the Board for ratification by stockholders whereby effectively, the majority of non-related party shareholders are also included in the voting. Their corresponding votes will be counted and reflected in the voting tabulation. See page 8 of the minutes of the 2023 Annual Stockholders' Meeting where all significant related party transactions were ratified by the shareholders.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/2023 ASM Minutes Posted 27April23.pdf#page=8</p> <p>See pages 38 to 39 of 2024 BDO Definitive Information Statement:</p>	
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		https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information Statement 2024 ASM.pdf#page=45	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	COMPLIANT	<p>See pages 10 to 11, Item c. (Specific Duties and Responsibilities of the Board of Directors) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=11</p> <p>See page 26 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=26</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	COMPLIANT	<p>See page 10 to 11, Item c. (Specific Duties and Responsibilities of the Board of Directors) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=10</p> <p>The Board reviews Senior Management's performance as a whole against established criteria, for purposes of assessing its effectiveness</p>	

		<p>and as a tool in its efforts to enhance its structure, composition, and procedures.</p> <p>For the heads of control functions – Chief Internal Auditor, Chief Risk Officer, and Chief Compliance Officer – their annual performances are assessed by the Board-level Committees that oversee them. Their performances are measured against the regulatory expectations for their roles.</p> <p>See page 28 of the 2023 BDO Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=28</p>	
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>	<p>The Board approves and monitors appropriate key performance indicators for senior management, which are aligned with the Bank's strategic plan, and oversees management's conduct of the Bank's business and intervenes as needed.</p> <p>The Key Result Areas Plan (KRA) is the effective performance management framework adopted to ensure that individual performance is tracked versus standards set by Management and Board.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=28</p> <p>Also see pages 5 to 6 (Remuneration and Other Incentives of Directors and Senior Management) and page 18 (Compensation Committee) of the Revised Corporate Governance Manual.</p>	

		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=5 https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=18	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	<p>All employees are similarly assessed using the pre-defined KRA, which considers the employees' functions.</p> <p>See pages 5 to 6 (Remuneration and Other Incentives of Directors and Senior Management) and page 18 (Compensation Committee) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=5</p>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	<p>See Internal Control and Risk Management on pages 8 to 9 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=8</p> <p>The Board Audit Committee (BAC) also ensures that a review of the effectiveness of the Bank's</p>	

		<p>internal control, including financial, operational and compliance controls and risk management, is conducted annually. The result of the BAC's annual assessment is affirmed by the Bank's Corporate Governance Committee.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=43</p> <p>SEC Form 17-C (BDO – 2023 BAC Assessment):</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=bbb66af6060f8071abca0fa0c5b4e4d0</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>COMPLIANT</p>	<p>The Bank has a Conflict of Interest Policy which enjoins the directors and employees to act in a manner that will serve the best interest of BDO and its shareholders. This requires that all business decisions and actions must be aligned with the principles and values of BDO, and should not be driven by personal motivations or influenced by personal relationships which may interfere in the exercise of objective and independent judgment. Any financial and personal interest or benefit in any transaction involving BDO must be disclosed. When presented with a situation involving a potential conflict of interest, it is necessary to disclose the possible conflict in writing to the Supervising Officer, in case of officer or employee, or to the Board of Directors, in case of Director.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Conflict%20of%20Interest%20Policy.pdf</p>	

3. Board approves the Internal Audit Charter.	COMPLIANT	There is a Board-approved internal audit policy statement (audit charter) per Resolution No. 121-2023 dated June 24, 2023. See Annex E for the attached Secretary's Certificate.	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	<p>See Internal Control and Risk Management on pages 8 to 9 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=8</p> <p>The Risk Management Committee of the Board, as part of its duties and responsibilities, approves the enterprise risk management framework and written risk management plan developed by management, defining the policies, limits, and strategies for managing and controlling major risks of BDO. See Section III of its Terms of Reference.</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-eb430b9ff7</p> <p>(View PDF of its Terms of Reference) https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/RMC_TOR_July_29_2023.pdf</p> <p>As part of the enterprise-wide risk management framework, the Risk Management Group, which reports to the Risk Management Committee, is</p>	

		<p>mandated to adequately and consistently evaluate, manage, control, and monitor the overall risk profile of the Bank's activities across the different risk areas (i.e., credit risk, liquidity risk, market risk, interest rate risk in the banking book, operational risk including business continuity risk, IT risk, information security risk, and data privacy risk, as well as environmental & social risks) to optimize the risk-reward balance and maximize return on capital, in line with the Bank's risk management mission. The Risk Management Group also has the responsibility of recommending, to the appropriate body, risk policies across the full range of risks to which the Bank is exposed.</p> <p>See pages 15 to 16 of the 2023 BDO Annual Report (Risk Management).</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/quarterly-reports/2023/BDO%20Unibank%202023%20Annual%20Report.pdf#page=15</p>	
<p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>	<p>COMPLIANT</p>	<p>See enterprise risk management framework designed to enhance risk management through a holistic and integrated framework so that all material risks faced by the Bank are identified, measured, evaluated, mitigated, monitored and appropriately managed. See page 30 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=30</p>	
<p>Recommendation 2.12</p>			

<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p>	<p>COMPLIANT</p>	<p>See Board Charter published in the corporate website at:</p> <p>https://www.bdo.com.ph/sites/default/files/pdf/BOARD%20CHARTER.pdf</p> <p>Also, see page 9 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=9</p>	
<p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p>	<p>COMPLIANT</p>	<p>The Bank's Revised Corporate Governance Manual serves as the Board Charter. It clearly states the roles, responsibilities, structure, and powers of the Board of Directors, subject to the provisions of the Revised Corporation Code, BDO's Articles of Incorporation and By-Laws, other applicable laws or regulations, corporate governance best practices, and policies of the Bank.</p> <p>See pages 5 to 20 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=5</p>	
<p>3. Board Charter is publicly available and posted on the company's website.</p>	<p>COMPLIANT</p>	<p>The Bank's Revised Corporate Governance Manual serves as the Board's Charter. It is publicly available through the corporate website.</p>	

		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf https://www.bdo.com.ph/sites/default/files/pdf/BOARD%20CHARTER.pdf	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	<p>See Personal Trading Policy published on the corporate website at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/PERSONAL%20TRADING%20POLICY.pdf</p> <p>The policy includes a trading blackout period imposed on directors and employees of the Bank when material, non-public, and price-sensitive information is disclosed to the public. In 2023, eight (8) trading blackout notices were issued.</p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	COMPLIANT	<p>This is covered in the Related Party Transactions Policy published on the corporate website at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	<p>The types of decision requiring board approval:</p> <ul style="list-style-type: none"> • Corporate strategy, risk management policies and procedures, governance policies and practices, annual budgets and business plans, annual and interim financial statements, key 	

		<p>operational initiatives, selection of CEO, the hiring, resignations and promotions of senior officers, succession planning, remuneration and nomination of directors.</p> <ul style="list-style-type: none"> • Issuance of capital stocks, distribution of dividends, strategic plans, major capital expenditures, amendments of Articles of Incorporation and By-Laws, acquisitions, equity investments, fixed assets, mergers, joint ventures, divestments, and significant related party transactions <p>See pages 9 to 20 for the Duties & Responsibilities of the Board of Directors in the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=9</p>	
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>The Board has established nine (9) committees to assist in the performance of its roles and functions. See Section 3 (Establishing Board Committees) on pages 16 to 20 of the Revised Corporate Governance Manual. In some Board-level committees, advisor appointments are made from among the members of the Board who may provide counsel or insights in recognition of their expertise in relevant fields.</p>	
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		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=16	
Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>COMPLIANT</p>	<p>The Board Audit Committee was established by the Board of Directors to provide oversight on BDO's financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable rules and regulation.</p> <p>See Terms of Reference of the Board Audit Committee.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/BAC_TOR_May_27_2023.pdf</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-410bbad834 (View PDF of its Terms of Reference)</p> <p>See Board Audit Committee on pages 17 to 18 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=17</p> <p>See External Audit on page 17 of the Revised Corporate Governance Manual.</p>	

		<p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=17</p> <p>See Strengthening the External Auditor's Independence and Improving Audit Quality on page 29 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=29</p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	<p>The Board Audit Committee is composed of three (3) non-executive directors, two (2) of whom are Independent Directors including the Chairman. See pages 43 to 45 of the 2023 BDO Annual Report on the Board Audit Committee composition and pages 36 to 38 on their qualifications.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=43</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=36</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of	COMPLIANT	<p>See pages 43 to 45 of the 2023 BDO Annual Report on the Board Audit Committee composition and pages 36 to 38 on their qualifications.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-</p>	

accounting, auditing and finance.		secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=43 https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=36	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	<p>The Chairman of the Board Audit Committee is Mr. Vicente S. Pérez, Jr., an Independent Director. He is not a Chairman of any other Board-level Committees. See pages 42 to 52 of the 2023 BDO Annual Report and page 18 of the Revised Corporate Governance Manual.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=42</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=18</p>	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	<p>All services, audit and non-audit, provided by the External Auditor are required to be approved by the Board Audit Committee. See External Audit and Strengthening the External Auditor's Independence on pages 17 and 29, respectively, of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=17</p>	

		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=29	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	<p>This is being done in the Executive Session of the Independent and Non-Executive Directors (INED) without the presence of management or any executive director. In 2023, there were three (3) sessions of the INEDs with the External Auditor. See page 31 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=31</p>	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	<p>In 2023, the Board Audit Committee held 12 meetings. See page 43 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=43</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	<p>This is part of the Terms of Reference of the Board Audit Committee.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/BAC_TOR_May_27_2023.pdf</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-</p>	

		<p>structure#faqaccordion-e86d191a43-item-410bbad834 (View PDF of its Terms of Reference)</p> <p>See Internal Audit Division on page 17 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=17</p>	
Recommendation 3.3			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>COMPLIANT</p>	<p>See page 18 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=18</p> <p>The function of identifying the quality of directors is vested on the Nominations Committee, which is a separate and distinct committee. The Board also constituted a Compensation Committee, which performs oversight on the remuneration policies of the BDO Group. The Compensation Committee is composed of three (3) non-executive directors, two (2) of whom are independent directors.</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-1bef815625-item-04552fb083</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-</p>	

		secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=50 https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=51	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	<p>The Corporate Governance Committee is composed of four (4) members, all of whom are Independent Directors including the Chairperson. See page 45 of the 2023 Annual Report on membership composition, pages 36 to 37 on the qualifications of the members.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=45</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=36</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	<p>The Chairman of the Corporate Governance Committee from April 22, 2022 to April 19, 2023 was Mr. George T. Barcelon, an Independent Director. He was replaced by Senior Associate Justice Estela P. Bernabe (Ret.), also an Independent Director, on April 19, 2023. See page 45 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=45</p>	

Optional: Recommendation 3.3.

