

SEC Number **PW-686**  
Company TIN **000-263-340**

**PHILIPPINE BANK OF COMMUNICATIONS**  
(Company's Full Name)

PBCOM tower, 6795 Ayala Avenue corner V.A. Rufino Street, Makati City  
(Company's Address: No. Street City/Town/Province)

830-7000  
(Company's Telephone Number)

December 31  
(Fiscal Year Ending)  
(Month & Day)

3rd Tuesday of June  
Annual Meeting

**SEC Form 17-A**  
**(Annual Report Pursuant to Section 17 of the Securities Regulation Code**  
**and Section 141 of the Corporation Code)**  
(FORM TYPE)

N/A  
Amendment Designation (If Applicable)

None  
(Secondary License Type. If any)

Angelo Patrick F. Advincula  
(Company Representative)

904-193-248  
(TIN)

June 26, 1970  
(Birth Date)

-----Do not fill below this line-----

\_\_\_\_\_  
Cashier

\_\_\_\_\_  
File Number

\_\_\_\_\_  
Central Receiving Unit

\_\_\_\_\_  
Document ID

\_\_\_\_\_  
LCU

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended December 31, 2014.
2. SEC Identification Number PW-686 . 3. BIR Tax Identification No. 000-263-340
4. Exact name of issuer as specified in its charter Philippine Bank of Communications .
5. Philippines 6.  (SEC Use Only)  
Province, country or other jurisdiction of Industry Classification Code :  
incorporation or organization
- PBCom Tower, 6795 Ayala Avenue cor. V.A. Rufino Street, Makati City 1226 .  
7. Address of principal office Postal Code
- (632) 830-7000 .  
8. Issuer's telephone number, including area code
- N/A .  
9. Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of SRC, or Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
<u>Common</u>	<u>480,645,163 shares</u>

11. Are any or all of the securities listed on a Stock Exchange?

Yes  No

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange . Common Stock .

12. Check whether the issuer:

- (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [ / ] No [ ]

- (b) has been subject to such filing requirements for the past ninety (90) days.

Yes [ / ] No [ ]

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form.

Non-affiliated shares	-	118,090,826
Average price as of March 31, 2015	-	<u>₱31.50</u>
Aggregate market value of voting stock	-	<u>₱3,719,861,019</u>

**APPLICABLE ONLY TO ISSUERS INVOLVED IN  
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS  
DURING THE PRECEDING FIVE YEARS:**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes [ / ] No [ ]

**DOCUMENTS INCORPORATED BY REFERENCE**

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

- (a) Any annual report to security holders;
- (b) Any information statement filed pursuant to SRC Rule 20;
- (c) Any prospectus filed pursuant to SRC Rule 8.1

## PART I - BUSINESS AND GENERAL INFORMATION

### Item 1. Business

#### **Business Development**

Philippine Bank of Communications ("PBCom" or the "Bank") was incorporated as one of the earliest non-American foreign banks in the country on August 23, 1939. It received the authority to engage in commercial banking from the then Bureau of Banking of the Department of Finance under the Philippine Commonwealth, with a capitalization of Two Million Pesos. The Bank commenced operations on September 4, 1939. However, operations were temporarily interrupted during World War II, but were immediately reconstituted in 1945 through the infusion of fresh funds. The Bank came under full Filipino ownership in 1974 when a group of industrialists led by Ralph Nubla Sr. bought majority of the Bank's outstanding shares.

The Bank is a registered government securities dealer, having been granted the license on December 14, 1981. It also has a trust license which was approved on August 24, 1961.

PBCom acquired a license to operate as an expanded commercial bank from the *Bangko Sentral ng Pilipinas* ("Bangko Sentral" or "BSP") on December 24, 1993 and operated as such until the year 2000. In order to concentrate on its core strengths and maximize utilization of available resources, the Bank applied with the Bangko Sentral for a conversion of the expanded commercial bank license into a regular commercial banking license. The Monetary Board of the BSP (the "Monetary Board") approved in its Resolution No. 508 dated March 31, 2000 the amendment of the Bank's license. PBCom has since opted to capitalize on its core strength by focusing on and pursuing traditional commercial banking operations. In December 2000, the Bank acquired 100% of Consumer Savings Bank as part of its strategy to expand its consumer banking business.

PBCOM Finance Corporation is a domestic corporation incorporated in March 1980 and is engaged mainly in financing activities. The Bank owns 40% equity in PBCom Finance Corporation.

PBCOM Insurance Services Agency, Inc., (PISAI) was incorporated on May 9, 2014 and is a wholly-owned subsidiary engaged in soliciting and promoting insurance products. On August 14, 2014, Pru-Life Insurance Corporation of UK, PBCom and PISAI executed an agency agreement for five years to distribute the former's insurance array of life, health and protection programs. PISAI was appointed as a non-exclusive agent.

#### **Acquisition of Rural Banks**

The Bank received BSP approval to acquire almost 100% of the shares of two rural banks: Rural Bank of Nagcarlan Inc. (RBNI) on July 28, 2014 and Banco Dipolog Inc. (BDI) on September 8, 2014. The acquisitions support the Bank's strategy to expand its distribution network and reach underserved and unbanked segments, thus contributing to the development and strengthening of small businesses. RBNI is Laguna-based with six branches, while BDI is headquartered in Dipolog and has 13 branches.

PBCOM's head office is now in the Central Business District of Makati. Previously, the Bank's Head Office was based in Binondo where it had developed its core clientele in the Filipino-Chinese community. Originally, clients belonging to this group comprise the majority of the Bank's customer base. However, the Bank has been diversifying and expanding its market by making inroads into the corporate finance market. The transfer of the bank's Head Office in 2001 to the PBCOM Tower along Ayala Avenue in Makati City provided better access to corporate clients that were otherwise inaccessible from its previous Binondo Head Office.

On July 26 2011, the major shareholders of the Bank, namely the Chung, Luy, and Nubla Groups, signed a Memorandum of Agreement (MOA) with a group of investors led by ISM Communications Corporation (the "ISM Group"), involving the sale of their entire stake in the Bank to the ISM Group and the commitment of the Chung and Nubla groups to reinvest the proceeds of the sale of their respective shares amounting to approximately ₱2.8B in the Bank.

On October 13, 2011, the Monetary Board approved the acquisition of PBCom by the ISM Group.

On December 23, 2011, the acquisition by the ISM Group of a controlling interest in the Bank was successfully transacted through the facilities of the Philippine Stock Exchange.

On December 27, 2011, the Chung and Nubla Groups had reinvested ₱2.4B as deposits for future subscription of PBCom shares of stock. Another ₱0.4B was deposited in March 2012 and additional ₱22M in April 2012 to complete their commitment of approximately ₱2.8B.

On May 31, 2012, the LFM Properties Group deposited ₱0.72B for future subscription to PBCom shares of stock. Another ₱30M was deposited by the LFM Properties Group on October 24, 2012.

On February 8, 2013, BSP issued a Certificate of Authority to the Bank to enable it to register its Amended Articles of Incorporation and Amended By-Laws with the SEC.

On March 8, 2013, the Bank obtained approval from SEC for a quasi-reorganization and an increase in authorized capital stock. The Articles of Incorporation were amended to implement the following:

- a. Reclassification of Bank's existing 120,000,000 preferred shares to common shares
- b. Reduction of the par value of all its common shares from ₱100 per share to ₱25 per share; and
- c. Increase in authorized capital stock to ₱19,000,000,000 divided into 760,000 common shares with a par value of ₱25 per share.

The reclassification of the said preferred shares to PBC common shares took effect on March 19, 2013. In December 2013, the Bank received the approval by both the BSP and SEC to apply ₱3.94B in APIC to partially wipe out the bank's outstanding deficit.

On March 26, 2014, the Bank exited from 10-years Financial Assistance Agreement with PDIC by settling the loan of ₱7.6B which represents financial assistance by the latter to the Bank in 2004.

The subscription by P.G. Holdings (PGH) to new PBCom shares amounting to ₱5.975B was approved by BSP on Sept. 23, 2014. The first installment of ₱1.793B was paid by PGH on September 25, 2014. Subsequently on October 1, 2014, VFC Land Resources Inc. (VFC) bought ₱1.95B PBCOM shares from ISM Communications Corporation. Both PGH and VFC are owned by retail tycoon Lucio Co, bringing his total stake in PBCom to 49.99%.

### Business of Registrant

PBCom offers a wide range of products and services to clients. These include basic commercial banking services such as deposit products, treasury and foreign exchange trading, trade-related services, cash management services, credit and loan facilities, and Trust and Investment Management services.

Deposit products and services include peso, dollar and third currency savings, checking and time deposit accounts, ATM accounts, foreign and domestic remittance services, cash management services namely deposit pick-up and cash delivery, payroll and checkwriting services. Ancillary services such as safety deposit boxes and manager's checks, demand drafts, acceptance of tax and SSS payments are also available. These products are both offered on a retail basis to individuals and to corporate clients as well. Various product variations customized to address unique client needs are currently being offered.

Trade-related services include import LCs, standby LCs, credit bank guaranty and shipside bond, export packing credits & bills purchase, acceptance trade financing of receivables and payables, domestic LCs and trust receipt financing. These services are financing facilities offered to importers and exporters.

Credit and loan facilities include working capital financing, post-dated check discounting, specialized lending programs such as mortgage and contract-to-sell financing. Structured Products including trade financing were introduced in August 2005. The Bank continues to see the potential of the expanding consumer market. In 2012, the Bank launched home and auto loans while an all-purpose personal loan product was launched in April 2013.

