



DIRECTOR ORIENTATION & CONTINUING EDUCATION POLICY

1. Philosophy

BDO Finance Corporation (BDOFC) believes that in order to maintain a current and effective Board, proper orientation and ongoing education are critical to ensure that members of the Board are well equipped in their role as stewards of the Company.

2. Purpose

The purpose of this policy is to formalize the orientation process of newly appointed directors to familiarize them with the role of the Company's Board of Directors, its committees and charters, the Company's business activities, the industry and regulatory environment. On continuing education, the policy also specifies the elements of the program that will be made available for the continued development of the Board.

3. Responsibility

The Corporate Governance Committee, in coordination with the Corporate Governance Office, is responsible for the implementation of the orientation program of new directors and continuing education of the Board.

4. Coverage

Orientation Program for New Directors

The formal program consists of meetings with the President and Corporate Secretary to discuss the roles and responsibilities of the Board of Directors and the corporate governance framework of the Company. A series of orientation sessions with key senior management executives will also be provided to discuss the core business activities and operations of the Bank including industry and regulatory briefings. The Corporate Secretary will welcome the new directors initially thru a phone call and a letter will follow containing an information kit that includes the following:

- Corporate powers and limitations
- Board Structure and Composition, Board mandate, Board Committees and Charters
- Code of Conduct and other relevant policies adopted by the Board
- Directors' and Officers' Liability Insurance Coverage
- Schedule of Upcoming Board and Committee Meetings
- Annual Calendar of the Board
- Annual Reports
- Regulatory Disclosures
- Overview of the Company's business and financing and leasing industry

Continuing Education Program

The following shall be provided by management to ensure the continuing education of directors:

- Economic Update - briefing on the state of domestic and global economy
- Regulatory Update – briefing on new legal, financial reporting and regulatory mandates
- Market Exposure/Update - visit to key provinces/cities during out-of-town Board meetings
- Business Update - regular presentations to directors by senior executives regarding business activities and competitive developments
- Corporate Governance Update – latest developments on best practices based on international standards