<p>1. Corporate Governance Committee meets at least twice during the year.</p>	<p>COMPLIANT</p>	<p>In 2023, the Corporate Governance Committee held seven (7) meetings. See page 45 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=45</p>	
<p>Recommendation 3.4</p>			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	<p>COMPLIANT</p>	<p>The Risk Management Committee was established by the Board to oversee the enterprise risk management program of BDO, including its Trust department.</p> <p>See Terms of Reference of the Risk Management Committee.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/RMC_TOR_July_29_2023.pdf</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-eb430b9ff7 (View PDF of its Terms of Reference)</p> <p>See Risk Management Committee on page 19 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=19</p>	

<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>COMPLIANT</p>	<p>The Risk Management Committee is composed of three (3) members, two (2) of whom are Independent Directors, including the Chairman; and one (1) Non-Executive Director. See page 48 of the 2023 BDO Annual Report for the membership composition and pages 34 to 36, and 39 for the members' qualifications.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=34</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=39</p>	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>The Chairman of the Risk Management Committee is Mr. Vipul Bhagat, an Independent Director. See page 36 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=36</p> <p>Mr. Bhagat is neither the Chairman of the Board nor of any other board-level committee.</p>	
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>COMPLIANT</p>	<p>See page 48 of the 2023 BDO Annual Report for the members of the Risk Management Committee. All three (3) members are seasoned bankers with extensive international and local banking experience. See pages 34 to 36, and 39 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-</p>	

		secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=34 https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=39	
Recommendation 3.5			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>COMPLIANT</p>	<p>The Related Party Transactions Committee was established by the Board to assist in overseeing the conduct of all Related Party Transactions in accordance with regulatory requirements, standards and practices. It reviews all material related party transactions to ensure that they are conducted at arm's length to protect the Bank, its clients and stakeholders from abuses.</p> <p>See Terms of Reference of the Related Party Transactions Committee.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/pdf/board-committee/RPTC_TOR_June_24_2023.pdf</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-aaa8f5983e (View PDF of its Terms of Reference)</p> <p>See Related Party Transactions Committee on pages 19 to 20 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-</p>	

		manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=19	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	COMPLIANT	<p>The Related Party Transactions Committee is composed of three (3) non-executive directors, two (2) of whom are Independent Directors including the Chairman. See page 52 of the 2023 BDO Annual Report on the membership composition and pages 35, 36 and 38 on their qualifications.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=52</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=35</p>	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	<p>Each committee has its own Terms of Reference that clearly defines its composition, duties and responsibilities, which is approved by the Board.</p> <p>These are published on the Bank's website at:</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-1bef815625-item-04552fb083 (View PDF of the Terms of Reference of each Board Committee)</p>	
2. Committee Charters provide standards for evaluating the	COMPLIANT	These are included in the Terms of Reference of each committee.	

performance of the Committees.		https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-1bef815625-item-04552fb083 (View PDF of the Terms of Reference of each Board Committee)	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	These are published on the Bank's website at: https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-1bef815625-item-04552fb083 (View PDF of the Terms of Reference of each Board Committee)	

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors 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 of the Commission.	COMPLIANT	See disclosure on the attendance and participation of directors in Board meetings, which can be viewed in page 25 of the 2023 BDO Annual Report: https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=25 The attendance of the directors in the Board-level Committee meetings may be found in pages 42 to 52 of the 2023 BDO Annual Report, while their attendance at shareholders' meetings can be seen in the Minutes. The Chairperson of the Board and all Chairpersons of the Board-level Committees, together with all the directors and the	
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		<p>President & CEO, attended the 2023 Annual Stockholders' Meeting.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=42</p> <p>See page 21 (Board Meetings – Notice, Agenda and Materials) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=21</p> <p>BDO follows procedures set by SEC and BSP on tele/videoconferencing of board and/or board-level committee meetings.</p> <p>The Terms of Reference of BDO Board-level Committees can be viewed at:</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-1bef815625-item-04552fb083</p> <p>(View PDF of the Terms of Reference of each Board Committee)</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>Materials for Board meetings are required to be sent out to the directors five (5) days ahead of the meeting to enable the directors to prepare diligently for the meetings to evaluate and add value to the items presented, actively participate and contribute meaningfully to the discussions of the Board. Materials on significant events</p>	

		<p>occurring after the initial release of board materials are distributed prior to the meeting to accommodate client requirements and to fully inform the relevant Board-level Committees and Board of such events. See Board and Committee meetings on page 21 (Board Meetings – Notice, Agenda and Materials) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=21</p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>The directors are expected to prepare diligently for the meetings to evaluate and add value to the items presented, actively participate and contribute meaningfully to the discussions of the Board. See Board and Committee Meetings on page 20 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=20</p>	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge	COMPLIANT	<p>This is part of the Interlocking Positions/ Multiple Board Seats Policy on pages 21 to 22 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=21</p>	

<p>Management's proposals/views, and oversee the long-term strategy of the company.</p>		<p>See pages 34 to 39 of the 2023 BDO Annual Report for the list of directorships in PLCs and non-PLCs of the members of the BDO Board. No director serves as such in more than five (5) PLCs.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=34</p>	
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>COMPLIANT</p>	<p>This is part of the Interlocking Positions/ Multiple Board Seats Policy on pages 21 to 22 of the Revised Corporate Governance Manual, which was approved by the Board. Prior to acceptance of directors of interlocking directorship/officership positions in other entities, approval from the Bank's Nominations Committee shall be obtained.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=21</p>	
Optional: Principle 4			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>	<p>COMPLIANT</p>	<p>Yes. The Bank's sole executive director, Nestor V. Tan (President & CEO), does not have any directorships in listed companies outside the BDO Group.</p> <p>See his profile in page 34 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=34</p>	

<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	<p>COMPLIANT</p>	<p>Schedule of regular board meetings for the coming year is set in advance before the start of the new calendar year and published in the Board Calendar of Activities, for the information and guidance of all directors and advisors. See Board Meetings-Frequency on page 20 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=20</p>	
<p>3. Board of directors meets at least six times during the year.</p>	<p>COMPLIANT</p>	<p>In 2023, the BDO Board of Directors met 13 times. See 2023 Board Meetings on page 25 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=25</p>	
<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>COMPLIANT</p>	<p>At least two-thirds (2/3) of the Directors shall constitute a quorum at any Board meeting for the transaction of any business. Unless there be quorum at any meeting, no business may be transacted. Every decision of at least two-thirds (2/3) of such quorum duly assembled as a Board on any question or matter submitted to the Board of Directors shall be valid as a corporate act.</p> <p>See Bank's Amended By-Laws.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf</p>	

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>COMPLIANT</p>	<p>Six (6) of 11 Board seats are occupied by independent directors, which goes beyond the 1/3 minimum requirement of the Bangko Sentral ng Pilipinas (BSP) and the Securities and Exchange Commission (SEC).</p> <p>See Board Composition on page 24 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=24</p>	
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Recommendation 5.2

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>COMPLIANT</p>	<p>See Profiles of the Independent Directors on pages 35 to 37 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=35</p>	
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Supplement to Recommendation 5.2

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>COMPLIANT</p>	<p>The Bank has no voting trust agreements and restrictions in the By-Laws that constrain the directors' ability to vote independently.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf</p>	
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Recommendation 5.3

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>COMPLIANT</p>	<p>An independent director of the bank may only serve as such for a total cumulative tenure of nine (9) years after which, the independent director shall be perpetually barred from re-election as such in the Bank, but may continue to qualify for nomination and re-election as a regular director.</p> <p>See Tenure/Term Limits of Independent Directors on page 23 of the Revised Corporate Governance Manual and page 29 of the 2023 Annual Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=23</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=29</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>COMPLIANT</p>	<p>All independent directors of the Bank have not served in such capacity for more than nine years.</p> <p>See Tenure/Term Limits of Independent Directors on page 23 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=23</p>	
<p>3. In the instance that the company retains an independent director in the same</p>	<p>COMPLIANT</p>	<p>All independent directors of the Bank have not served in such capacity for more than nine years.</p>	

<p>capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>		<p>See Tenure/Term Limits of Independent Directors on page 23 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=23</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>COMPLIANT</p>	<p>The Chairperson of the Board is Ms. Teresita T. Sy. The President & CEO is Mr. Nestor V. Tan.</p> <p>See page 34 of the 2023 BDO Annual Report for their profiles.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=34</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>COMPLIANT</p>	<p>Their roles are separate and distinct from each other, to achieve a balance of authority, clear accountability, and better capacity for independent decision making. See the roles and responsibilities of the Chairperson of the Board of Directors and the Chief Executive Officer (CEO) on pages 23 to 25 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=23</p> <p>See page 34 of the 2023 BDO Annual Report for their profiles.</p>	

		https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=34	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	COMPLIANT	<p>The Chairperson of the Board is a Non-Executive Director as prescribed by the BSP. The Bank has a Lead Independent Director (Mr. Dioscoro I. Ramos) who was appointed by the Board from amongst the Independent Directors. See his functions on page 25 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=25</p> <p>See page 34 of the 2023 BDO Annual Report for his profile.</p> <p>https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=34</p>	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	<p>The Related Party Transactions Policy of the Bank requires any member of the reviewing committee or the Board who has a potential interest in any proposed related party transaction to abstain from the discussion or deliberation.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	

Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	<p>In 2023, there were three (3) sessions of Independent and Non-Executive Directors with the External Auditor, Chief Risk Officer, Chief Compliance Officer, and Chief Internal Auditor without the presence of management or any bank executive director. See page 31 of the 2023 BDO Annual Report</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=31</p>	
2. The meetings are chaired by the lead independent director.	COMPLIANT	<p>Mr. Dioscoro I. Ramos (current Lead Independent Director) chaired these meetings. See page 35 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=35</p>	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	<p>Mr. Nestor V. Tan has been the Bank's President & CEO since 1998, including the last two (2) years. There is no Board member who is a former Chief Executive Officer of the Bank.</p> <p>See pages 34 to 39 of the 2023 BDO Annual Report for the profiles of all directors.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=34</p>	

Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

<p>1. Board conducts an annual self-assessment of its performance as a whole.</p>	<p>COMPLIANT</p>	<p>A yearly self-assessment is conducted focusing on the performance of the Board, Directors, Committees and senior management, through the Corporate Governance Committee, using an approved set of questionnaires. The Bank reappointed PwC as external facilitator for the 2022 Board Effectiveness Evaluation (BEE). PwC facilitated a peer and self-evaluation process on the Board, Board-level Committees, and individual directors, with additional insights from selected senior management officers. See page 27 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=27</p>	
<p>2. The Chairman conducts a self-assessment of his performance.</p>	<p>COMPLIANT</p>	<p>Yes, this is part of the yearly Board Self-Assessment.</p> <p>See page 27 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=27</p>	
<p>3. The individual members conduct a self-assessment of their performance.</p>	<p>COMPLIANT</p>	<p>Yes, this is part of the yearly Board Self-Assessment.</p> <p>See page 27 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=27</p>	

4. Each committee conducts a self-assessment of its performance.	COMPLIANT	<p>Yes, this is part of the yearly Board Self-Assessment.</p> <p>See page 27 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=27</p>	
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	<p>The assessment is facilitated by an external firm annually more than the regulatory requirement of every three (3) years. In 2023, the Corporate Governance Committee endorsed to the Board the continuous engagement of the services of PwC as external facilitator for its yearly self-assessment. To the Committee, engaging an independent party every year, rather than every three years as recommended by the Securities and Exchange Commission, provides more governance inputs to the Board and allows comparability and continuity.</p> <p>See page 27 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=27</p>	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	<p>The Board recognizes the importance and benefits of conducting annual self-assessment to determine its effectiveness. The Board, through the Corporate Governance Committee, undertakes the evaluation of its performance as a collective body, its Committees including the performance of the Chairperson, its individual directors, and the Bank's Chief Executive Officer and senior management, to determine whether they are functioning effectively, pinpoint areas for improvement and</p>	

		<p>assess whether they possess the right mix of backgrounds and skills/competencies. The Corporate Governance Committee reports the results of the self-assessment to the Board.</p> <p>A Director Peer Evaluation is also conducted annually. Each director is requested to rate his/her colleagues on the Board using a prescribed questionnaire.</p> <p>https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=27</p>	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	<p>The result of the yearly self-assessment is published either in the Annual Report which is distributed to the shareholders and/or posted on the Bank's website, thus allowing them to comment on the information published.</p> <p>https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=27</p>	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and	COMPLIANT	<p>The Bank's Code of Conduct and Business Ethics (the Code) outlines the principles and policies that govern the activities of the institution and sets forth the rules of conduct in the work place and the standards of behavior of its directors, officers and employees in their activities and relationship with external stakeholders.</p>	

<p>unacceptable conduct and practices in internal and external dealings of the company.</p>		<p>The Revised Code of Business Conduct and Ethics is published on the corporate website at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>COMPLIANT</p>	<p>The Human Resources Group and the Office of the Corporate Secretary are responsible for overseeing the implementation of the Code by directors and employees across the BDO Unibank Group. All directors and employees were required to sign the Acknowledgment Receipt Form to document that they have read and understood the provisions of the Code. See page 7 of the Code – Responsibility for Implementation.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>COMPLIANT</p>	<p>The Revised Code of Business Conduct and Ethics is published on the corporate website at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf</p>	
<p>Supplement to Recommendation 7.1</p>			
<p>1. Company has clear and stringent policies and procedures on</p>	<p>COMPLIANT</p>	<p>See page 3, Item 6 – Acceptance/Solicitation of Gifts, Bribery and Corruption under Observance of Standards of Conduct for Individuals of the Revised</p>	