Treasury products include dealership and brokering of government securities and commercial papers both domestic and international, deposit substitutes like promissory notes and repurchase agreements, foreign exchange proprietary trading and commercial client servicing.

Trust services include investment management services, personal trust funds, escrow agency services, employee benefit trust services and estate planning.

#### Subsidiaries and affiliates

Banco Dipolog, Inc. (BDI) a rural bank formally organized under the Corporation Code of the Philippines on October 8, 1957. and the first bank established in Dipolog City and in the Zamboanga Peninsula. It is one of the leading rural banks in Southern Philippines. The Bank is 99.8% owned by PBCom which caters primarily to small entrepreneurs, educators, farmers and government employees. Currently, BDI has 12 branches and 7 other banking offices located in Mindanao and Visayas. Another branch from an earlier acquisition is pending consolidation with BDI.

Rural Bank of Nagcarlan, Inc. (RBNI) is 96.32% owned by PBCom which was registered with the Securities and Exchange Commission on May 31, 1962 with Registration No. 20816. RBNI was authorized by the Bangko Sentral ng Pilipinas (BSP) on June 2, 1962 to engage in rural banking business. Its head office is located at 692 Jose Coronado St., Nagcarlan, Laguna and has 6 branches located in various municipalities of Laguna.

The BSP approved the acquisitions in July 2014 for RBNI and in September 2014 for BDI. The acquisitions are in line with PBCom's plan to expand its market reach and engage in countryside and SME lending.

PBCom Insurance Services Agency, Inc. (PISAI) – was incorporated and registered with the Securities and Exchange Commission on May 9, 2014 to engage primarily in the business of soliciting and promoting insurance products. The company offers a range of insurance agency services specific to life and investment-linked products to meet customers' wealth management and risk protection needs.

PBCom Finance Corporation – was incorporated and registered with the SEC on January 9, 1980 to provide, grant and/or extend credit facilities to any person, business, juridical or otherwise. It is 40% owned by the Bank while the remaining 60% is owned by various individual shareholders. Its principal place of business is located at 7<sup>th</sup> floor, PBCom Building, 214-216 Juan Luna St. Binondo, Manila.

#### Contribution to revenue

The contribution to sales/revenues from these products/services is broken down as follows: (1) net

interest income derived from lending, investment and other receivables accounted for 67.48% of gross revenues while (2) other operating income (consisting of trading gains, service charges, fees and commissions, income from trust operations, profit/loss from asset sold, fair value gain/(loss) from investment properties, foreign exchange gain/loss, rental income and miscellaneous income accounted for 26.75% of the Bank's gross income.

The Bank does not maintain any branch or sales office abroad. Hence, all revenues are generated domestically.

#### Distribution Methods of Products and Services

The Bank's liability and ancillary products and services are distributed primarily through its 76-branches and 9 other banking offices. These branches and OBOs were complemented by a network of 170 automated teller machines deployed in strategic branch sites including 100 off-site/off-branch locations. A total of 10 new branches, 9 OBOs and 33 ATMs were added to the network in 2014.

#### Competition

In 2014, Philippine commercial banking industry is composed of 15 commercial banks (KB) of which 5 are private domestic commercial banks and 10 are foreign banks with either established subsidiaries or foreign branch licenses.

#### Patents, Trademarks, Licenses, Franchises, Concessions, and Royalty

There are no outstanding patents, trademarks, copyrights, franchises, concessions, and royalty agreements held as of December 31, 2014.

#### Customers

PBCom has nurtured and grown a strong core clientele in the Filipino-Chinese community over the years and this has become a significant market for the Bank. Today, the Filipino-Chinese market remains a major customer base despite the Bank's recent success in expanding into other markets where the larger universal banks dominate. The Bank continues to strengthen its presence in the middle market by focusing on the products that will address the needs of these customers.

#### Transaction with and/ or Dependence on Related Parties

The Bank's related parties include key management personnel, close family members of key management personnel and entities which are controlled, significantly influenced by or for which significant voting power is held by key management personnel or their close family members, associates and post-employment benefits for the benefit of the Bank's employee.

As required by BSP, the Bank discloses loan transactions with its associates, affiliates and with certain directors, officers, stockholders and related interests (DOSRI). As of December 31, 2014 the Bank is in compliance with such regulations.

The Bank's related party transactions are presented and discussed in Note 33 of the Audited Financial Statements

#### Effect of Existing or Probable Government Regulations

*Bangko Sentral ng Pilipinas*

The Bank fully complies with the required capitalization for commercial banks without expanded banking licenses (non-unibanks) as prescribed by the BSP. The Bank's capital as of end-December 31, 2014 stood at ₱8.23B while its capital to risk assets ratio under the BASEL III reporting standards covering credit, market and operational risks as reported to BSP remained well above the 10% prescribed cap at 16.03%.

### *Bureau of Internal Revenue*

RA No. 9337, An Act Amending the National Internal Revenue Code, provides that starting January 1, 2009, the regular corporate income tax rate (RCIT) shall be 30% while interest expense allowed as a deductible expense is reduced to 33% of interest income subject to final tax.

A Minimum Corporate Income Tax (MCIT) of 2% on modified gross income is computed and compared with the RCIT. Any excess MCIT over RCIT is deferred and can be used as a tax credit against future income tax liability for the next three years. In addition, NOLCO is allowed as a deduction from taxable income in the next three years from the year of inception.

FCDU offshore income (income from non-residents) is tax-exempt while gross onshore income (interest income from loans to residents) is subject to 10% income tax. Income of the FCDU other than offshore and onshore are subject to the 30% RCIT or 2% MCIT whichever is applicable.

On March 15, 2011, the BIR issued RR 4-2011 which prescribes the attribution and allocation of expenses between the FCDUs/EFCDUs or OBUs and RBU and within RBU.

### Research and Development Activities

The bank offers basic commercial banking products and services that require no significant amount to be spent on product research & development.

### Employees

As of December 31, 2014 the bank had 1,544 employees with 1,040 officers and 504 rank and file employees. All rank and file employees are covered by a 3-year collective bargaining agreement signed last April 12, 2013, with effect until December 31, 2015. There had been neither dispute nor occurrence of employees' strike for the past years. The Bank expects to increase the current level of employees within the next twelve (12) months in line with its growth and transformation strategy.

### **Risk Management**

PBCOM applies risk management across the entire organization — from the Board of Directors, Senior Management, Business Segments and Groups, Business Centers, support units, and to individual employees; as well as in specific functions, programs, projects and activities. Implementation of the Framework contributes to strengthening management practices, decision making and resource allocation, and increasing shareholder value; while protecting the interest of its clients, maintaining trust and confidence, and ensuring compliance with regulations.

Enterprise risk management (ERM) is the framework of policies, processes and systems, effected by an entity's board of directors, management and other personnel, applied in strategy setting and across the enterprise, designed to identify potential events that may affect the entity, and manage risk to be within its risk appetite, to provide reasonable assurance regarding the achievement of entity objectives.

The Risk Oversight Committee (ROC) assists the Board of Directors in the effective discharge of its function in overseeing the enterprise risk management program of the Bank. Its responsibilities include:

- A. Review and recommend for approval by the Board of Directors written enterprise risk management programs to identify, measure, monitor and control risks.

- B. Review reports on risk exposures, recommend necessary actions and communicate enterprise risk management plans to concerned segments and groups to address or reduce the risks;
- C. Report to the Board of Directors significant matters concerning PBCOM's risk exposures including any BSP examination findings on unsafe and unsound banking practices; and actions taken to manage those risks;
- D. Recommend a system of risk limits and authorities for approval by the Board, and any necessary changes to these limits and authorities;
- E. Establish a monitoring system to ensure that limits set are observed and that immediate corrective actions are taken whenever limits are breached;
- F. Evaluate the magnitude, direction and distribution of risks across the Bank and its subsidiary;
- G. Ensure that business units provide for ongoing review and validation of the adequacy and soundness of risk management policies and practices;
- H. Create and promote an enterprise risk culture that requires and encourages the highest standards of ethical behavior by risk managers and risk-taking personnel.

In 2014, the annual review of the ROC charter included an amendment providing for the Risk Oversight Committee to oversee PBCOM's subsidiaries; in view of recently acquired or incorporated companies. The ROC also approved organizational enhancement of the Enterprise Risk Management/ICAAP Group to streamline functions and simplify the structure. The ERMG/ICAAP Group is the ROC's implementing arm in carrying out its functions.

### **Enterprise Risk Management Control Framework Model**

PBCOM builds on the concepts of the COSO Enterprise Risk Management – Integrated Framework as its model for the Bank's enterprise risk management system.

### **Business Objective and ERM Components**

The enterprise risk management framework for PBCOM's goals can be summarized as the Management setting the strategic objectives, selecting the strategy and laying down more specific objectives throughout PBCOM; guided by its mission and vision. The overall objectives can be categorized into:

- *Strategic* – high-level goals, aligned with and supporting its mission
- *Operations* – effective and efficient use of its resources
- *Reporting* – reliability of reporting
- *Compliance* – compliance with applicable laws and regulations.

### **Governance, Risk and Compliance Control (GRC)**

GRC is the general term encompassing PBCOM's approach to corporate governance, enterprise risk management and corporate compliance with applicable laws and regulations.