<p>curbing and penalizing company involvement in offering, paying and receiving bribes.</p>		<p>Code of Business Conduct and Ethics. Likewise, the institution commits to comply with anti-corruption and bribery laws in all jurisdictions where it operates.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf</p>	
Recommendation 7.2			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>COMPLIANT</p>	<p>All directors and employees are required to acknowledge that they have read and understood the Code stipulating their compliance with the standards and policies set forth therein.</p> <p>The Code applies at all times to all members of the Board of Directors and BDO Unibank Group employees in their dealings with clients, business partners and service providers. See page 1 of the Code – Applicability of the Code and Commitment to the Code.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf#page=1</p>	
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>COMPLIANT</p>	<p>See page 7 of the Code – Responsibility for Implementation, and Approval and Disclosure.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf#page=7</p>	

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that give a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>COMPLIANT</p>	<p>BDO is fully committed to provide its investors and other stakeholders' full transparency and timely information disclosure through filing with the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE). To ensure an even wider access by the investors and the public, these disclosures and other corporate information are also uploaded in the Bank's official website www.bdo.com.ph (See "Investor Relations" and "Corporate Governance"). The details of established corporate governance policies are found in the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf</p> <p>See pages 27 to 29, Section 8 – Enhancing Company Disclosure Policies and Procedures of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=27</p>	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements,</p>	<p>COMPLIANT</p>	<p>As a policy, audited financial statements are released not later than 60 days after the close of the financial year, following the global corporate governance standards espoused by the ASEAN Corporate Governance Scorecard (ACGS). The</p>	
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<p>and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>		<p>2023 Audited Financial Statements were disclosed to the PSE on 26 February 2024, which is 57 days from 31 December 2023.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=957631a7e6a78a73abca0fa0c5b4e4d0</p> <p>The interim financial reports for 1st, 2nd and 3rd quarters of 2023 were disclosed to the PSE 18 (18 April 2023), 31 (31 July 2023), and 25 (25 October 2023) days after the end of each quarter, respectively.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=277b856b2f3e45159e4dc6f6c9b65995</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=15a348f449ee8d279e4dc6f6c9b65995</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=8d456f12f5d7b9bb9e4dc6f6c9b65995</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall</p>	<p>COMPLIANT</p>	<p>1. The principal risk to minority shareholders could arise from Related Party Transactions. However, because all RPTs are done on an arms' length basis and are compliant with BSP regulations, this risk is properly managed and controlled. For material RPTs, the Related Party Transactions Committee reviews the transactions to ensure that there is no preferential treatment and that these are done at arm's length before endorsing the same to the Board for approval. See the accomplishments of the Related Party Transactions Committee in the 2023 BDO Annual Report (page 52).</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=52</p>	

equity position in the company.		<p>2. See page 33 of the 2023 BDO Annual Report showing the company's major stockholders.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023 Annual Report.pdf#page=33</p> <p>3. See pages 98 to 102, Part II, Item 5, Section 2 (Holders of Securities) in the SEC Form 17-A (BDO Annual Report).</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf#page=99</p> <p>4. No imbalances exist.</p>	
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Recommendation 8.2

1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	<p>See page 1 – Applicability of the Personal Trading Policy to all directors, officers and employees of BDO Unibank, Inc. and its subsidiaries which is published on the corporate website at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/PERSONAL%20TRADING%20POLICY.pdf</p> <p>The policy includes a trading blackout period imposed on directors and employees of the Bank when material, non-public, and price-sensitive information is disclosed to the public. In 2023, eight (8) trading blackout notices were issued.</p>	
2. Company has a policy requiring all officers to disclose/report to the company any	COMPLIANT	<p>See page 1 – Applicability of the Personal Trading Policy to all directors, officers and employees of BDO Unibank, Inc. and its subsidiaries which is published on the corporate website at:</p>	

<p>dealings in the company's shares within three business days.</p>		<p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/PERSONAL%20TRADING%20POLICY.pdf</p> <p>Actual dealings of shares are disclosed in PSE Edge within three (3) days after transaction date.</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=260</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>COMPLIANT</p>	<p>See quarterly disclosures to PSE of BDO's Public Ownership Report, List of BDO's Top 100 stockholders for 2023, and trading of BDO's shares by BDO directors, officers with the rank of SVP and up, and controlling shareholders, which can be viewed at the PSE Edg:</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=260</p> <p>See Statement of Changes in Beneficial Ownership of Securities (SEC Form 23-B) as disclosed in PSE Edge:</p> <p>https://edge.pse.com.ph/companyPage/stockData.do?cmpy_id=260</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest</p>	<p>COMPLIANT</p>	<p>See pages 34 to 39 (Board of Directors) of the 2023 BDO Annual Report for directors' qualifications and other positions held. The directors' share ownership is on page 33.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=33</p>	

that might affect their judgment.			
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	<p>See pages 26 to 33 and pages 28 to 37 of the 2023 and 2024 BDO Definitive Information Statements for senior executive officers' qualifications and other positions held. The security ownership of management is on pages 9 to 14 and pages 9 to 16 of the aforementioned reports.</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=26</p> <p>https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=19</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=28</p> <p>https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=9</p>	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration,	COMPLIANT	See page 6, Section 26 (Directors' Fees and Other Remuneration) of the Amended By-Laws, which can also be viewed on BDO's website at:	

including the level and mix of the same.		<p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf#page=7</p> <p>See also pages 5 to 6 (Remuneration and Other Incentives of Directors and Senior Management) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=5</p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	<p>See pages 5 to 6 (Remuneration and Other Incentives of Directors and Senior Management) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=5</p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	<p>Each director receives a per diem allowance of P10,000 for attending board meetings and P5,000 for committee meetings. There is no distinction on the fee for a committee chairman and member. Other than these fees, the non-executive directors do not receive any share options, profit sharing, bonus or other forms of emoluments. BDO may grant to the directors any compensation other than per diems by the approval of the shareholders representing at least a majority of the outstanding capital stock.</p>	

		<p>The remuneration of each member of the Board of Directors for 2023 is presented in the 2024 BDO Definitive Information Statement.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information Statement 2024 ASM.pdf#page=47</p>	
Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	COMPLIANT	<p>See pages 7 to 8 (Related Party Transactions) and Annex E (Policy on Related Party Transactions) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=7</p> <p>The updated Related Party Transaction Policy of the BDO was enhanced in order to conform with the requirements of SEC Memorandum Circular No. 10 (Series of 2019) – <i>Rules on Material Related Party Transactions for Publicly-Listed Companies</i>.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	COMPLIANT	<p>On top of the Advisement Report that must be submitted to the SEC, the Bank's RPT policy requires public disclosure of material RPTs that meet or exceed 10% of the Bank's total assets by including a summary thereof in the Integrated-Annual Corporate Governance Report. In 2023, no</p>	

		<p>transaction qualified under the materiality threshold as defined in SEC Memorandum Circular No. 10 (Series of 2019) – <i>Rules on Material Related Party Transactions for Publicly-Listed Companies</i>.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>COMPLIANT</p>	<p>See Conflicts of Interest Policy wherein directors and employees are required that any financial and personal interest or benefit in any transaction involving BDO, must be disclosed. When presented with a situation involving a potential conflict of interest, it is necessary to disclose the possible conflict in writing to the Supervising Officer, in case of officer or employee, or to the Board of Directors, in case of Directors.</p> <p>This policy is published on the corporate website at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Conflict%20of%20Interest%20Policy.pdf</p>	
Optional : Recommendation 8.5			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>COMPLIANT</p>	<p>The process of ensuring that RPTs are conducted in a fair and at arms' length manner could be found in the Related Party Transactions Policy. The Revised Related Party Transactions Policy provides a general approval matrix to be observed to ensure proper review and approval of transactions between the Bank and a Related Party. In 2023, the Bank did not engage in any related party transaction that will reach the threshold set by SEC Memorandum Circular No. 10 (Series of 2019) –</p>	

		<p><i>Rules on Material Related Party Transactions for Publicly-Listed Companies.</i></p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
Recommendation 8.6			
<p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>	COMPLIANT	<p>Material fact or events are disclosed to the public via PSE EDGE under "Company Disclosures".</p> <p>See below link to said section of PSE EDGE:</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=260</p> <p>Company disclosures are also available on BDO's website and can be viewed at:</p> <p>https://www.bdo.com.ph/about-bdo/company-disclosures/all-disclosures</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	COMPLIANT	<p>BDO has an inherent in-house expertise in evaluating the fairness of the transaction price for deals entered into by the Bank because this is one of the functions of its subsidiary Investment House, BDO Capital and Investment Corp. When dealing with significant transactions, it is a practice to engage an independent party to evaluate the price for asset acquisitions or disposals that are equivalent to five percent (5%) or more of the Bank's total assets.</p> <p>Further, the Bank's Related Party Transactions Policy requires that related party transactions, whose values meet or exceed 10% of the Bank's</p>	

		<p>total assets, require review of an external independent party to evaluate the fairness of its terms and conditions and approval of 2/3 vote of the Board, with at least a majority of the independent directors voting affirmatively.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf</p>	
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Supplement to Recommendation 8.6

<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>COMPLIANT</p>	<p>See page 143 and in both 2023 and 2024 BDO Definitive Information Statements, particularly the note on security ownership of certain record/beneficial owners wherein the Bank disclosed that there are no voting trust shares or shares issued pursuant to a Voting Trust Agreement registered with BDO nor has there been any change in control of BDO. BDO is also not aware of any contractual arrangement or otherwise between its shareholders and/or third parties, which may result in change in control of BDO.</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=150</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=168</p>	
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Recommendation 8.7

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The latest version of the Corporate Governance Manual can be viewed on our website at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT	The latest version of the Corporate Governance Manual was submitted to the SEC and PSE on December 29 and December 22, 2023, respectively. It can be viewed on our website at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=6ab2d3b2e73ff9af9e4dc6f6c9b65995	
3. Company's MCG is posted on its company website.	COMPLIANT	The latest version of the Corporate Governance Manual can be viewed on our website at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	The latest version of the Corporate Governance Manual was submitted to the SEC and PSE on December 29 and December 22, 2023, respectively. It can be viewed on our website at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf	

		governance/governance-manual/REV CORGOV MANUAL 2023 FINAL.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	COMPLIANT	<p>See page 14 of the 2023 BDO Annual Report for BDO's strategy.</p> <p>BDO focuses on building a strong business franchise to achieve diversity and sustainability of earnings over the long-term.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=14</p>	
b. Financial performance indicators	COMPLIANT	<p>See page 11 of the 2023 BDO Annual Report re: Financial & Operating Highlights – Financial Performance Indicators.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=11</p>	
c. Non-financial performance indicators	COMPLIANT	<p>These are published in the 2023 Annual Report and 2023 Sustainability Report of BDO which are posted on its website.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf</p>	

		https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/sustainability/sustainability-report/2023/BDO-2023-Sustainability-Report.pdf	
d. Dividend Policy	COMPLIANT	<p>The Bank recognizes the importance of providing a stable and sustainable dividend stream consistent with its commitment to shareholders. Since December 2013, the Bank has been paying a regular cash dividend of P0.30 per share per quarter, or an annual equivalent of P1.20 per share. On February 24, 2023, the Bank's Board of Directors approved an increase in the regular quarterly cash dividends on common shares from P0.30 to P0.75 per share, or an annual equivalent of P3.00 per share, beginning on the first quarter of 2023.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=30</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/dividend-information/dividend-policy/2023_BDO%20DIVIDEND%20POLICY%20STATEMENT_b.pdf</p>	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant)	COMPLIANT	<p>See pages 34 to 39 of the 2023 BDO Annual Report for directors' profiles.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=34</p>	

experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT	See pages 25 and 42 to 52 of the 2023 BDO Annual Report for the attendance of directors in full Board meetings and Board-level Committee meetings, respectively. https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=25 https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=42	
g. Total remuneration of each member of the board of directors	COMPLIANT	The remuneration of each member of the Board of Directors for 2023 is presented in the 2024 BDO Definitive Information Statement and SEC Form 17-A (BDO Annual Report) for 2023. https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=48 https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf#page=142	
2. The Annual Report contains a statement confirming the company's full compliance with the	COMPLIANT	See page 57 of the 2023 BDO Annual Report re: Compliance with the SEC Code of Corporate Governance.	

Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=57	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT	See the Board Audit Committee report in pages 43 to 45 of the 2023 BDO Annual Report. https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=43	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	COMPLIANT	See page 45 (last paragraph) of the Board Audit Committee report in the 2023 BDO Annual Report. https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=45	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including	COMPLIANT	The Board has constituted the Risk Management Committee (RMC) as the Board-Level Committee responsible for the oversight of the risk management program. Considering the importance of appropriately addressing credit risk, the Board has also constituted the Executive Committee. The Executive Committee is responsible for approving credit-specific	

IT, environmental, social, economic).		<p>transactions, while the RMC is responsible for approving risk appetite levels, policies, and risk tolerance limits related to credit portfolio risk, market risk, liquidity risk, interest rate risk, operational risk (including business continuity risk, information technology (IT) risk, information security and cyber-security risk, data privacy risk, and social media risk), consumer protection risk and environmental and social risk to ensure that current and emerging risk exposures are consistent with BDO Unibank Group's strategic direction and overall risk appetite.</p> <p>See page 15 of the 2023 BDO Annual Report and pages 26 to 28 in the Notes to Financial Statements in the SEC Form 17-A (BDO Annual Report).</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=15</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf#page=27</p>	
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Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	<p>See page 29, Section 9 – Strengthening the External Auditor's Independence and Improving Audit Quality of the Revised Corporate Governance Manual on the Audit Committee Oversight Function on the External Auditor.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-</p>	
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		manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=29	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	<p>The Board Audit Committee recommends to the Board the appointment, reappointment, and/or change of external auditor. See its Term of Reference.</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-410bbad834 (View PDF of its Terms of Reference)</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/BAC_TOR_May_27_2023.pdf</p> <p>Of the total shareholder votes cast of 4,860,956,381, votes in favor for the reappointment of the external auditor was 4,806,711,557 or 98.88%. See Item VIII (Appointment of External Auditor) in the Minutes of the 2023 ASM, which can be also be viewed on BDO's website through:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/2023_ASM_Minutes_Posted_27April23.pdf#page=10</p>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website	COMPLIANT	No such removal or change has happened to date.	

and required disclosures.			
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Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	The signing partner of Punongbayan & Araullo (P&A) for financial audit of the Bank is being rotated regularly to comply with the requirement of SRC Rule 68 (3)(b)(ix) on the five (5) year Rotation of External Auditors, as exhibited in the table below:	
		Signing Partner	Financial Audit Years
		Mr. Francis B. Albalate	2005-2006
		Mr. Benjamin P. Valdez	2007-2011
		Mr. Romualdo V. Murcia III	2012-2016
		Mr. Leonardo D. Cuaresma, Jr.,	2017-2019
		Mr. Romualdo V. Murcia III	2020-2023

Recommendation 9.2

1. Audit Committee Charter includes the Audit Committee's responsibility on:	COMPLIANT	See Terms of Reference of the Board Audit Committee published on the corporate website at: https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-410bbad834 (View PDF of its Terms of Reference) https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-
<ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective 		

<p>oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>		<p>governance/governance-structure/BAC TOR May 27 2023.pdf</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>COMPLIANT</p>	<p>See Terms of Reference of the Board Audit Committee published on the corporate website at: https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-410bbad834 (View PDF of its Terms of Reference) https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/BAC TOR May 27 2023.pdf</p>	

Supplement to Recommendations 9.2

<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>COMPLIANT</p>	<p>See Terms of Reference of the Board Audit Committee published on the corporate website at:</p> <p>https://www.bdo.com.ph/about-bdo/corporate-governance/governance-structure#faqaccordion-e86d191a43-item-410bbad834 (View PDF of its Terms of Reference)</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/BAC_TOR_May_27_2023.pdf</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>COMPLIANT</p>	<p>See Terms of Reference of the Board Audit Committee published on the corporate website at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-structure/BAC_TOR_May_27_2023.pdf</p>	
Recommendation 9.3			
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>COMPLIANT</p>	<p>See pages 115 to 116, Item 8 (Changes in and Disagreements with Accountants on Accounting and Financial Disclosure) of the SEC Form 17-A (BDO Annual Report) for 2023, which could also be viewed at:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf#page=116</p>	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which</p>	<p>COMPLIANT</p>	<p>To avoid conflict of interest and impairment of independence, the Board Audit Committee has in place the list of non-audit services, which may not be provided by the External Auditor. See page 29, third paragraph of Board Audit Committee Oversight Function in the Revised Corporate Governance Manual.</p>	

could be viewed as impairing the external auditor's objectivity.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=29	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	<p>Fees paid in 2023 amounted to P10,440,149.36, which includes audit and non-audit services. The non-audit fee (1.08%) paid to external auditor does not outweigh the audit fees. The non-audit fee of P112,000.00 pertains to the engagement of external auditor on vote tabulation during the Annual Stockholders' Meeting.</p> <p>Please see page 116 of SEC Form 17-A (BDO Annual Report) for 2023:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf#page=117</p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	<p>Mr. Romualdo V. Murcia III SEC Group A Accreditation Partner - No. 95626-SEC (until financial period 2026) Firm - No. 0002 (until Dec. 31, 2024)</p> <p>Punongbayan & Araullo Grant Thornton 20th Floor, Tower 1, The Enterprise Center, 6766 Ayala Ave, Makati, 1200</p>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the	COMPLIANT	<p>Upon verification from the Bank's external auditor, Punongbayan & Araullo is covered by the SEC Oversight Assurance Review (SOAR) Inspection Program, in compliance with SEC Memorandum Circular No. 9, Series of 2017 and as revised by SEC Memorandum Circular No. 12, Series of 2021.</p>	

SEC's Office of the General Accountant (OGA).		<ul style="list-style-type: none"> • Date the external auditor was subjected to SOAR Inspection: September 2022. • Name of audit firm: Punongbayan & Araullo (P&A Grant Thornton) • Members of the engagement team inspected by the SEC: The names of the members of the engagement team were provided to the SEC during the SOAR inspection. 	
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	<p>The Bank's Sustainability Report contains disclosure of the Bank's management of EESG issues and is compliant with the globally recognized standard in reporting sustainability and non-financial issue. The report can be accessed at:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf#page=393</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/sustainability/sustainability-report/2023/BDO-2023-Sustainability-Report.pdf</p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	<p>The 2023 BDO Sustainability Report, which was reviewed by the Board through its Corporate Governance Committee, is a substantiation of BDO's commitment to the United Nations Sustainable Development Goals (UN SDGs), the principles of the United Nations Global Compact, the Greenhouse Gas Protocol (GhG) Protocol, and the GRI Standards. The following sustainability-related disclosures were made in this report to articulate the Bank's performance on its</p>	

		<p>sustainability commitments, as well as environmental, social, and governance initiatives:</p> <ul style="list-style-type: none"> • BDO's Materiality Matrix identified ESG topics using the GRI Sustainability Reporting Standards, the Sustainability Accounting Standards Boards (SASB) framework, and the Task Force for Climate-related Financial Disclosures recommendations, as well as topics reported on by BDO's peers. S&P Global designed a bespoke stakeholder survey for BDO's internal and external stakeholder groups to rate the importance of identified material topics to the Bank's ESG impact on stakeholders, and identify ESG factors that affect the Bank. • BDO is committed to managing the risks of climate change, both transition and physical risks, that it is facing today and will face under future scenarios; and managing the risks associated with the strategic commitment to help the Philippines to transition to a low-carbon economy. • BDO aims to be consistent with its commitment in its Energy Transition Finance Statement in 2022 to cease lending to coal-fired power plant capacity (since 2019) and limit its coal exposure in the lending portfolio to no more than 2% by 2033. As of the end of 2023, the report shows that the Bank's exposure to coal was reduced to 3.7% from 5.0% in 2021 and 4.4% in 2022. • The Sustainability Report presents a section on Stakeholder Engagement where relevant topics, engagement channels, and the Bank's commitments are specifically identified for each stakeholder group, which may either be internal or external. • The Environmental and Social Risk Management System (ESRMS) Framework is 	
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		<p>incorporated in the banking policies and procedures and is aligned with the Bank's risk appetite which defines the nature and level of risk that the Bank is willing to take in order to achieve its sustainability strategies.</p> <ul style="list-style-type: none">• Oversight for sustainability initiatives reside in four BDO Board Committees, aligned to their key responsibilities. The Executive Committee approves all sustainability programs across the BDO Group and their corresponding budgets for implementation. The Corporate Governance Committee oversees sustainability initiatives related to the following: culture change towards a sustainability mindset for the organization; stakeholder communication; progress reporting on programs, metrics, and targets; and sustainability reporting. The Risk Management Committee oversees environmental, social, and governance risks in the Bank's risk management system, including climate change risks. The Board Audit Committee oversees internal audit reporting on sustainability programs and sustainability reporting, as well as compliance testing against regulatory mandates on sustainability. <p>See BDO's Sustainability Report. BDO's reporting standard is based on GRI reporting standards. The report can be accessed at:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/sec-form-17-a/2023.pdf#page=393</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/sustainability/sustainability-report/2023/BDO-2023-Sustainability-Report.pdf</p>	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>COMPLIANT</p>	<p>See page 30, Section 11 – Promoting a Comprehensive and Cost-Efficient Access to Relevant Information in the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=30</p> <p>See Analyst Briefings published on the corporate website at:</p> <p>https://www.bdo.com.ph/about-bdo/investor-relations/presentations-and-events#faqtabs-955ddd0fa6-item-8e11b975b2-tab</p>	
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Supplemental to Principle 11

<p>1. Company has a website disclosing up-to-date information on the following:</p>			
<p>a. Financial statements/reports (latest quarterly)</p>	<p>COMPLIANT</p>	<p>See SEC 17-Q Reports at:</p> <p>https://www.bdo.com.ph/about-bdo/company-disclosures/SEC-filings#faqaccordion-a00ca4b414-item-58e084a9ea</p>	
<p>b. Materials provided in briefings to analysts and media</p>	<p>COMPLIANT</p>	<p>See Analyst Briefings at:</p> <p>https://www.bdo.com.ph/about-bdo/investor-relations/presentations-and-events#faqtabs-955ddd0fa6-item-8e11b975b2-tab</p>	

c. Downloadable annual report	COMPLIANT	See Annual Reports at: https://www.bdo.com.ph/about-bdo/investor-relations/financials	
d. Notice of ASM and/or SSM	COMPLIANT	See Notice and Agenda of the 2023 Annual Stockholders' Meeting at: https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO Notice and Agenda %20BDO 2023 %20ASM.pdf	
e. Minutes of ASM and/or SSM	COMPLIANT	See Minutes of the 2023 Annual Stockholders Meeting at: https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/2023 ASM Minutes Posted 27April23.pdf	
f. Company's Articles of Incorporation and By-Laws	COMPLIANT	See BDO Amended Articles of Incorporation and By-Laws at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-Articles-of-Incorporation.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf	

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	COMPLIANT	<p>Yes. The company website structure is compliant with SEC-prescribed format.</p> <p>See our corporate website at: www.bdo.com.ph</p>	
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Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	<p>The internal control system is reviewed by Internal Audit annually, in accordance with the BDO Risk-based Audit Methodology. The annual assessments of the control, risk management and governance processes, including compliance with certain laws and regulations are summarized in the Annual Internal Audit Closing Report that is submitted to the Board Audit Committee and the Board of Directors.</p> <p>The BDO internal audit function adheres to the governing regulations: The Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing, Definition of Internal Auditing, and Code of Ethics and certain leading practices and guidance. In assessing controls, BDO Internal Audit employs the COSO Internal Control - Integrated Framework and the Control Objectives for Information and Related Technology. For Year 2023, BDO Internal Audit completed 4,274 audit engagements covering the key risk areas of the Bank, subsidiaries and other offices (domestic and foreign).</p> <p>See page 30, item 5 – Internal Audit Function of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-</p>	
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		governance/governance-manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=30	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	See pages 48 to 49 (Risk Management) of the 2023 BDO Annual Report for the discussion of the risk management framework, risk management procedures and processes, major risks of the Bank and how these are adequately and consistently evaluated, managed, controlled and monitored, and risk governance structure. https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=48	

Supplement to Recommendations 12.1

1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	COMPLIANT	There is a Board-approved regulatory compliance management manual per Resolution No. 045-A-2024 dated February 24, 2024. See Annex F for the attached Secretary's Certificate. The manual is being reviewed annually. Changes to the manual are subject to the approval and endorsement of the Board Audit Committee.	
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Optional: Recommendation 12.1