- Corporate Governance – The system whereby shareholders, creditors, and other stakeholders of PBCOM ensure that Management enhances the value of the Bank as it competes in an increasingly global market place. It is the framework of rules, systems and processes in and of PBCOM that governs the performance by the Board of Directors and Management of their respective duties and responsibilities to the stockholders.
- Risk Management – *The process, effected by PBCOM's Board of Directors, Management and other personnel, applied in strategy setting and across the enterprise, designed to identify potential events that may affect the Bank, and manage risk to be within its risk appetite, to provide reasonable assurance regarding the achievement of the Bank's objectives. It also refers to the architecture that is used to manage risk; that includes risk management principles, a risk management framework and a risk management process.*
- Compliance – Adherence to applicable laws, regulations, directives, rules of professional conduct and related or similar matters.

The interrelated functions primarily involved in the implementation of the PBCOM's Governance, Risk and Control system are Compliance Group, Internal Audit Group and Enterprise Risk Management Group.

**Risk Vision Statement**

To protect and optimize PBCOM's enterprise value through effective risk management.

**Risk Mission Statement**

To develop risk awareness and a risk/return consciousness in the Bank in order to protect deposits, preserve capital and ensure adequate return on capital.

**ERM Philosophy**

PBCOM recognizes that enterprise risk management is fundamental for its safe and sound operation and sustainable growth. It ensures business success through balanced risk and reward, operational excellence and conformance to the highest ethical standards and regulatory requirements.

Enterprise Risk Management in PBCOM is aligned to its business objectives and strategies. It operates at all levels and in all units of PBCOM that continually manage risk in an environment fostered by an appropriate governance structure, a strong "control culture" and a proactive process of identification, understanding, assessment and mitigation of all its material risks.

**ERM Objectives**

- Identify, measure, manage and control risks inherent in PBCOM's activities or embedded in its portfolio.
- Define and disseminate risk management philosophy and policies.
- Assist risk-taking business and operating units in understanding and measuring risk/return profiles.
- Develop a risk management infrastructure that includes policies and procedures, organization, limits and approval authorities, MIS and reporting, systems and risk models.
- Promote a risk awareness and strong "control culture" in PBCOM.

**Capital Management**

PBCOM's capital management framework involves providing shareholders optimal returns within the ability of the capital to protect the interests of all the bank's stakeholders. The framework involves monitoring both capital requirements and capital resources to ensure:

- Qualified capital remains above minimum requirements of ten (10) percent of risk weighted assets;
- Quality of capital resources aligns with the risks present or to be taken to achieve growth & return and;
- Prudent balance between the growth and return required of strategic plans and the continuing institutional strength of bank.

PBCOM consistently maintains a ratio of qualified capital to risk weighted assets that are in excess of the ten (10) percent minimum requirements of Philippine Banking Regulations.

The bank in addition conducts an annual Internal Capital Adequacy Assessment Process (ICAAP), along with its strategic planning exercise. The ICAAP provides the bank the opportunity to:

- Articulate its strategic growth and return targets;
- Identify the businesses, products and services the bank will pursue or use to achieve the targets;
- Define and measure the risks each business, product or service will create;
- Consider how the bank will mitigate and manage the identified risks;
- Determine the amount and the quality of the capital resources necessary to sustain financial strength through a risk event;
- Conduct stress tests to aid in identifying break points and vulnerabilities; and
- Develop capital build-up and contingency plans.

The ICAAP is a collaborative effort of the Management and the Board of Directors. PBCOM submits the documentation of the results of its ICAAP to the supervisory review and examination of the Bangko Sentral ng Pilipinas.

The regulatory qualifying capital of the Bank consists of Tier 1 (core) capital, which comprises paid-up common and preferred stock, surplus including current year profit and surplus reserves less required deductions such as unsecured credit accommodations to directors, officers, stockholders and related interests (DOSRI) and deferred income tax and significant minority investments in banks and other financial allied undertakings. The other component of regulatory capital is Tier 2 (supplementary) capital, which includes appraisal increment reserves, as authorized by the monetary board and general loan loss provision.

The Bank's capital charge for credit risk is computed at 10% of credit risk-weighted on- and off- balance sheet assets. Risk weights of on-balance sheet assets are based on third party credit assessment of the individual exposure given by eligible external credit assessment institutions as listed in BSP Circular No. 538. For off-balance sheet assets, the risk weights are calculated by multiplying the notional principal amount by the appropriate credit conversion factor as specified in BSP Circular No. 538.

Market risk capital charge is computed according to the methodology set under BSP Circular No. 360, as amended by BSP Circular No. 538 using the standardized approach. Under this approach, capital for market risk is equivalent to 10% of market risk-weighted assets that cover interest rate, equity and foreign exposures of the bank.

Operational risk capital charge is computed using the Basic Indicator Approach, under which capital for operational risk is equal to 15% of the Bank's average of the previous three years of positive annual gross income.

#### **Market, Liquidity and Interest Rate Risk Management**

Market risk arises from adverse fluctuations in the market value of financial instruments in both on- and off-balance sheet items. The Bank employs Value-at-Risk (VaR) using a 99% one-tailed confidence level to measure market risk while a regular back testing program is conducted to ensure an accurate and robust VaR model. Stress Testing is also employed to determine the earnings impact of extreme market movements not captured by VaR calculations. Finally a system of risk limits that reflect the Bank's level of capital, expected returns and the overall risk appetite is used to manage market risk. These limits include the VAR limit, Nominal Position limit, and Stop-loss limit. The Bank also uses Market Risk Assessment Matrix to assess the overall market risk profile of the Bank.

Liquidity risk refers to the possibility that the Bank will be unable to meet its financial obligations in any currency. The Bank employs liquidity ratios, liquidity stress testing, liquidity gapping report, liquidity funding concentration, and Maximum Cumulative Outflow (MCO) limit to manage liquidity risk. Market stress testing results are also applied to the Liquidity Gap report to measure impact on future cashflows. The Bank also uses Liquidity Risk Assessment Matrix to assess the overall liquidity risk profile of the Bank.

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. The Bank follows a prudent policy in managing its assets and liabilities so as to ensure that the exposure to fluctuations in interest rates is kept within acceptable limits. A substantial proportion of the total loan portfolio is for a term of less than one year, and the majority of the balance of its medium-term portfolio is on a floating-rate basis. Floating rate loans are repriced periodically by reference to the transfer pool rate which reflects the Bank's internal cost of funds. As a result of these factors, the Bank's exposure to interest rate fluctuations, and other market risks, is significantly reduced. The Bank, in keeping with banking industry practice, aims to achieve stability and lengthen the term structure of its deposit base, while providing adequate liquidity to cover transactional banking requirements of customers. The Bank uses Earnings-at-Risk (EaR), Economic Value of Equity (EVE), and Interest Rate Repricing Gap reports to measure the possible impact to net interest income and net worth of the Bank under a simulated parallel movement of interest rate. Likewise, a system of risk limits and key risk indicators is also employed by the Bank to manage interest rate risk in the banking book.

## **Credit Risk Management**

### ***Credit Risk Management Process***

Credit risk is the primary financial risk in the banking system and exists in all revenue generating activities. Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The risk arises any time when Bank's funds are extended, committed, invested or exposed through actual or implied contractual agreements. Capital depletion through loan losses has been the ultimate cause of most institutions' failures. The Bank's credit risk arises from its lending and trading of securities and foreign exchange activities.

The Credit Management Group (CMG) is responsible for the overall management of the Bank's credit risk, achieved through various functions embedded within the Group. The Bank, in recognition of the importance of identifying and rating credit risk as the initial step towards its effective management, has put in place a comprehensive set of policies and established underwriting processes, as approved by the Board of Directors. Regular analysis of the ability of potential and existing borrowers to meet interest and capital repayment obligations is made, including amendment of lending limits when appropriate. The Bank is thus able to continually manage credit-related risks in its risk asset portfolio through objective assessments/evaluations of credit proposals prior to presentation to the appropriate approval authority, ensuring the highest standards of credit due diligence and independence. The Bank's approval matrix begins at carefully reviewed and selected individual limit delegations, working its way up to the Management Credit Committee (MCC), the Executive Committee (EXCOM) and the Board of Directors as appropriate.

Banking regulations mandate the implementation of an internal credit risk rating system which is consistent with global ratings standards, compliant with Basel II requirements and appropriate to a bank's nature, complexity and scale of activities. For purposes of measuring credit risk for every exposure in a consistent and accurate manner for purposes of business and financial decision making, the Bank acquired several solutions systems in 2013. In May 2013, the Bank replaced the in-house-developed risk rating system with Moody's Analytics Risk Origins, a robust, enterprise-wide browser-based credit risk management system that collects, analyzes and stores financial and non-financial information, providing a comprehensive solution for managing and analyzing corporate loan accounts. For consumer loan accounts, the Bank acquired, in April 2013, the INDUS Loans Originations System, a loan applications processing solution covering the entire process from submission of applications to disbursements. Also, the Bank acquired, in December 2013, FICO's Expert Origination Model for decision-making purposes. The foregoing risk rating systems shall be monitored for their predictive power and model performance.

### ***Credit Exposure Limits***

The Bank manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual borrowers and groups of borrowers as well as limits on large exposures, maturity, industry/geographical concentrations, real estate loan ceilings, secured/unsecured exposures, related exposures and mandatory lending to agricultural/agrarian entities as well as small and medium-sized enterprises. Such risks are monitored on a regular basis and subjected to annual or more frequent review, when considered necessary. Limits on large exposures and credit concentrations are approved by the Board of Directors. The exposure to any one borrower is further restricted by sub-limits covering on- and off-balance sheet exposures. Actual exposures against limits are monitored regularly. The Bank likewise makes use of a comprehensive management information system (MIS) to monitor the performance of its loan products against business goals, including validation of risk criteria and policies.