<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	<p>COMPLIANT</p>	<p>The Bank has put in place an effective IT governance process that covers structure, principles and processes. On top of the IT governance structure is the Board of Directors that provides oversight and strategic direction in the development and implementation of the IT governance process thru the Information Technology Steering Committee (ITSC). The IT governance principles define the role that IT will play within and across the organization. These principles are defined in the context of business strategy.</p> <p>In BDO where there are multiple business units, these principles are geared towards supporting the needs of each business entity, including IT and information security, business continuity requirements, new trends in technology such as cloud deployment, and data privacy, and how IT will support them, collectively on a shared-service basis or individually.</p> <p>The end-to-end processes define the necessary series of steps with defined inputs, activities, deliverables, roles and associated responsibilities and authority. Results are then submitted to the ITSC for review and reporting to the Board.</p> <p>See page 51 of the 2023 BDO Annual Report (Information Technology Steering Committee) at:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=51</p>	
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Recommendation 12.2

<p>1. Company has in place an independent internal</p>	<p>COMPLIANT</p>	<p>As provided under the BDO Internal Audit Policy Statement (Internal Audit Charter), as reviewed</p>	
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<p>audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>		<p>and approved annually by the Board Audit Committee:</p> <ul style="list-style-type: none"> - The purpose of BDO Internal Audit is to provide independent, objective assurance, and consulting services designed to add value and improve BDO and its subsidiaries' operations. - The BDO Internal Audit Head reports functionally to the Board Audit Committee. - The BDO Internal Audit is independent of the activities audited and from the day to day internal control processes, and is free to report audit results, findings, opinions, appraisals, and other information through clear reporting line. - The Internal auditors are expected to have impartial and unbiased attitude in performing audits and to avoid conflict of interest. <p>See also page 30 to 31 (Internal Audit Function) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=30</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>COMPLIANT</p>	<p>The Chief Internal Auditor (CIA) is Ms. Estrellita V. Ong. See Role of Chief Internal Auditor on page 31 of the Revised Corporate Governance Manual for her responsibilities.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=31</p>	

<p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.</p>	<p>COMPLIANT</p>	<p>This is part of the CIA's responsibilities as described in the Revised Corporate Governance Manual (page 31).</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=31</p>	
<p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p>	<p>NOT APPLICABLE</p>	<p>This is not applicable since BDO Internal Audit is in-house.</p>	
<p>Recommendation 12.4</p>			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>COMPLIANT</p>	<p>See pages 31 to 32 (Independent Risk Management Function) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=31</p>	
<p>Supplement to Recommendation 12.4</p>			
<p>1. Company seeks external technical support in risk management when</p>	<p>NOT APPLICABLE</p>	<p>In 2023, the Risk Management Group did not avail of external technical support.</p>	

such competence is not available internally.			
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	<p>The Chief Risk Officer is Ms. Evelyn L. Villanueva. She supervises the entire ERM process and spearheads the development, implementation, maintenance, and continuous improvement of ERM processes and documentation. See page 29 and 32 respectively of the BDO Definitive Information Statements for 2023 and 2024, respectively, for her qualifications and page 32 (Role of the Chief Risk Officer) of the Revised Corporate Governance Manual for her responsibilities.</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=29</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=32</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=32</p>	
2. CRO has adequate authority, stature, resources and support to fulfill	COMPLIANT	The Chief Risk Officer has a rank of Executive Vice President. She is appointed by the Board of Directors and reports directly to the Risk Management Committee. She is the Head of the	

his/her responsibilities.		<p>Risk Management Group composed of risk management professionals who are experts in their own field.</p> <p>See page 32 (Role of the Chief Risk Officer) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=32</p>	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	<p>The Chief Audit Executive (CAE) attests annually to the Board Audit Committee and to the Chairperson of the Board that a sound independent control system is in place and functioning well, as part of the 2023 Internal Audit Closing Report. The Chief Internal Auditor (CIA) functionally reports to the Board Audit Committee.</p> <p>The Chief Compliance Officer (CCO) reports the status of the Bank's compliance with laws, rules, and regulations to the Board Audit Committee on a monthly basis. He also functionally reports to the Board Audit Committee.</p> <p>As the CAE and CCO are considered independent officers reporting to the Board Audit Committee, their respective reports are made, and should be made, directly to the Board Audit Committee and to the Chairperson of the Board. They do not functionally report to the President & Chief Executive Officer. Their roles are found in pages 4 and 31 of the Revised Corporate Governance Manual.</p>	

		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=4 https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=31	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	See pages 33 to 35, Section 13 (Promoting Shareholders Rights) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=33	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	The Revised Corporate Governance Manual disclosing shareholder rights is published on the corporate website at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	Yes. This is expressly stated in the voting Rights of shareholders in Article IV, Section 13 of the	

		<p>Amended By-Laws and on page 32 of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=32</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>COMPLIANT</p>	<p>The equitable treatment of shareholders is enshrined in Article IV, Section 13 of Amended By-Laws and pages 33 to 35 of the Revised Corporate Governance Manual. Our CG principle of fairness essentially applies among others, to the equal treatment and protection of shareholder rights, as stated. Rights available to the majority shareholders are also available to the minority shareholders.</p> <p>There are 2 types of BDO shares, namely: Common Shares and Series A Preferred Shares with 1 vote per share, except in the election of directors where one share is entitled to as many votes as there are directors to be elected.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=32</p>	

		manual/REV CORGOV MANUAL 2023 FINAL.pdf#page=33	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	<p>BDO has been using poll voting. Cumulative Voting is allowed in the election of directors. This method is discussed in detail on pages 5 to 6 of both 2023 and 2024 BDO Definitive Information Statements - Item C, Election of Directors and Voting Rights (Cumulative Voting).</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=12</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/sup-port-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=12</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	<p>The Bank strives to achieve the Principle being recommended through the following:</p> <ul style="list-style-type: none"> • Affirmation of Shareholders' Voting Rights - The Bank affirms the voting rights given to the minority shareholders relative to certain major corporate acts that require the approval of at least 2/3 of the shareholders, which effectively include already the "majority of the minority" shareholders. <p>In the Notice of the Annual Stockholders' Meeting (ASM), the Bank is reminding all shareholders including minority shareholders to</p>	

		<p>vote during the ASM to reinforce their participation in the affairs of the company.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Notice_and_Agenda_%20BDO_2023_%20ASM.pdf</p> <p>See pages 33 to 34 of the Revised Corporate Governance Manual and Notice of 2023 ASM.</p> <p>https://www.bdo.com.ph/content/dam/bdo-unibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=33</p> <ul style="list-style-type: none"> • Recognition of Shareholders' Appraisal Right - In accordance with law, the Bank recognizes also the appraisal right of any shareholder in case of dissenting vote on any approved major corporate actions. <p>See page 35 of the Revised Corporate Governance Manual and Notice of 2023 ASM.</p> <p>https://www.bdo.com.ph/content/dam/bdo-unibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=35</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-</p>	
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[meeting/2023/BDO Notice and Agenda %20BDO 2023 %20ASM.pdf](#)

- **Additional Mechanisms to Protect Minority Shareholders** - The Bank has put in place policies to protect minority shareholders:
 - Related Party Transactions Policy – to manage potential conflicts of interest arising from related party transactions.
 - Personal Trading Policy – to prevent insider trading, wherein trading blackout is imposed on directors and employees of the Bank when material, non-public, price-sensitive information is disclosed to the public. In 2023, eight (8) trading blackout notices were issued.
 - Whistleblower Policy – to provide a channel for the reporting of illegal practices, abuse of authority and fraudulent activity, etc. without fear of reprisal.

Related party transactions are also reviewed by the Related Party Transactions Committee, which consists of Independent and Non-Executive Directors.

https://www.bdo.com.ph/content/dam/bdo/unibank/en-ph/about-bdo/corporate-governance/corporate-policies/POLICY_ON_RELATED_PARTY_TRANSACTION.pdf

<https://www.bdo.com.ph/content/dam/bdo/unibank/en-ph/about-bdo/corporate-governance/corporate->

		<p>policies/PERSONAL%20TRADING%20POLICY.pdf</p> <p>https://www.bdo.com.ph/content/dam/bdo-unibank/en-ph/about-bdo/corporate-governance/corporate-policies/Revised%20WHISTLE%20BLOWER%20POLICY%20-%20Revised%206.24.16.pdf</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>COMPLIANT</p>	<p>BDO's Amended By-Laws allows this. Please see Article IV Section 15 Amended By-Laws – Special Meetings which states that:</p> <p>“Special meetings of the stockholders may be called for any purpose by the President or by the Chairman at the instance of the Board of Directors or upon written request of stockholders holding at least one third (1/3) of subscribed common stock.”</p> <p>To date, there has been no special shareholders' meeting called.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf</p> <p>The Bank also has put in place various governance practices, policies and programs for the protection of shareholders' rights and the promotion for exercising those rights in accordance with OECD principles, such as the right to propose agenda item in the shareholders' meeting, among others.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=156</p>	

<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>COMPLIANT</p>	<p>The Bank recognizes that all shareholders should be treated fairly and equally whether they are controlling or minority, local or foreign. To ensure this, the Amended By-Laws of the Bank provide that all shares in each class should carry the same rights and any changes in the voting rights to be approved by them.</p> <p>Any stockholder, whether majority or minority has the right to nominate candidates for seats in the Board of Directors, access to any information relating to matters for which the management is accountable, propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>The following policies and procedures have been put in place as well to protect the interests of minority shareholders:</p> <ul style="list-style-type: none"> • Related Party Transactions Policy – to manage potential conflicts of interest arising from related party transactions. • Personal Trading Policy – to prevent insider trading, wherein trading blackout is imposed on directors and employees of the Bank when material, non-public, price-sensitive information is disclosed to the public. In 2023, eight (8) trading blackout notices were issued. <p>Please see pages 33 to 35, Section 13 for the rights of the shareholders in the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=33</p>	
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<p>7. Company has a transparent and specific dividend policy.</p>	<p>COMPLIANT</p>	<p>See BDO Dividend Policy Statement at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/investor-relations/financials/pdf/dividend-information/dividend-policy/2023_BDO%20DIVIDEND%20POLICY%20STATEMENT_b.pdf</p> <p>“BDO recognizes the importance of providing a stable and sustainable dividend stream consistent with its commitment to stockholders. Since December 2013, the Bank has been paying regular cash dividends of P0.30 per quarter, or an annual equivalent of P1.20 per share. On February 24, 2023, the Board approved an increase in the regular quarterly cash dividends on common shares of BDO to P0.75 per share, or an annual equivalent of P3.00 per share, beginning on the 1st Quarter of 2023. This will be the new dividend policy of BDO going forward.</p> <p>The Board of Directors may, at its discretion and depending on the business results for the year and capital needs of the business, declare and approve the distribution of additional special dividends to all stockholders normally announced at the Annual Stockholders' Meeting.”</p> <p>Dividends are processed and paid based on PSE and SEC Rules as follows:</p> <p>Payment date should not be more than 18 trading days from the record date, and disclosure of record date must not be less than 10 trading days from said date.</p> <p>Stock Dividends offered in 2022 were processed and paid as follows:</p>	
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		Board Approval - March 26, 2022 Stockholders' Approval - April 22, 2022 Record Date - December 15, 2022 Payment Date - December 29, 2022	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	The Bank's external auditor, Punongbayan & Araullo Grant Thornton (P&A), is tasked to count and validate the votes at the Annual Shareholders' Meeting. See page 2 of the Minutes of the 2023 Annual Meeting of the Stockholders. https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/2023_ASM_Minutes_Posted_27April23.pdf#page=2	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	Notice and Agenda including Rationale were released on March 22, 2023 (28 days before the ASM). See Notice disclosed on PSE Edge: https://edge.pse.com.ph/openDiscViewer.do?edge_no=faeff5eb883956319e4dc6f6c9b65995 See also 2023 and 2024 BDO Definitive Information Statements for the relevant information provided to shareholders: https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-	

		secretary/annual-stockholders-meeting/2024/Information Statement 2024 ASM.pdf#page=2	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	<p>See pages 15 to 20, and pages 17 to 23 of the 2023 and 2024 BDO Definitive Information Statements, respectively, which are attached to the Notice of the Annual Stockholders Meeting, at:</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=22</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information Statement 2024 ASM.pdf#page=24</p>	
b. Auditors seeking appointment/re-appointment	COMPLIANT	<p>See Item 7. Independent Public Accountants on pages 39 to 40, and pages 43 to 44 of the 2023 and 2024 BDO Definitive Information Statements, respectively, at:</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-</p>	

		meeting/2023/BDO Definitive Information Statement 22March23.pdf#page=39 2024 https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information Statement 2024 ASM.pdf#page=43	
c. Proxy documents	COMPLIANT	<p>The Notice of Annual Stockholders' Meeting contains a link where the proxy documents can be downloaded.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO Notice and Agenda 2023 20ASM.pdf</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO ASM 2023 Proxy Form.pdf</p>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	<p>See Agenda Details and Rationale at:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO Notice and Agenda 2023 20ASM.pdf#page=3</p> <p>This may also be found in the BDO Definitive Information Statement:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-</p>	

		meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=4	
Recommendation 13.3			
1. Board encourages 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.	COMPLIANT	<p>Disclosed to the PSE within 10 minutes after end of ASM and posted on the BDO website.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=801870944edacc7a9e4dc6f6c9b65995</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/all-disclosures/2023/april/All_Disclosures_Results_of_ASM_Apr1923.pdf</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	COMPLIANT	<p>See BDO's Minutes of the 2023 ASM, which was posted on April 27, 2023, which is five (5) business days from the end of the meeting on April 19, 2023, at:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/2023_ASM_Minutes_Posted_27April23.pdf</p> <p>Complete voting results are included in the Minutes of the ASM.</p> <p>Voting of resolutions was done by poll.</p> <p>The Open Forum portion of the ASM Minutes includes the questions from the shareholders and answers of Nestor V. Tan/President & CEO.</p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the	COMPLIANT	Minutes of ASM reflects that Mr. Romualdo V. Murcia III, Audit and Assurance Lead Partner of	