### ***Collateral and Other Credit Enhancements***

Exposure to credit risk is also managed in part by obtaining collateral. The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. In order to minimize credit loss, additional collateral shall be sought from the borrower when impairment indicators are observed for the relevant individual loans and advances. The Bank implements guidelines on the acceptability and valuation parameters of specific classes of collateral for credit risk mitigation. The main types of collateral obtained are as follows: (i) for securities lending and reverse repurchase transactions: cash or securities; (ii) for commercial lending: mortgages over real estate properties, machineries, inventory and trade receivables; and (iii) for retail lending: mortgages over residential properties and vehicles. It is the Bank's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to

reduce or repay the outstanding claim. In general, the Bank does not occupy repossessed properties for business use.

The Bank also has in place an independent review of the loan portfolio quality and credit process that allows it to continuously identify and assess the risks on credit exposures and take corrective actions. This function is carried out by the Credit Review Division under the Bank's Internal Audit Group.

The Bank also measures credit risk exposure in terms of regulatory capital requirement using the standardized approach. Under this method, credit exposures are risk-weighted to reflect third-party credit assessment of the individual exposure from acceptable external credit rating agencies and allow the use of eligible collaterals to mitigate credit risk. All documentation used in the collateralized transactions and for guarantees are binding on all parties and legally enforceable in the relevant jurisdiction.

While CMG manages credit risks at individual credit or transaction levels, the Credit Risk Management Unit (CRMU) under Enterprise Risk Management Group (ERMG) manages credit risk at strategic and portfolio level. Regular reporting and stress-testing is conducted by CRMU to ensure that Senior Management and the ROC are properly informed of the various aspects with regards to the Bank's loan portfolio.

The management of the credit portfolio is subject to internal and regulatory limits which serve to control the magnitude of credit risk exposures and preserve the quality of the portfolio. CMRU also monitors large exposures and credit risk concentrations in accordance with BSP Circular 414.

The ERMG credit risk management function also involves the identification of inherent risks related to transactions or processes executed with respect to all lending-related activities. In line with this function, the Risk and Control Self-Assessment (RCSA) and Key Risk Indicators Report (KRIR) serve as tools in monitoring the risk profile of the Bank's business units (e.g. lending and support groups) and establishing internal loss and key risk indicator databases.

### **Operational Risk Management**

Operational risk arises from inadequate or failed internal processes, people, systems and external events. The primary tool in controlling operational risk is an effective system of internal controls effected by the Board and participated by each and every employee of the Bank.

Proactively, the Bank has implemented a robust operational risk identification, assessment, monitoring, control and reporting system in each operating unit in the Bank. The principal risk management tools include the Risk and Control Self-Assessment, Operational Losses and Key Risk Indicators Report, Incident Reports and the Internal Loss Database. Moreover, a system for reporting of operational crimes and losses, and policies on whistle-blowing and handling of administrative cases are in place.

Periodic reports to the ROC on operational risk exposures include the Profile of Complaints, the Legal Case Profile and the Fraud Report.

Aside from securing adequate insurance coverage's over properties owned and acquired, putting up of reserve for self-insurance and setting up allowances for probable losses, operational risk is mitigated through preventive and detective controls which are embedded in operating policies and procedures, approval limits and authorities to govern day-to-day operations.

To instill risk awareness and operational risk control environment, the Bank's ERMG and Compliance Group (CG) are an inherent part of the bank's seminars and trainings, like the orientation for newly hired employees; with presentations focusing on risk management and regulatory compliance. Both Groups continuously develop and implement risk management and compliance policies, while holding interactive meetings with operating units to address risk issues and implement process enhancements. In 2014, both ERMG and Compliance Group were identified to join foremost in the implementation of the

Computer-Based Training project. The project is aimed at enabling training content more readily available and accessible; providing training statistics and analytics, and a database for employees' educational achievements. Both ERMG and CG also directly involved banking units in risk and compliance processes through the *Risk Control and Compliance Officer* – a function embedded in business lines that serve as a liaison to enterprise activities of ERMG and CG.

The Bank's Technology Risk Management Framework continues to provide strengthened foundation and guidance on how the Bank should effectively manage emerging technology risks. It incorporates the requirements under existing BSP regulations and which takes into account strategic, operational, compliance and reputational risk is periodically reviewed and updated to ensure that all risks in the Bank's technology-enabled products, services, delivery channels and processes are effectively managed and that any gaps are being regularly monitored and addressed.

A comprehensive risk assessment and profiling methodologies for both IT functions and application systems were instituted. Risk identification and assessments over project management were enhanced from project initiation to implementation. Control validation process was incorporated in technology risk assessments to ensure effectiveness of established risk mitigation strategy. The Bank's risk management team continues to play an active role in providing risk insights and assessments during launch of new products, technology and services, development of risk management policies and imbuing a culture of risk aware organization through conduct of trainings and seminars to Bank employees.

The Bank has in place a Business Continuity Management Framework that provides guidance for continuous operations in the event of any disruptions, and proactive mechanisms designed to prevent interruptions to critical business functions and improved Bank's resiliency. It follows a robust business continuity planning process that involves the conduct of a business impact analysis/risk assessment, periodic review and updating of business continuity plans and conduct of BCP tests and tests evaluation.

To manage risks relative to PBCOM's growing business, the Bank anticipated that added protection must be given to its resources and customers; thus, a Fraud Prevention program was established to:

- Foster a Control Environment
- Establish the Fraud Risk Management Framework
- Perform Fraud Risk Assessment
- Design & Implement Anti-Fraud Control Activities
- Timely capture, analyze, monitor and report fraud risks
- Monitor activities

Information and policies were shared with the enterprise; and fraud databases were also acquired for eventual integration with the various systems. As a result, the Bank ably prevented the use of its facilities for underhanded schemes and saved a significant amount in averted potential losses.

### **Information Security**

Existing Information Security procedures were updated and new measures were established with the advent of new technologies and processes. Information Security played a key role in ensuring data integrity and protection in the bank's system migration, new products and services; and in initiatives involving third-party services

The Enhanced Information Security Awareness program continued the regular communication of critical information to employees through the employee onboarding process (P-ONE), the Continuing Education Program and in updating bank employees through its email broadcast program called InFoSec Bytes – which provides information security developments needing urgent attention of all employees like ATM Skimming and other fraudulent activities; and, dissemination of information security policy and procedure updates.

## **Trust Risk Management**

The Trust and Wealth Management Group (TWMG) is exposed to fiduciary risks in managing funds and assets entrusted under its care and custody. It pertains to losses that can occur from failure of the Group to fulfill its fiduciary responsibilities to the trustors/principals. The major risks associated with the fiduciary activities of TWMG are market, credit, liquidity, operational, legal, compliance, strategic and reputation risks. Having product development, account management, research and investment strategy, customer due diligence, trust credit, and operations functions within TWMG, the Bank has also designated personnel performing independent risk management function on fiduciary activities who directly report to the Enterprise Risk management Group (ERMG). The fiduciary risk exposure exists in both discretionary and non-discretionary trust arrangements.

Risks arising in the performance of trust duties and obligations are addressed through the Trust Committee, Risk Oversight Committee (ROC) and ERMG. The Trust Committee performs oversight function on wealth, trust and other fiduciary services including the implementation of the risk management framework ensuring that internal controls are in place relative to the fiduciary activities of the Group. The ROC has the overall responsibility of the development of the risk strategy and implementing principles, risk framework, policies and limits of the Bank, including its Trust business. ERMG through its Trust Risk Unit spearheads the effective implementation of the risk management process through the following risk tools and controls:

- a. Periodic stress testing of Trust and Wealth portfolio
- b. Key risk indicators (KRIs)
- c. Issue/counterparty accreditation and utilization
- d. Value-at-Risk (VaR)
- e. Risk and Control Self-Assessments (RCSA)
- f. Risk profile
- g. Risk management dashboard
- h. Loss events
- i. Complaint management
- j. Legal cases
- k. Internal and regulatory limits
- l. Operational losses and key risk indicators report (OLKRIR)
- m. Monthly monitoring of key regulatory requirements
- n. Trust risk management policies

## **Item 2. Properties**

The Bank's Head Office is located at PBCom Tower, 6795 Ayala Avenue corner V.A. Rufino Street, Makati City. PBCom currently owns 50% of PBCom Tower which was constructed under a Joint Development Agreement with Filinvest Asia. The Bank has 76 branches and 9 other banking offices nationwide as of December 31, 2014. Most of these are located in the metropolitan areas of Luzon, Visayas and Mindanao. These branches are owned and/or leased by the Bank. The list of our branches is attached herewith marked as Annex "A".

All properties owned by the bank are unencumbered.

## **Item 3. Legal Proceedings**

To the best of the knowledge of management, the Bank is not aware of:

- (a) any bankruptcy petition filed by or against any business of which they are incumbent directors or senior officers, was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (b) any conviction by final judgment in a criminal proceeding, domestic or foreign, pending against any of the incumbent directors or executive officers;
- (c) any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of the incumbent directors or executive officers in any type of business, securities, commodities or banking activities; and
- (d) any finding by a domestic or foreign court of competent jurisdiction (in civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or said regulatory organization, that any of the incumbent directors or executive officers has violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

which may have a material effect in the operations and deter, bar or impede the fulfillment of his/ her duties as a director or executive officer of the Bank.

#### **Item 4. Submission of Matters to a Vote of Security Holders**

Nothing was submitted during the fourth quarter of the fiscal year covered by this report to a vote of security holders.

## **PART II - OPERATIONAL AND FINANCIAL INFORMATION**

#### **Item 5. Market for Issuer's Common Equity and Related Stockholder Matters**

Common Shares of the Bank are traded in the Philippine Stock Exchange.

Stock prices:

	2014		2013		2012	
	High	Low	High	Low	High	Low
First Quarter	66.00	66.00	73.00	73.00	86.00	84.00
Second Quarter	64.50	64.00	73.00	68.50	70.00	65.00
Third Quarter	46.00	46.00	70.00	70.00	81.00	78.00
Fourth Quarter	32.00	32.00	-	-	72.00	72.00

As of March 31, 2015, closing price of the Bank's common shares was ₱31.50.

#### **Holders**

As of 31 December 2014, there were 409 shareholders of the Bank's 480,645,164 issued and outstanding common shares.

The top 20 registered stockholders of the Bank as of 31 December 2014 are as follows:

	<b>Name of Shareholder</b>	<b>No. of Shares</b>	<b>%</b>
1	P.G. Holdings, Inc.	181,080,608	37.67%
2	PCD Nominee Corporation:	96,918,224	20.16%
	Filipino – 96,893,179		

Non-Filipino – 25,045			
3	Eric O. Recto	66,529,424	13.84%
4	Nubla, Ralph, Jr., C.	51,779,374	10.77%
5	Telengtan Brothers and Sons, Inc.	31,859,844	6.63%
6	Langford Universal Finance Ltd. (Foreign-BVI)	15,263,964	3.18%
7	La Suerte Workmen's Compensation Fund	7,056,103	1.47%
8	ISM Communications Corporation	4,806,987	1.00%
9	TTC Development Corporation	4,181,665	0.87%
10	Injap Investments, Inc.	3,581,706	0.75%
11	Roxas-Chua, Ray Anthony Go	3,581,706	0.64%
12	Cham, Edison Siy	1,790,853	0.37%
13	Chan Kok Bin	1,790,853	0.37%
14	KLG International, Inc.	1,790,853	0.37%
15	Gregorio T. Yu	1,432,692	0.30%
16	Chua, Renato C.	814,666	0.17%
17	Chungunco, Edwin Ng (Singaporean)	631,730	0.13%
18	Chungunco, Raymond N.	604,011	0.13%
19	TFC Holdings, Inc.	562,588	0.12%
20	Chung, Bunsit Carlos G.	550,716	0.11%
	Others	4,036,597	0.95%
	<b>TOTAL:</b>	<b>480,645,164</b>	<b>100%</b>

#### Dividends History:

Year	Stock Dividend	Cash Dividend
2014	-	-
2013	-	-
2012	-	-

The Bank strictly complies with the BSP regulatory requirements under Sec. X136.2 of the Manual of Regulations for Banks which states that “before any declaration of dividends, banks shall comply with the following:

- (a) Minimum capitalization requirement and net worth to risk assets ratio;
- (b) Legal reserves;
- (c) Liquidity floor; and
- (d) EFCDU/FCU cover.”

The prescribed duration of compliance shall be reckoned from the last eight (8) weeks immediately preceding the date of dividend declaration up to the record date of said dividend.

#### Recent Sale of Unregistered Securities

On August 5, 2014, P.G. Holdings, Inc. and the Philippine Bank of Communications entered into a subscription agreement for the issuance to P.G. Holdings, Inc. of 181,080,608 shares from the unissued portion of PBCom's authorized capital stock at the subscription price of Thirty-Three Philippine Peso (P33.00) per share or an aggregate price of Five Billion Nine Hundred Seventy- Five Million Six Hundred Sixty Thousand Sixty-Four Philippine Peso (P5,975,660,064).

P.G. Holdings, Inc. is a holding company controlled by the Spouses Lucio and Susan Co. Mr. Co also serves as the Chairman of the Board of Puregold Price Club, Inc., with current market capitalization of Php116.3B, and Cosco Capital, Inc., with current capitalization of ₱70.9B.

On November 18, 2014, the Monetary Board of the *Bangko Sentral ng Pilipinas* (BSP) in its Resolution No. 1829 dated November 13, 2014 has granted final approval to the subscription of P.G. Holdings, Inc.

For all the foregoing issuances, the Bank filed the appropriate Notice of Exempt Transaction (SEC Form 10-1) with the SEC.

The Bank has no registered debt securities. There are no existing or planned stock options. There are no registered securities subject to redemption or call. There are no existing or planned stock warrant offerings.

## **Item 6. Management's Discussion and Analysis or Plan of Operation.**

### **(1) Management's Discussion & Analysis**

#### **Financial Condition & Results of Operations: 2014 (Consolidated)**

As of end December 2014, the consolidated total resources of the PBCom Group (parent company and subsidiaries) reached ₱71.934B, while total liabilities and equity amounted to ₱64.713B and ₱7.221B, respectively. Total resources increased by ₱9.336B compared to the December 31, 2013 pre-consolidated level of ₱62.599B. Said increase was brought about by the increase in the level of liquid assets and due from bank accounts amounting to ₱4.996B. Meanwhile, securities declined by ₱6.197B mainly due to lower debt securities carried at HTC. Loans and receivables improved by 34.20% or ₱8.548B as result of renewed sales efforts during the year. Bank's NPL for the period was at 1.68%, versus the previous year's level of 0.60%. As the Bank expands its branch network to 76 branches, property and equipment increased by ₱144.461M from the previous year's level of ₱1.746B to ₱1.891B. Investment properties, likewise, improved by ₱914.995M. Moreover, intangible assets and other assets went up by ₱652.406M and ₱276.479M, respectively. Total liabilities increased by 10.57% from ₱58.525B in 2013 to ₱64.713B in 2014 due largely to the increase in deposit liabilities by ₱11.831B. However, bills payable dropped by 63.78% or ₱6.032B from last year's level of ₱9.458B to ₱3.425B for the current year. This was brought about by the Bank's full payment of the loan extended by the PDIC under its 10-year Financial Assistance Agreement. Outstanding acceptances declined by ₱17.569M while manager's checks and accrued interest, taxes and other expenses likewise increased by ₱37.628M and ₱49.516M, respectively. Deferred tax liability also increased by ₱222.439M mainly due to the fair value adjustment during the year for Investment Properties particularly on PBCom Tower held for lease. Other liabilities went up by 18.28% from last year's level of P537.952M to current year's level of ₱636.272.

The Bank's total equity improved by 111.54% or ₱4.544B, due to the following:

- Payment of 30% subscription of PG Holdings, Inc. in 2014 for 181,080,608 common shares amounting to ₱1.79B
- Transition adjustment for adopting PFRS 9 from PAS 39 that resulted to a reversal of net unrealized loss on available-for-sale investment of ₱ 1.25B in 2013.
- Consolidated net income for the year reached ₱111M.

The non-controlling interest (NCI) from the two acquisitions was at ₱ 5.47M as of acquisition dates. The measurement basis for the fair value of NCI is the proportionate interest method, where the net fair value of assets (liabilities) of the acquiree is multiplied by the percentage of ownership held by the minority stockholders.

Conformably, consolidated RBCAR ratio of the Bank for the current year stood at 15.91% and CET 1 ratio of 12.02% based on BASEL III guidelines of BSP Circular 781 that took effect starting January 2014. This covers credit, market and operational risk and is above the minimum requirement of 6% for CET 1 and 10% for qualifying capital.

In terms of profitability, PBCOM posted a consolidated net income of ₱111.512M for the year 2014 compared to ₱1.633B pre-consolidated net income in 2013. Decrease in income was primarily brought about by lower trading and securities gains by 96% or ₱1.479B due to current market conditions and the resulting absence of trading income opportunities. Total Interest Income decreased by ₱214.158M from ₱3.344B in 2013 to ₱3.130B in 2014. Interest income from trading and investment securities declined by ₱457.894M mainly due to maturity of government securities purchased from proceeds of a loan extended by PDIC as part of financial assistance. This however was partially offset from higher interest on loans and receivables that grew by 34.1% on loan outstanding balance as of December 31, 2014. Consumer loans products increased by 217.7% or ₱2.143B to ₱6.811B in 2014 while commercial loans products increased by 28.7% or ₱5.01B from ₱17.477B in 2013. Overall interest income from loans and receivable increased by 63.45% or ₱809.348M to ₱2.085B of the same period in 2014.

Interest and finance charges dropped by 27.22% or ₱442.649M mainly due to increase on interest on deposit liabilities by ₱193.735M but was offset by the decrease in bills payable and other fees by ₱24.696M and ₱611.688M, respectively. Overall, net interest income improved by 13.30% or ₱228.491M from last year's level of ₱1.718B to ₱1.946B of this year.

Operating income went down by 23.20% or ₱933.024M due to the decline in trading and securities gain coupled by the decrease in gain on assets exchange by ₱44.820M. Meanwhile, rental income and service charges, fees and commissions were up by ₱57.130M and ₱110.986M, respectively. Fair value gain, on the other hand, went up by ₱131.494M.

Operating expenses increased by ₱682.868M from the previous year's level of ₱1.991B to ₱2.675B for the current reporting period. The growth in expenses was mainly due to the increase in compensation and fringe benefits, depreciation and amortization, and occupancy and other equipment-related cost by ₱285.769M, ₱65.186M and ₱79.941M, respectively. In addition, Recovery from impairment losses during the year declined to ₱207.822M from ₱402.675M in 2013. Miscellaneous expenses also increased this year by ₱118.814M from ₱593.502M in 2013 to this year's level of ₱712.316M.