<p>external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>		<p>Punongbayan & Araullo, Grant Thornton (P&A), along with all BDO directors, attended the ASM to answer inquiries from shareholders.</p> <p>See pages 1 to 2 of the Minutes of the 2023 ASM at:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/2023 ASM Minutes Posted 27April23.pdf</p>	
Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>COMPLIANT</p>	<p>See pages 52 to 53, Annex E Alternative Dispute Resolution (ADR) of the Revised Manual of Corporate Governance for the complete details of the ADR.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=52</p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>See pages 52 to 53, Annex E Alternative Dispute Resolution (ADR) of the Revised Manual of Corporate Governance at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=52</p>	
Recommendation 13.5			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant</p>	<p>COMPLIANT</p>	<p>BDO welcomes inquiries from analysts, investors, and the financial community. They may visit www.bdo.com.ph or contact BDO Investor Relations & Corporate Planning, with the following details:</p>	

engagement with its shareholders.		<p>BDO Investor Relations & Corporate Planning (IRCP) 31/F BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City 1226, Philippines Name of IRCP Head: Mr. Luis S. Reyes, Jr./ EVP Telephone: +63 (2) 8840-7000 local 36069 Email: irandcorplan@bdo.com.ph</p> <p>See also page 75 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=75</p>	
2. IRO is present at every shareholder's meeting.	COMPLIANT	<p>Yes. The Head of IRCP has always been present in all ASMs. Please refer to the minutes of past ASMs:</p> <p>https://www.bdo.com.ph/about-bdo/company-disclosures/annual-stockholders-meeting</p>	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	<p>BDO Amended By-Laws do not contain anti-takeover provisions, no issuance of "poison pill" preferred stocks, no standstill agreement, premium stock repurchases, etc.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-profile/corporate-document/pdf/BDO-Amended-ByLaws-SEC-Approved-on-28July2022.pdf</p>	

<p>2. Company has at least thirty percent (30%) public float to increase liquidity in the market.</p>	<p>COMPLIANT</p>	<p>As of December 31, 2023, public float was 44.17%, per BDO's Public Ownership Report submitted to PSE.</p> <p>PSE EDGE:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=28e6245c97fc3d24abca0fa0c5b4e4d0</p> <p>BDO website:</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/top-100-stockholders/2023/Dec312023.pdf</p>	
<p>Optional: Principle 13</p>			
<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p>	<p>COMPLIANT</p>	<p>See page 30, Section 11 – Promoting a Comprehensive and Cost-Efficient Access to Relevant Information; page 36, Shareholder Relations; page 37, Investors; and page 39, Stakeholders' Engagement of the Revised Corporate Governance Manual. These contain the Bank's policies and practices to actively engage the shareholders anytime for a better appreciation of market sentiment towards the Bank.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=30</p>	
<p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p>	<p>COMPLIANT</p>	<p>During the 2023 ASM, shareholders were allowed to attend via proxy and remote communication, and to vote in absentia.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-</p>	

		meeting/2023/BDO Notice and Agenda %20BDO 2023 %20ASM.pdf#page=2 https://edge.pse.com.ph/openDiscViewer.do?edge_no=faeff5eb883956319e4dc6f6c9b65995	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	<p>The Bank's stakeholders are the shareholders, customers, employees, creditors, suppliers, service providers, counterparties, government, regulators, competitors, and communities in which the Bank operates. See pages 37 to 39 (Fair Treatment and Protection of Stakeholders) of the Revised Corporate Governance Manual for the policies and programs for each type of stakeholders.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=37</p>	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	<p>See pages 37 to 39 (Fair Treatment and Protection of Stakeholders) of the Revised Corporate Governance Manual for the policies and programs for each type of stakeholders.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=37</p>	
Recommendation 14.3			

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>COMPLIANT</p>	<p>The Bank employs a multi-pronged communications strategy handled by specific units to promote transparency and actively engage with its various stakeholders, as well as increase awareness and visibility about the Bank. Stakeholders should have the opportunity to obtain effective redress for violation of their rights at a reasonable cost and without excessive delay.</p> <p>Communication with the core audience is handled by the following:</p> <ul style="list-style-type: none"> ▪ Customer Contact Center for customers/clients; ▪ Investor Relations and Corporate Planning (IRCP) Group for institutional investors, analysts, credit rating agencies, and other external stakeholders; ▪ Office of the Corporate Secretary (OCS) for retail investors and other shareholders; and ▪ Both IRCP and OCS for the Board members and Senior Management. <p>Also, communications requiring media involvement are done in conjunction with the Bank's Marketing Communications Group (MCG).</p> <p>See also Policy on Disclosure of Sensitive / Confidential Matters to Management at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Policy on Disclosure of Sensitive or Confidential Matters to Management.pdf</p>	
<p>Supplement to Recommendation 14.3</p>			

<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>COMPLIANT</p>	<p>See pages 52 to 53, Annex E of the Revised Corporate Governance Manual for the full details of Alternative Dispute Resolution Policy.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=52</p>	
<p>Additional Recommendations to Principle 14</p>			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	<p>COMPLIANT</p>	<p>The Bank has continued to follow the regulations of the SEC, PSE, and BSP and international best practices of corporate governance issued by globally recognized standards setting bodies such as the Organisation of Economic Co-operation and Development (OECD), and the ASEAN Corporate Governance Scorecard (ACGS) which serve as essential points of reference.</p> <p>See page 23 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=23</p>	
<p>2. Company respects intellectual property rights.</p>	<p>COMPLIANT</p>	<p>The Bank does not infringe on the intellectual property rights of others. As an example, it uses only licensed software in its banking applications. Proprietary protection of Intellectual Property Rights is a standard provision in the Software Licensing Agreement.</p>	
<p>Optional: Principle 14</p>			
<p>1. Company discloses its policies and practices that</p>	<p>COMPLIANT</p>	<p>The Board of Directors approved the BDO Group's Guiding Principles on Consumer Protection which serves as BDO's framework for defining its</p>	

<p>address customers' welfare</p>		<p>Consumer Protection Risk Management System (CPRMS). As specified in the CPRMS, consumer protection practices are embedded in the banking operations, and considered in the development and implementation of products and services.</p> <p>See page 54 of the 2023 BDO Annual Report.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=54</p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>COMPLIANT</p>	<p>The Bank adopts strict standard and procedures on the selection, qualification, accreditation and supervision of its suppliers/contractors. The Bank's guidelines in General Procurement cover this. These include, among others, the following:</p> <p>A. Sourcing of Vendors / Suppliers / Contractors</p> <p>1. As a general rule, vendors, suppliers, and contractors shall be sourced through research via trade organizations, publications (including the internet), professional bodies, and other external entities, and through market consultation.</p> <p>2. The Bank's Procurement unit, the Procurement and Supply Management Division (PSMD), shall accept walk-in vendors/suppliers/contractors and entertain referral from units as possible sources of goods or services.</p> <p>B. Vendor Accreditation</p> <p>Criteria shall include the following items:</p> <ul style="list-style-type: none"> a. financial, credit, and technical capability b. track record / reputation in the industry c. availability of capacity /network d. cost competitiveness e. business reciprocity with the Bank 	

		<p>C. Competitive Processes Canvassing/Bidding</p> <p>The Bank invites a certain number of vendors/suppliers. They have to meet certain criteria before they can bid for work or a supply contract. The Bank awards the Contract to the one who offers the most advantageous commercial terms and who can demonstrate cost effectiveness, competence, and reliability.</p> <p>See also page 38 (Creditors, Counterparties and Suppliers) of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=38</p>	
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Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	<p>See pages 39 to 40, Section 15 – Encouraging Employees Participation of the Revised Corporate Governance Manual.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=39</p>	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the	COMPLIANT	The Employee Stock Option Plan is a long-term incentive program that has been in place since 2005. Please see page 39 and page 43 of the 2023	
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<p>performance of the company beyond short-term financial measures.</p>		<p>and 2024 BDO Definitive Information Statements – Executive Stock Option Plan (ESOP), respectively.</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=49</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=50</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>COMPLIANT</p>	<p>See pages 157 to 158 and pages 176 to 178 under Employees in the 2023 and 2024 BDO Definitive Information Statements, respectively, which detail the policies and programs related to Employee Welfare, Health & Safety including pertinent data in 2023.</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO_Definitive_Information_Statement_22March23.pdf#page=164</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=184</p>	
<p>3. Company has policies and</p>	<p>COMPLIANT</p>	<p>See pages 156 to 157 and pages 175 to 176 under Training and Development of the 2023 and 2024</p>	

practices on training and development of its employees.		<p>BDO Definitive Information Statements, which detail the various in-house and external training programs conducted, and related data on training hours in 2023.</p> <p><u>2023</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023/BDO Definitive Information Statement 22March23.pdf#page=163</p> <p><u>2024</u> https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information Statement 2024 ASM.pdf#page=182</p>	
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Recommendation 15.2

1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	<p>This is embodied in the Revised Code of Conduct and Business Ethics on Conduct Relating to Customers and External Constituencies and Acceptance / Solicitation of Gifts, Bribery and Corruption. See page 1 and 3 of the Code.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	<p>The Revised Code of Conduct and Business Ethics is published on the Bank's website and intranet to be accessible to all covered individuals. The implementation of the Code was announced bank-wide in the e-Newsgram. Covered individuals were required to sign an Acknowledgment Receipt Form signifying that they</p>	

		<p>have read and understood the policies and programs enunciated in the Code.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf</p>	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>COMPLIANT</p>	<p>See page 7 Sanctions & Penalties of the Revised Code of Conduct and Business Ethics at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/BDO%20CODE%20OF%20CONDUCT%20AND%20BUSINESS%20ETHICS.pdf#page=7</p> <p>which we quote:</p> <p>"Failure to comply with the requirements of the Code may lead to disciplinary measures commensurate to the violations.</p> <p>The Bank will use principles of fair accountability and due process in investigating and making decisions on all matters pertaining to failure to abide by the Code.</p> <p>BDO reserves the right to impose corresponding sanctions and/or penalties for violation of the Code, which includes dismissal from service or from the Board of Directors, as the case may be, without prejudice to further legal, administrative or criminal charges depending on the offense."</p>	
Recommendation 15.3			
<p>1. Board establishes a suitable framework</p>	<p>COMPLIANT</p>	<p>See Policy on Disclosure of Sensitive or Confidential Matters to Management at:</p>	