The Bank's Board of Directors approved in principle on May 28, 2014 the early adoption of PFRS 9 which prompted the Bank to conduct an evaluation on the possible financial impact using the latest financial data. The Board of Directors provided final approval on July 30, 2014.

Following are the qualitative and quantitative results of the Bank's impact evaluation:

In accordance with the transition provisions of PFRS 9, the classification of debt financial assets that the Bank held at the date of initial application (i.e. January 1, 2014) was based on the facts and circumstances of the business model in which the financial assets were held at that date and on their contractual cash flow characteristics. The initial application of PFRS 9 has had an impact on the following financial assets of the Bank:

- a. The Bank's investments in debt instruments previously classified as AFS investments that met the criteria to be classified as at amortized cost under PFRS 9 were reclassified as such, because the business model is to hold these instruments in order to collect contractual cash flows. The reclassification had no impact on the Bank's surplus as of January 1, 2014.

Investments in debt instruments previously classified as AFS investments that did not meet the

criteria to be classified as at amortized cost under PFRS 9 have been classified as financial assets at FVTPL under PFRS 9. The accumulated net unrealized loss on AFS investments as of January 1, 2014 amounting to P11.11M was adjusted to opening 'Deficit' as of January 1, 2014.

b. The Bank did not have any financial assets in the statement of financial position that were previously designated at FVPL but are no longer so designated. Neither did it designate any financial asset as at FVTPL on initial application of PFRS 9.

Investments in equity securities previously classified as AFS investments have been classified as financial assets at FVTOCI under PFRS 9. The reclassification had no impact on the Bank's surplus as of January 1, 2014.

The adoption of PFRS 9 has no material impact on the Bank's financial liabilities. As of January 1, 2014, all of the Bank's financial liabilities are classified and measured at amortized cost.

### **Financial Condition & Results of Operations: 2013**

PBCom's total assets stood at ₱62.6B while total liabilities and equity amounted to ₱58.5B and ₱4.07B, respectively. Total assets improved by 36.59% or ₱16.8B from last year's level of ₱45.8B. Liquid Assets increased by 26.90% or ₱6.6B from last year's level of ₱24.7B. Likewise, Due from Bangko Sentral ng Pilipinas improved by ₱4.1B brought about by the shift of funds from the interbank loans and receivable and SPURA amounting to ₱791M and due from other banks by ₱225M resulting from the reserve requirement on its higher deposit liabilities. Available for Sale Investment improved its level from ₱16.8B to P20.1B due to higher liquidity generated from higher deposits. Loans and receivable posted a 56.65% increase from last year's level of ₱15.96B to ₱25.0B of the current year, as the Bank increased its lending activities. Allowance on probable losses on loans decreased by ₱410M from the reclassification of some loans and the corresponding allowances to Investment Properties - foreclosed properties as well as from overall improved credit quality of the Bank's loan portfolio. Property and equipment account went up by ₱409M resulting from new and refurbished branches. Investment Properties of the Bank likewise increased by ₱228M mainly due to the reclassification of some loans and receivable accounts to foreclosed properties and to the fair value adjustment of certain properties in compliance with PFRS 13.

Total liability increased year on year by 41.23% or ₱17.1B from last year's level of ₱41.4B. Deposit Liabilities rose by ₱15.9B or 50.78% from last year's level of ₱31.3B to this year's level of P47.3B. Bills payable and Outstanding acceptance likewise increased by P1.6B and P10.8M, respectively. Moreover, Accrued interest, taxes and other expenses and Deferred Tax liabilities likewise increased by ₱62.1M and ₱91.4M. On the other hand, other liabilities dropped by ₱744M due to the reversal of unearned income from the accretion on the borrowing from PDIC.

The Bank's equity decreased by 7.24% or ₱318M from last year's level of ₱4.39M to ₱4.07M mainly due to the ₱1.89B decrease in unrealized gains from the mark-to-market valuation of its Available-for-Sale Financial Assets. The Bank's total deficit improved by 64.41% or ₱5.58B from last year's level of ₱8.66B to ₱3.08B from higher operating profits generated by the Bank operation, i.e. from last year's net income level of ₱984M to ₱1.63B of this year. The Bank's Risk Based Capital Adequacy Ratio of 16.18%, computed according to the BASEL II guidelines issued under BSP Circular no. 538 covering credit, market and operational risk, is well above the 10% minimum requirement.

PBCom posted a net income of ₱1.63B. Interest income on loans and receivable increased by ₱174.78M while deposit from other banks rose by ₱12.48M. Interest expense on bills payable, borrowings and others went up by 10.16% or ₱86.38M, however, interest expense on deposit liabilities dropped by 12.12% or ₱95.08M in tandem with the decrease in market interest rates. Overall operating income improved by ₱1.145B due to increase in trading and securities gain by ₱786M, service charges, fees and

commission by ₱61M and income from trust operations by ₱7.094M. Fair value gain from investment properties also increased from a loss of ₱4.49M to income of ₱248M in accordance with PFRS 13. Operating expenses increased by ₱388.86M or 24.26% from last year's level of ₱1.603B, brought about by the increase in compensation and fringe benefits by ₱372M, taxes and licenses by ₱133.293M, occupancy and other equipment-related cost by ₱33.496M, Depreciation and Amortization by ₱55.347M and Miscellaneous expenses by ₱195M. Provisions for credit and impairment losses improved by ₱401M due to the release of excess allowance on loans and receivable.

## **Financial Condition & Results of Operations: 2012**

On its second year after the entry of ISM Group as strategic third party investor, the Bank took on significant and bold initiatives that ushered in change and transformation. These initiatives included the appointment of a new President and Chief Executive Officer and the hiring of a new senior leadership team that was to lead the Bank to the next level. The Bank aims to be a significant player in the midmarket segments where great customer service is much appreciated.

The Bank registered a net income of ₱984M for 2012. The bottom line grew by 21% or ₱171M from ₱796M realized last year. The increase in net profits was attributed to favorable market conditions that resulted to higher revenues from trading and lending activities.

Total interest income for 2012 increased by 7% to ₱3.139B from ₱2.9B. Lending activities increased by 61% from previous year's level of ₱8.33B. The Bank provided credits worth over ₱5B to its clients during the year. This resulted to increased income on loans and receivable of ₱138M which included the net effect of ₱204M in booking the accretion on the value of MRT bonds due to the change in the accounting estimation related to maturity dates and ₱177M from the recognition of PEACe bonds. Income from trading and Investment Securities increased by 3% due to better market conditions and portfolio mix while interest on deposit with other bank declined by 56% or ₱19M as a result of the implementation of BSP Circular 753 on reserve requirements.

Net Interest Income improved by 14% as a result of better performance from the regular income streams of the Bank despite a corresponding increase in interest and finance charges by 3%.

As the overall market outlook improved this year, trading activities also picked up which translated to healthy trading gains that grew by ₱518M or 220% from the ₱236M level in 2011. Better marketing and sale programs for ROPA properties resulted in the realization of gains of ₱115M mainly from sale of Bukidnon property in 2012 as compared to last year's ₱8M. This was, however, offset by last year's recognition of fair value gain on PBCom Tower by ₱319M. Thus, total operating income only improved by 28%.

Total operating expenses increased by 33% or ₱395M more than last year's level of ₱1.208B. Of the total amount, 19% or ₱115M increase came from compensation and fringe benefits as the Bank invested heavily in human capital. As the lending and treasury business grew, related taxes such as DST and GRT increased by 10%, from ₱294M to ₱323M this year, while various infrastructure and hardware upgrades also contributed to increased Depreciation and Amortization by ₱19M.

The Bank's balance sheet registered an 11% growth year on year to ₱45.8B. The increase came from loans and securities that expanded by ₱6.07B this year in spite of lower SPURA by ₱1.8B. Sources of funds used to expand the business came from the deposit base that grew by ₱3.5B to ₱31.3B and from additional capital infusion by ₱1.1B. NPL ratio improved to 1.02% from 4.79% in December 2011 due to a decrease in NPL by ₱355M as prescribed by BSP in its Circular 351.

The Bank's Equity now stands at ₱4.39B from the ₱3.29B level as of year-end, a growth of 33%, due to the current year net income of ₱984M and additional cash subscriptions of ₱1.8B from the Groups of

ISM, Chung, Nubla and LFM Properties. The Bank's Risk Based Capital Adequacy Ratio, covering credit, market and operational risk, stood firmly at 20.45% and this is well above the 10% minimum requirement of BSP.

## (2) Discussion of various key indicators:

### A. Key Performance Indicators

Ratio	December 2014 (Conso)	December 2013	Remarks
Profit Margin (Net income divided by Gross income)	3.61%	40.60%	Net Profit Margin decreased by 37%, as market conditions and the absence of trading gains brought about a 96% reduction in trading income amounted to P1.5B for 2014.
Return on Average Asset (Net income divided by Average assets)	0.17%	3.01%	The reduction in trading income for 2014, coupled with the increase in Average Assets, has resulted in a decrease in ROA versus Dec 2013
Return on Average Equity Net income divided by Average equity)	1.97%	38.58%	Reduction in trading income for the year has caused a decline in the Bank's return on average equity ratio
Capital Adequacy Ratio Qualifying capital divided by total of risk-weighted assets that include credit, market and operational risk)	15.91%	16.18%	The implementation of BASEL 3 beginning Jan 2014 introduced a new method for calculating CAR. The application of this new methodology, along with the additional capital infusion and translation adjustment of PFRS 9 has resulted in a CAR of 15.91% as of Dec 2014. This is a slightly lower ratio compared to Dec 2013 CAR (calculated using BASEL 2 methodology); however, it remains above the 10% minimum CAR required by the BSP.
Basic Earnings per share Net income divided by average no. of common shares)	0.37	5.87	The reduction in net income versus 2013, which is driven primarily by the decline in trading income, has resulted in a lower earnings per share

### B. Financial Soundness

Ratio	December 2014 (Conso)	December 2013	Remarks
<b>Liquidity Ratio</b> (Liquid Assets to Total Deposits) <i>Liquid Assets include cash, due from banks, interbank loans, and trading and inv. Securities. Total deposit refers to the total of peso and foreign currency deposits.</i>	50.97%	66.26%	The Bank's liquidity ratio decreased by 15.29%, as it paid off its obligations, the most significant of which was the full payment of the Financial Assistance from PDIC in March 2014. Through efforts to grow its deposit base, the Bank's total deposit liabilities grew by P11.8B or 25% for the year, thus minimizing the impact of the PDIC loan repayment on the Bank's liquidity ratio.
<b>Debt Ratio</b> (Total Liability to Total Asset) <i>Debt refers to the total liabilities while assets is the total assets</i>	89.96%	93.5%	A minimal decrease in the Bank's debt ratio has been observed, due to the maturity of the PDIC-funded securities. This was offset by the growth in the Bank's deposits and loans.
<b>Asset to Equity Ratio</b> (Total Asset to Total Equity)	996.13%	1,536.7%	The Bank's lower leverage was due to 77% increase year-on-year in equity as a result of subscription of common stock by new investor last Sep 2014 while Total assets managed to grow only by 15%.
<b>Interest Rate Coverage Ratio</b> (Earnings before interest & taxes to Interest Expense)	135.01%	224.83%	Interest rate coverage declined by 90% mainly due to lower earnings from trading securities this year that contracted by 96% compare to 2013 level.
<b>Net Interest Margin</b>	4.13%	4.34%	NIM slightly declined by as result of lower average yield

Net interest income over Average Earning assets			in the earning assets by 0.13%.
---	--	--	---------------------------------

(a) Full Fiscal years

- The Bank does not anticipate any cash flow or liquidity problems in the next 12 months after year-end 2014.
- The Bank does not foresee any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- There are no material commitments for capital expenditures.
- Uncertainties regarding the sustainability of economic growth of the country may pose challenges in the Bank's drive to expand its loan portfolio. Any negative impact of a slower economic growth, however, may be overcome or mitigated at the very least by aggressive spread management initiatives.
- There were no significant elements of the Bank's income in 2014 that did not arise from continuing operations.
- Material Changes from Period to Period

**Statement of Condition: December 2014 vs. December 2013 (consolidated)**

(in thousands)	Increase (Decrease)	Percentage	Remarks
Cash and Other Cash Items	441,580	59.67%	More ATM machines and higher cash reserves to service the Bank's depositors.
Due from BSP	2,949,205	30.81%	Higher reserve requirements for 25% increase in deposit liabilities
Due from Other Banks	975,334	147.49%	There has been an increase in the balance of settlement accounts maintained with correspondent banks versus the comparable period.
Interbank Loans Receivable and Securities Purchased Under Resale Agreements (SPURA)	630,054	311.06%	Higher liquidity resulted in increased investment in interbank loans during the period.
FA at Fair Value through Profit or Loss	579,310	552.20%	The decline securities represent matured securities funded by PDIC loan that was paid by the Bank in full on March 26, 2015. This however was partially offset by the translation adjustment on the reversal of net unrealized loss on AFS amounted to P1.25B as the Bank shifted to PFRS 9 from PAS 39.
Available-for-Sale Investments	(20,090,082)	-100.00%	
Debt Securities Carried at HTC	13,270,864	-	
Equity Securities Carried at FV-OCI	42,975	-	
Loans and Receivables	8,548,342	34.20%	Loans and discounts increased by P9.56B during the reporting period.
Property and Equipment	144,461	8.27%	Branch renovations and openings, along with the purchase of various furniture, IT equipment, and vehicles during the reporting period drove an increase in Property & Equipment.
Investment Properties	914,995	23.93%	Fair value gain adjustment on foreclosed investment property and PBCOM Tower held for lease.
Intangible assets	652,406	195.60%	Software acquisitions and reversal of allowance on branch licenses during the year.

Other Assets	276,266	88.16%	Increase includes creditable tax withheld booked during the year.
Demand Deposits	2,037,766	28.37%	Continued deposit generation efforts has led to an increase in deposits
Savings Deposits	1,138,389	36.84%	
Time Deposits	8,654,572	23.39%	
Bills Payable	(6,032,814)	-63.78%	This corresponds to the payment of the loan extended by PDIC under the 10-year Financial Assistance Agreement with PBCOM, which matured on March 26, 2014.
Outstanding Acceptances	(17,569)	-40.68%	The reduction in outstanding acceptances is due to a decrease in bills of exchange accepted by the Bank
Manager's Checks	37,628	21.69%	There was an increase in un-negotiated MC's as of report date
Accrued interest, Taxes and Other Expenses	49,516	9.76%	There was an increase in accruals on other expenses and on retirement liability for the year.
Deferred tax liabilities – net	222,439	42.44%	There was an increased in deferred tax liabilities as a result of fair value movement in investment properties
Other Liabilities	98,320	18.28%	There was a decrease in unearned income due to accretion on borrowing from PDIC and other borrowings for the period.

### **Statement of Income and Expenses: Jan-Dec 2014 vs Jan-Dec 2014 (consolidated)**

(in thousands)	Increase (Decrease)	Percentage	Remarks
Interest Income on Trading and investment securities	(457,894)	-36.45%	There was a decline in interest income earned due to the maturity of government securities which were purchased from the proceeds of the loan extended by the PDIC as part of the Financial Assistance Agreement
Interest Income on Loans and receivable	809,348	63.45%	The Bank enjoyed higher interest income from loans and discount from its growing loan portfolio, with Consumer and Commercial loans contributing P579M and P395M, respectively for the period.
Interest Income on IBCL & SPURA	11,639	115.52%	Higher year-on-year average volume of investment in SPURA by P208.7M.
Interest Income on Deposit with other Banks and others	7,660	27.65%	Higher interest income from Due from BSP by P7.9M as a result of various placements to SDA for the year.
Interest Income on Others	(584,911)	-75.52%	Due to lower amortization of unearned income from Bills payable-PDIC for the year which matured and paid last March 26, 2014.
Interest Expense on Deposit Liabilities	193,735	28.10%	The increase in interest on deposit attribute to higher time deposit that grew by 23% or P8.65B to P44.82B in 2014
Interest Expense on Bills payable, borrowings and others	636,384	-67.94%	Lower amortization of unamortized discount on Bills payable-PDIC which matured and paid last March 26, 2014.
Trading and Securities Gain – net	(1,478,900)	-96.00%	There was a reduction in trading income due to the impact of rising market rates on bond prices.
Service Charges, Fees & Commissions	110,986	51.51%	The Bank collected higher participation fees and bank commissions versus the comparable period in the prior year
Income from Trust Operations	(3,426)	-15.24%	The Bank registered lower trust fees in 2014 due to a one-off transaction in 2013
Rent Income	57,130	22.29%	The escalation of rental rates in 2014 has generated increased income from rent.
Profit/(Loss) from Assets Sold/Exchanged	(1,684)	-15.73%	The Bank has recognized minor losses from the sale of ROPA properties during the reporting period.
Fair Value Gain	131,494	52.83%	This year's recognition of fair value gain from higher appraised value of investment properties compared to last year's amount.
Gain on asset exchanged	(44,820)	-191.66%	Loss from initial recognition of investment property this year.
Foreign Exchange Gain (Loss) –Net	49,571	-279.01%	A combination of higher revaluation income and higher actual/realized gain from foreign exchange trading has led to an increase in foreign exchange gains.

Miscellaneous Other Income	18,133	477.69%	Higher ancillary income generated for the period
Compensation and Fringe Benefits	285,759	26.46%	As the Bank continued efforts to build its talent base and strengthen its manpower complement, there was an increase in manpower cost and accrual of additional employee benefits for the period
Depreciation & Amortization	65,186	-16.34%	Higher depreciation as a result of infrastructure upgrades during the year.
Occupancy and other equipment- related costs	79,941	61.24%	During the reporting period, the Bank saw an increase in rental expenses and lower reimbursements received from tenants of PBCOM Tower on utilities and repairs due to changes in reallocation of expenses
Taxes and Licenses	(74,665)	-16.34%	The decline in trading income generated in 2014 versus 2013 has led to lower GRT expense. This was partly offset by the increase in documentary stamp taxes on time deposits.
Miscellaneous	118,814	20.02%	The increase was mainly due to higher insurance expense, security, janitorial and messengerial services and information technology during the period
Provision for impairment losses	207,822	-51.61%	This reflects lower recognition of recoveries from various accounts for the year.
Provision for Income Tax	(94,159)	-23.71%	Lower recognition of final tax arising from lower income from securities portfolio.

Interest income on non-discounted loans is recognized based on the accrual method of accounting while unearned discounts are amortized to income over the terms of the loans. As such, there are no seasonal aspects that materially impact on the Bank's interest revenues.