<p>for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>		<p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Policy on Disclosure of Sensitive or Confidential Matters to Management.pdf</p> <p>This is clearly stated in the section on Protecting the Whistle Blower.</p> <p>Reporting Process Reporting may be done thru any available means such as but not limited to SMS text (e.g. BDO Watch), letter, email or phone call directly to the Office of the President (OP) or the appropriate Head of the Unit concerned. For concerns directly involving the President and the other Executive Directors, the report should be addressed to the Board of Directors thru the Office of the Chairperson. For RPT-related concerns, the report should be addressed to the Related Party Transactions Committee Chairperson, who is an independent director.</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>COMPLIANT</p>	<p>See Reporting Process above.</p>	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>COMPLIANT</p>	<p>This is delegated to the Legal and Compliance Groups of the Bank that are responsible for overseeing the implementation of this policy and compliance across the BDO Unibank Group. The Head of the Cases Review Committee Secretariat will submit a monthly report to the Chief Compliance Officer, Cases Review Committee, and the Audit Committee covering the number of reports received, actions taken and its latest status. The Audit Committee, at its discretion, may periodically report the whistle blower cases to the Board of Directors.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/corporate-policies/Policy_on_Disclosure_of_Sensitive_or_Confidential_Matters_to_Management.pdf</p>	
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Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>COMPLIANT</p>	<p>See pages 58 to 59 Corporate Social Responsibility of BDO in the 2023 BDO Annual Report for its community involvement.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2023_Annual_Report.pdf#page=58</p> <p>In 2023, the BDO Board approved the Environmental & Social Risk Management System (ESRMS) which outlines how the Bank will identify, assess, and manage environmental and social risks associated with its lending, investments, and operations. The ESRMS fully incorporates the Bank's</p>	
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		<p>key focus areas, focus sectors with high probability of E&S risks, and risk appetites for these focus areas and sectors.</p> <p>Within the organization, the Bank continues to raise awareness on its environmental impact, promote good environmental practices in the workplace, and mobilize employee volunteers for activities that address sustainable goals on poverty, hunger, the environment, education, financial literacy, and human rights.</p> <p>BDO imposes limits and monitors exposure to certain industries such as production or trade in weapons and munitions, online gaming and equivalent enterprises, hydroelectric plant with weir height of more than 50 meters, illegal mining, illegal fishing and child labor (those deemed to have adverse environmental and social effects to community).</p> <p>Green initiatives focus on energy conservation using LED lights, water management using waterless urinals, air quality by tree planting, waste segregation and disposal, among several initiatives.</p> <p>BDO's practice in green financing brings forth solid outcome and basis for establishing Sustainable Finance Framework which provides guidelines and parameters for green and social impact financing. With continued innovation in green financing, the Bank has positioned to lead Sustainable Finance across various industries.</p> <p>https://www.aem.bdo.com.ph/content/dam/support-group/office-of-the-corporate-secretary/annual-stockholders-meeting/2024/Information_Statement_2024_ASM.pdf#page=194</p>	
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Optional: Principle 16			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>COMPLIANT</p>	<p>See BDO's sustainable development programs published in the Sustainability Report at:</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/sustainability/sustainability-report/2023/BDO-2023-Sustainability-Report.pdf</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>COMPLIANT</p>	<p>See page 40, Section 16 – Encouraging Sustainability and Social Responsibility of the Revised Corporate Governance Manual wherein the Bank has instituted socio-civic programs centered on Disaster Response Advocacy, Environmental Initiatives, Sustainability, Climate Change and Wildlife Protection.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/corporate-governance/governance-manual/REV_CORGOV_MANUAL_2023_FINAL.pdf#page=40</p> <p>The BDO Group interacts positively with the communities in which it operates through our corporate social responsibility arm, BDO Foundation, Inc. BDO Group's efforts on social responsibility can be found in the Sustainability Report.</p> <p>https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/sustainability/sustainability-report/2023/BDO-2023-Sustainability-Report.pdf</p>	

ANNEX A



Institute of Corporate Directors

presents this

Certificate of Participation

to

Edmundo L. Tan

APC Group, Inc.

for having completed the hybrid training

2023 Corporate
Governance Seminar

held on

October 16, 2023 | 1:00 PM – 5:00 PM

at Conrad Manila, Pasay City and
through Zoom Webinars

Carlos Jose P. Gatmaitan
Chief Executive Officer

Transmittal Slip	
To: MR. GEORGE T. BARCELON	Date: September 25, 2023
Branch/Address: [Redacted] 23 Coolidge Street West Greenhills, San Juan City	
From: OFFICE OF THE CORPORATE SECRETARY 21/F BDO Towers Valero	
Particulars: <input checked="" type="checkbox"/> Deliver <input type="checkbox"/> Pick-up <input type="checkbox"/> Mail	
Other Instructions: Board Materials for the BOD Mtg on Sept. 30, 2023	
Requested By: Tonet [Redacted] Local 3 [Redacted]	Authorized By: Pearl [Redacted]
AGSD USE ONLY	RECEIVED BY: (SIGNATURE OVER PRINTED NAME) [Redacted]
Check By: Messenger 1 [Redacted]	DATE/TIME: [Redacted]
Messenger 2	ACKNOWLEDGED COPY RECEIVED BY:
Date/Time	DATE/TIME

09250169

FOR :	NVT JNT WCW
FROM:	CORSEC
RE :	BOARD MATERIALS December 6, 2023 MTG
RECEIVED BY:	[Signature]
DATE:	11/28/23

BDO Board Meeting Materials for December 6, 2023 (First Batch)

Perla [Redacted]
 To: Teresita T. Sy; Nestor V. Tan; Josefina N. Tan; Jones M. Castro [Redacted]; Jones M. Castro Jr.; +24 others
 Cc: [Redacted]; +4 others
 Tue 11/28/2023 6:54 PM

You forwarded this message on Tue 11/28/2023 6:55 PM

BDO Board 12.6.23 (Batch 1).zip 10 MB
Virtual Meeting Guide 12.6.23.pdf 327 KB
Board-Connect-User-Guide.pdf 911 KB

3 attachments (11 MB) Save all to OneDrive - BDO Unibank, Inc. Download all

Dear Sir/Ma'am:

Please find attached the first batch of materials for the **Board Meeting of BDO Unibank, Inc.** to be held on Wednesday, **December 6, 2023**, at 10:00 A.M., at the **[Redacted] 21/F BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City.**

You may access the attached file using the password to be sent by Ma. Aizza [Redacted] in a separate email.

The Board meeting materials and meeting credentials are also accessible through **BOARD CONNECT** under **Teams-Board of Directors and Advisors**. You may access your BDO account anytime to view the same. Once you are able to get into the Board Connect meeting panel, click the name of the meeting (**BDO Board Meeting - December 6, 2023**) to open the meeting page and view the materials.

Meetings

Upcoming Past **+ Add new meeting**



Certificate of Attendance

is presented to

FEDERICO P. TANCONGCO

for attending and participating in the

2023 Annual Corporate Governance Seminar

Topics:

Global Trends in Banking: Business and Technology

Generative Artificial Intelligence

August 2, 2023

8:00 am – 12:30 pm

Narra Hall, BDO Towers Valero, Makati City

A handwritten signature in black ink, appearing to read "Erick Anthony J. Valencia".

Atty. Erick Anthony J. Valencia

Senior Assistant Vice President & Regulatory Compliance Unit Head
BDO Unibank, Inc.

This seminar is accredited by the Securities and Exchange Commission (SEC) per its advisement letter dated 25 July 2023 signed by Atty. Rachel Esther J. Gumtang-Remalante, Director of Corporate Governance and Finance Department.

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

SECRETARY’S CERTIFICATE

I, **ALVIN C. GO**, being Assistant Corporate Secretary of **BDO UNIBANK, INC. (BDO Unibank)**, a universal bank organized and existing under and in accordance with the laws of the Republic of the Philippines, with business address at BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City, do hereby certify that –

1. In my capacity as Assistant Corporate Secretary of BDO Unibank, I have custody of the minutes book of BDO Unibank which contains the minutes of the meetings of the Board of Directors;
2. At the regular meeting of the Board of Directors of BDO Unibank held on December 3, 2022, at which meeting a quorum was present and acting throughout, the following resolution was unanimously adopted and approved:

Resolution No. 215-A-2022

“RESOLVED, That the Board of Directors of BDO Unibank, Inc. (BDO Unibank) approve and confirm, as it hereby approves and confirms, the revised Compensation Policy Guidelines of BDO Unibank, as approved and recommended by BDO Unibank’s Compensation Committee in its Resolution No. 2022-11-02 adopted on November 16, 2022, which reads as follows:

“RESOLVED, That the Compensation Committee of BDO Unibank, Inc. (the “Bank”), having conducted a review, approve and recommend, as it hereby approves and recommends, for approval of the Board of Directors, the revised Compensation Policy Guidelines of the Bank, a copy of which is attached as Annex “B” to the Minutes and made an integral part of this Resolution.”

3. The above-quoted resolution has not been revoked or rescinded and continues to be in full force and effect.
4. I am executing this certificate for whatever legal purpose it may serve.


IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 07 2022 at Makati City, Philippines.


ALVIN C. GO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me this DEC 07 2022 at Makati City, Philippines, affiant exhibited to me his Tax Identification No. ██████████ and Social Security System ██████████

NOTARY PUBLIC

Doc. No. 268
Page No. 45
Book No. I
Series of 2022.


Atty. MARIA FELICIA T. ZANTUA
Appointment No. M-214; Notary Public until 31 December 2023
Roll No. 58016; IBP Lifetime Member No. 12574, Laguna
PTR No. 8864151, 11 January 2022, Makati City
MCLE Compliance No. VII-0014924, 6 April 2022
21/F, BDO Towers Valero, 8741 Paseo de Roxas,
Salcedo Village, Makati City

BDO Unibank, Inc.
BDO Towers Valero
8741 Paseo De Roxas
Salcedo Village
Makati City 1226
Philippines
Swift Code BNORPHMM
Tel +632 8840-7000

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

SECRETARY'S CERTIFICATE

I, **ALVIN C. GO**, being Assistant Corporate Secretary of **BDO UNIBANK, INC. (BDO Unibank)**, a universal bank organized and existing under and in accordance with the laws of the Republic of the Philippines, with business address at BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City, do hereby certify that –

1. In my capacity as Assistant Corporate Secretary of BDO Unibank, I have custody of the minutes book of BDO Unibank which contains the minutes of the meetings of the Board of Directors;

2. At the regular meeting of the Board of Directors of BDO Unibank held on February 24, 2024, at which meeting a quorum was present and acting throughout, the following resolution was unanimously adopted and approved:

Resolution No. 045-A-2024

“RESOLVED, That the Board of Directors of BDO Unibank, Inc. (“BDO Unibank”) approve and confirm, as it hereby approves and confirms, the revised Regulatory Compliance Management Manual of BDO Unibank to include updates on the following sections:

- Qualifications of a Unit Compliance Coordinator;
- Independent Compliance Framework,
- Regulatory Compliance Testing Checklist Guidelines;
- Consumer Protection and Consumer Protection Program; and
- Compliance Group’s Table of Organization,

as approved and endorsed by BDO Unibank’s Board Audit Committee in its Resolution No. 2024-02-04 adopted on February 21, 2024, which reads as follows:

“RESOLVED, That the Board Audit Committee of BDO Unibank, Inc. (BDO Unibank) approve and endorse, as it hereby approves and endorses for approval of the Board of Directors, the Revisions to the Regulatory Compliance Management Manual, to include updates on the following sections: Qualifications of a Unit Compliance Coordinator; Independent Compliance Framework; Regulatory Compliance Testing Checklist Guidelines; Consumer Protection and Consumer Protection Program; and Compliance Group’s Table of Organization, a copy of which is attached as Annex “M” to the Minutes and made an integral part of this Resolution.”

3. The above-quoted resolution has not been revoked or rescinded and continues to be in full force and effect.

BDO Unibank, Inc.
BDO Towers Valero
8741 Paseo De Roxas
Salcedo Village
Makati City 1226
Philippines
Swift Code BNORPHMM
Tel +632 8840-7000

4. I am executing this certificate for whatever legal purpose it may serve.

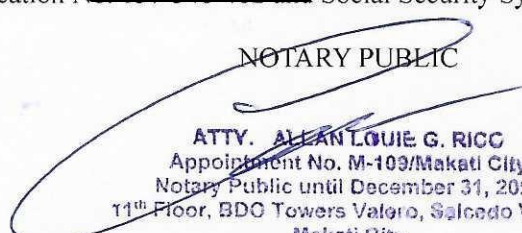
IN WITNESS WHEREOF, I have hereunto affixed my signature this 28 FEB 2024 at Makati City, Philippines.


ALVIN C. GO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 28 FEB 2024 at Makati City, Philippines, affiant exhibited to me his Tax Identification N[REDACTED] Social Security System N[REDACTED]

NOTARY PUBLIC

Doc. No. 469
Page No. 95
Book No. XXXIV
Series of 2024.



ATTY. ALLAN LOUIE G. RICC
Appointment No. M-109/Makati City
Notary Public until December 31, 2025
11th Floor, BDO Towers Valero, Salcedo Village
Makati City
IBP No. 391300 /01/03/24/ MANILA 3
PTR No. 10075840; 01/03/24; Makati City/ Roll No. 46038
MCLE Compliance No. VII-0014049; until 04/14/2025

SIGNATURES:

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this 17 day of May 2024.


TERESITA T. SY
Chairperson

SUBSCRIBED AND SWORN TO before me this 17 MAY 2024 day of May, 2024, affiant exhibited to me her Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
TERESITA T. SY	Passport  FA NCR East / March 8, 2031

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Page No. 96
Book No. XXXVIII
Series of 2024.

NOTARY PUBLIC
ATTY. ALLAN LOUIE G. RIGG
Appointment No. M-109/Makati City
Notary Public until December 31, 2025
11th Floor, BDO Towers Valero, Salcedo Village
Makati City
IBP No. 391300 / 01/03/24 / MANILA 3
PTR No. 10075840; 01/03/24; Makati City / Roll No. 46038
MCLE Compliance No. VII-0914949; until 04/14/2025

BDO Unibank, Inc.
2023 Integrated Annual Corporate Governance Report

23 IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this
day of May 2024.




NESTOR V. TAN
President & Chief Executive Officer

SUBSCRIBED AND SWORN TO before me this MAY 23 2024 day of May, 2024, affiant exhibited
to me his Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
NESTOR V. TAN	Passpo [REDACTED] A NCR East / November 22, 2030

NOTARY PUBLIC

Doc. No. 514
Page No. 104
Book No. I
Series of 2024.


Atty. REIGEL A. PRADO
Appointment No. M-259 until December 31, 2024
NOTARY PUBLIC FOR MAKATI CITY
10th floor, EDO Valero Towers
8741 Paseo De Roxas Avenue, Salcedo Village, Makati City
PTR No. 10081773; 01/08/2024; Makati City
Roll No. 55357, IBP No. 381521; 12/30/2023 (for 2024); Leyte
MCLE Compliance No. VII-0025831

BDO Unibank, Inc.
2023 Integrated Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this
21 day of May 2024.



GEORGE T. BARCELON
Independent Director


MAY 21 2024

SUBSCRIBED AND SWORN TO before me this ____ day of May, 2024, affiant exhibited to me his Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
GEORGE T. BARCELON	Passport [REDACTED] NCR East / July 3, 2029

NOTARY PUBLIC

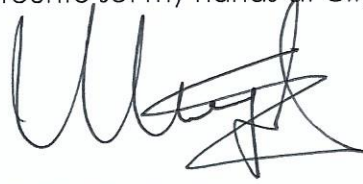
Doc. No. 700
Page No. 101
Book No. 1
Series of 2024.



Atty. REIGELIA PRADO
Appointment No. M-259 until December 31, 2024
NOTARY PUBLIC FOR MAKATI CITY
10th floor, BDO Valero Towers
8741 Paseo De Roxas Avenue, Salcedo Village, Makati City
PTR No. 10081773; 01/08/2024; Makati City
Roll No. 55397, IBP No. 381521; 12/30/2023 (for 2024); Leyte
MCLE Compliance No. VII-0025831

BDO Unibank, Inc.
2023 Integrated Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this 19th day of April 2024.



VIPUL BHAGAT
Independent Director

SUBSCRIBED AND SWORN TO before me this 19th day of April, 2024, affiant exhibited to me his Competent Evidence of Identity as shown below:

Name

Competent Evidence of Identity

VIPUL BHAGAT

Driver's License [REDACTED] hington, DC /November 8, 2028

NOTARY PUBLIC

Doc. No. 295
Page No. 60
Book No. I
Series of 2024.




Atty. REIGEL A. PRADO
Appointment No. M-259 until December 31, 2024
NOTARY PUBLIC FOR MAKATI CITY
10th floor, BDO Valero Towers
8741 Paseo De Roxas Avenue, Saicedo Village, Makati City
PTR No. 10081773; 01/08/2024; Makati City
Roll No. 55397, IBP No. 381521; 12/30/2023 (for 2024); Leyte
MCLE Compliance No. VII-0025831

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this 23 day of May 2024.


ESTELA P. BERNABE
Independent Director

MAY 23 2024

SUBSCRIBED AND SWORN TO before me this ____ day of May, 2024, affiant exhibited to me her Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
ESTELA P. BERNABE	Passport N  Manila / April 18, 2028

NOTARY PUBLIC

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Page No. 164
Book No. I
Series of 2024.


Atty. REIGEL A. PRADO
Appointment No. M-259 until December 31, 2024
NOTARY PUBLIC FOR MAKATI CITY
10th floor, BDO Valero Towers
8741 Paseo De Roxas Avenue, Salcedo Village, Makati City
PTR No. 10081773; 01/08/2024; Makati City
Roll No. 55397, IBP No. 381521; 12/30/2023 (for 2024); Leyte
MCLE Compliance No. VII-0025831

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this
23 day of May 2024.



FRANKLIN M. DRILON
Independent Director

SUBSCRIBED AND SWORN TO before me this MAY 23 2024 day of May, 2024, affiant exhibited to me his Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
FRANKLIN M. DRILON	Senior Citizen Card [REDACTED] on 12 February 2008 in San Juan, Metro Manila [REDACTED]

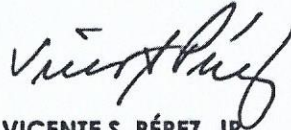
Doc. No. 512
Page No. 104
Book No. 1
Series of 2024.

NOTARY PUBLIC


Atty. REIGELA A. PRADO
Appointment No. M-259 until December 31, 2024
NOTARY PUBLIC FOR MAKATI CITY
10th floor, BDO Valero Towers
8741 Paseo De Roxas Avenue, Salcedo Village, Makati City
PTR No. 10081773; 01/08/2024; Makati City
Roll No. 55397, IBP No. 381524; 12/30/2023 (for 2024); Leyte
MCLE Compliance No. VII-0025831

BDO Unibank, Inc.
2023 Integrated Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this
21 day of May 2024.



VICENTE S. PÉREZ, JR.
Independent Director


MAY 21 2024

SUBSCRIBED AND SWORN TO before me this ____ day of May, 2024, affiant exhibited
to me his Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
VICENTE S. PÉREZ, JR.	Passport [REDACTED] A Manila / January 14, 2030

NOTARY PUBLIC

Doc. No. 506
Page No. 101
Book No. I
Series of 2024.



Atty. REIGEL A. PRADO
Appointment No. M-259 until December 31, 2024
NOTARY PUBLIC FOR MAKATI CITY
10th floor, BDO Valero Towers
8741 Paseo De Roxas Avenue, Salcedo Village, Makati City
PTR No. 10081773; 01/08/2024; Makati City
Roll No. 55397, IBP No. 381521; 12/01/2023 (for 2024); Leyte
MCLE Compliance No. VII-0025831

17 IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this
day of April 2024.



DIOSCORO I. RAMOS
Lead Independent Director

17 APR 2024

SUBSCRIBED AND SWORN TO before me this ___ day of April, 2024, affiant exhibited to me his Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
DIOSCORO I. RAMOS	Passport [REDACTED] PCG Hong Kong / May 4, 2031

NOTARY PUBLIC

Doc. No. 264
Page No. 54
Book No. XXXVII
Series of 2024.

ATTY. ALLAN LOUIE G. RICO
Appointment No. 21-109/Makati City
Notary Public until December 31, 2025
12th Floor, BDO Towers Valero, Saicedo Village
Makati City
IBP No. 391300 / 01/03/24 / MANILA 3
PTR No. 10075840; 01/03/24; Makati City/ Roll No. 46038
MCLE Compliance No. VII-0014849; until 04/14/2025

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this
21 day of May 2024.

Francis Ingo
FEDERICO P. TANCONGCO
Senior Vice President & Chief Compliance Officer *FW*

MAY 21 2024
SUBSCRIBED AND SWORN TO before me this ____ day of May, 2024, affiant exhibited to me his Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
FEDERICO P. TANCONGCO	Pass: [REDACTED] / DFA-NCR Northeast/ March 3, 2032

Doc. No. 500
Page No. 101
Book No. I
Series of 2024.

NOTARY PUBLIC

RA
Atty. REIGEL A. PRADO
Appointment No. M-259 until December 31, 2024
NOTARY PUBLIC FOR MAKATI CITY
10th floor, BDO Valero Towers
8741 Paseo De Roxas Avenue, Salcedo Village, Makati City
PTR No. 10081773; 01/08/2024; Makati City
Roll No. 55397, IBP No. 381521; 12/30/2023 (for 2024); Leyte
MCLE Compliance No. VII-0025831

21 IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this day of May 2024.



Atty. EDMUNDO L. TAN
Corporate Secretary

MAY 21 2024

SUBSCRIBED AND SWORN TO before me this ____ day of May, 2024, affiant exhibited to me his Competent Evidence of Identity as shown below:

<u>Name</u>	<u>Competent Evidence of Identity</u>
EDMUNDO L. TAN	Passpo [REDACTED] FA-Manila/ June 30, 2032

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Series of 2024.

NOTARY PUBLIC



Atty. REIGEL A. PRADO

Appointment No. M-259 until December 31, 2024

NOTARY PUBLIC FOR MAKATI CITY

10th floor, ESO Valero Towers

8741 Paseo De Roxas Avenue, Salcedo Village, Makati City

PTR No. 10081773; 01/08/2024; Makati City

Roll No. 55397, IBP No. 381521; 12/30/2023 (for 2024); Leyte

MCLE Compliance No. VII-0025831



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

SECRETARY’S CERTIFICATE

I, **ALVIN C. GO**, being Assistant Corporate Secretary of **BDO UNIBANK, INC. (BDO Unibank)**, a universal bank organized and existing under and in accordance with the laws of the Republic of the Philippines, with business address at BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City, do hereby certify that –

1. In my capacity as Assistant Corporate Secretary of BDO Unibank, I have custody of the minutes book of BDO Unibank which contains the minutes of the meetings of the Board of Directors;
2. At the regular meeting of the Board of Directors of BDO Unibank held on April 18, 2024, at which meeting a quorum was present and acting throughout, the following resolution was unanimously adopted and approved:

Resolution No. 083-2024

“RESOLVED, That the Board of Directors of BDO Unibank, Inc. (BDO Unibank) approve and confirm, as it hereby approves and confirms, the 2023 Integrated Annual Corporate Governance Report of BDO Unibank, as approved and endorsed by BDO Unibank’s Corporate Governance Committee in its Resolution No. 2024-04-01 adopted on April 17, 2024, which reads as follows:

“RESOLVED, That the Corporate Governance Committee (the “Committee”) of BDO Unibank, Inc. (the “Bank”) approve and endorse, as it hereby approves and endorses to the Board of Directors for its approval, the Bank’s 2023 Integrated Annual Corporate Governance Report, a copy of which is attached as Annex “B” to the Minutes and made part of this Resolution, to be submitted to the Securities and Exchange Commission.”

3. The above-quoted resolution has not been revoked or rescinded and continues to be in full force and effect.
4. I am executing this certificate for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 25 APR 2024 at Makati City, Philippines.

ALVIN C. GO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 25 APR 2024 at Makati City, Philippines, affiant exhibited to me his Tax Identification [REDACTED] and Social Security System No. [REDACTED]

Doc. No. 494
Page No. 100
Book No. XXXVIII
Series of 2024.

NOTARY PUBLIC

ATTY. ALLAN LOUIE G. RICC
Appointment No. M-109/Makati City
Notary Public until December 31, 2025
11th Floor, BDO Towers Valero, Salcedo Village
Makati City
IBP No.391300 /01/03/24/ MANILA 3
PTR No. 10075840; 01/03/24; Makati City/ Roll No. 46038
MCLE Compliance No. VII-0014849; until 04/14/2025

BDO Unibank, Inc.
BDO Towers Valero
8741 Paseo De Roxas
Salcedo Village
Makati City 1226
Philippines
Swift Code BNORPHMM
Tel +632 8840-7000