#### Item 7. Financial Statements

Attached hereto are the audited financial statements for the year ended December 31, 2014.

The accounting firm of Sycip, Gorres, Velayo and Co. ("SGV"), with address at SGV Building, 6760 Ayala Avenue, Makati City, has been the Bank's independent public accountants for the past years. The same accounting firm will likely be recommended for re-election at the scheduled annual meeting this year. Ms. Josephine A. Abraca was assigned starting in 2014 after reaching the five year term limit of previously assigned partner - Vicky B. Lee-Salas in compliance with SRC 68(3)(b)(ix).

SGV is expected to be represented in the coming Annual Stockholders' Meeting with an opportunity to make statements, if they so desire, and will be available to respond to appropriate questions.

There is no disagreement with the Bank's accountants on matters of accounting and financial disclosure.

The aggregate external audit fees billed for each of the last three (3) fiscal years for the audit of the registrant's annual financial statements or services that are normally provided by the external auditors are as follows:

Fiscal Year	Audit Fees	All other fees
2014	₱3,018,400	₱1,601,600
2013	3,193,344	1,923,647
2012	2,636,928	-0-

The above audit fees are inclusive of the following: (a) Other assurance related services by the External Auditor that are reasonably related to the performance of the audit or review of the Bank's financial statements and (b) All Other Fees. Fees paid to professional partnerships like SGV are not subject to withholding tax.

The Audit Committee is directly responsible in selecting and appointing the independent public accountants. Annually, the Committee recommends that the Board request shareholder ratification of the appointment of the independent public accountants. The Committee is also responsible for setting the compensation of the independent public accountants and periodically reviews the fees charged for all permitted audit-related expenses and other services. It is also their responsibility to evaluate and, when appropriate, to remove the independent public accountants.

At present, the Audit Committee is composed of: Emmanuel Y. Mendoza as Chairman with Bunsit Carlos G. Chung, Levi B. Labra and Henry Y. Uy, as Members.

**Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There were no changes and disagreement with accountants on matters of accounting and financial disclosure.

## PART III - CONTROL AND COMPENSATION INFORMATION

### Item 9. Directors and Executive Officers of the Issuer

#### (1) Directors and Executive Officers of the Registrant

NAME	OFFICE	AGE	CITIZENSHIP	YEAR OF ASSUMPTION OF OFFICE
Eric O. Recto	Chairman of the Board/Director	51	Filipino	2011
Leonardo B. Dayao	Vice Chairman / Director	71	Filipino	2014
Henry Y. Uy	Vice Chairman/Director	67	Filipino	2012/1986
Nina D. Aguas	President & CEO/ Director	62	Filipino	2012
Bunsit Carlos G. Chung	Director	64	Filipino	1997
Lucio L. Co	Director	60	Filipino	2014
Susan P. Co	Director	57	Filipino	2014
Ralph C. Nubla, Jr.	Director	63	Filipino	1984
Patrick Sugito Walujo	Director	39	Indonesian	2011
Gregorio T. Yu	Director	56	Filipino	2011
David L. Balangue	Independent Director	63	Filipino	2014
Jesus S. Jalandoni, Jr.	Independent Director	57	Filipino	2013
Levi B. Labra	Independent Director	56	Filipino	2014
Roberto Z. Lorayes	Independent Director	71	Filipino	2014
Emmanuel Y. Mendoza	Independent Director	50	Filipino	2014
Victor Q. Lim	Executive Vice President – Retail Banking Segment	53	Filipino	2012
Helen G. Oleta	Senior Vice President - Treasurer	43	Filipino	2013
Angelo Patrick F. Advincula	Corporate Secretary	43	Filipino	2014
Michael Stephen H. Lao	Asst. Corporate Secretary/OIC	31	Filipino	2014

### **BOARD OF DIRECTORS**

#### **ERIC O. RECTO**, *Chairman of the Board and Director*

Mr. Recto, Filipino, 51 years old, was elected Director and Vice Chairman of the Board on July 26, 2011, appointed Co-Chairman of the Board on January 18, 2012 and Chairman of the Board on May 23, 2012. He is the Chairman and CEO of ISM Communications Corporation, Chairman and President of Bedfordbury Development Corporation; Vice Chairman of Atok-Big Wedge Co., Inc., and President and Director of Q-Tech Alliance Holdings, Inc.; a Director of Petron Corporation and a member of the Board of Supervisors of Acentic GmbH. Prior to joining the Bank, Mr. Recto served as Undersecretary of Finance of the Republic of the Philippines from 2002 to 2005, in charge of handling both International Finance Group and the Privatization Office. Before his stint with the government, he was chief finance officer of Alaska Milk Corporation and Belle Corporation. Mr. Recto has a degree in Industrial Engineering from the University of the Philippines as well as an MBA from Johnson School, Cornell University, USA.

#### **LEONARDO B. DAYAO**, *Vice Chairman and Director*

Mr. Dayao, Filipino, 71 years old, was elected Director on September 29, 2014 and Co-Vice Chairman on October 24, 2014. He is the President of Puregold Price Club, Inc. and Cosco Capital, Inc., both publicly-listed companies. He is also the Chairman of PSMT Philippines, Inc and Catuiran Hydropower Corporation, President of Alcorn Petroleum and Minerals Corporation, Vice-Chairman of Liguigaz Philippines Corporation, CHMI Hotels and Residences, Puregold Finance Inc., Puregold Duty Free (Subic) Inc., Union Energy Corporation, San Jose City I Power Corp., and NE Pacific Shopping Centers

Corporation and Vice-President of Ellimac Prime Holdings, Inc., Bellagio Holdings, Inc., Puregold Properties, Inc., and Vice President of VFC Land Resources, Inc., Union Equities, Inc., 118 Holdings, Inc., Alerce Holdings, Bellagio Holdings, Ellimac Prime Holdings, Puregold Duty Free, KMC Realty Corporation, and Puregold Properties. Mr. Dayao is also a Director of Entenso Equities, Inc., Puregold Realty Leasing and Management, Inc., Fontana Development Corporation, Fontana Resort and Country Club, 118 Holdings, Inc., Ellimac Prime Holdings, Inc., Fertuna Holdings Corporation, and Nation Realty, Inc. Mr. Dayao was previously connected with Ayala Investment and Development Company as Vice-President from 1980 to 1984 and Bank of the Philippine Islands as Vice President from 1984 to 1994. Mr. Dayao received a Bachelor of Science degree in Commerce from the Far Eastern University. He is a Certified Public Accountant. He has completed Basic Management Program at Asian Institute of Management and earned units in MBA from University of the Philippines-Cebu.

**HENRY Y. UY**, *Vice Chairman and Director*

Mr. Uy, Filipino, 67 years old, was elected Director on July 18, 1986 and Vice Chairman of the Board on August 29, 2012. He served as the Bank's President and CEO from October 15, 2010 until July 31, 2012. He is the Chairman of the Board of PBCom Finance Corporation and Banco Dipolog, Inc. and Vice President of Echague Realty Corporation. He graduated magna cum laude in Business Administration and has an MBA from De La Salle University.

**NINA D. AGUAS**, *President and Chief Executive Officer, Director*

Ms. Aguas, Filipino, 61 years old, was elected Director, President and Chief Executive Officer on August 29, 2012. In the past, she served as Managing Director for Private Banking, Asia Pacific, ANZ group. She was with the Citigroup for over 25 years in critical management positions. Ms. Aguas is a Certified Public Accountant.

**BUNSIT CARLOS G. CHUNG**, *Director*

Mr. Chung, Filipino, 63 years old, was elected Director on June 17, 1997. He is President of Supima Holdings, Inc., and Director of La Suerte Cigar & Cigarette Factory, Century Container Corporation, Bicutan Container Corporation, Tosen Foods Corporation, PBCom Finance Corporation, State Land, Inc., State Investment, Inc. and State Properties, Inc. He is also a member of the Board of Advisors of Xavier School Inc., Board of Trustees of Tiong Se Academy, Immaculate Conception Academy Greenhills Scholarship Foundation Inc., Mother Ignacia National Social Apostolate Center, Seng Guan Temple and Kim Siu Ching Family Association. He is also Chairman of Tiong Se Academy Building Renovation, Academic & Faculty Development Programs & Ways & Means. Mr. Chung has a degree AB (Economics) - BSBA from De La Salle University as well as an MBA from the University of Southern California.

**LUCIO L. CO**, *Director*

Mr. Co, Filipino, 60 years old was elected Director on September 29, 2014. He is the Chairman of the Board of Puregold Price Club, Inc., Cosco Capital, Inc. and Da Vinci Capital Holdings Inc., all publicly-listed companies. Mr. Co has been an entrepreneur for the past 40 years.

**SUSAN P. CO**, *Director*

Mrs. Co, Filipino, 57 years old was elected Director on September 29, 2014. She is currently Director and Treasurer of Puregold Price Club, Inc. and Cosco Capital, Inc., both publicly-listed companies. She is the Chairman of Cosco Price, Inc. and Star Alliance, Inc., Treasurer of Luis Co Chi Kiat Foundation, Alcorn Petroleum & Minerals Corporation, Union Energy Corporation, Union Equities, Inc., and Bellagio Holdings, Inc. She is also a Director of Kareila Management Corporation, 118 Holdings, Inc., CHMI Hotels and Residences, PPCI-Subic, Inc., Ellimac Prime Holdings, Inc., Meritus Prime Distributions, Inc., Montosco, Inc., Nation Realty, Inc., Illido Management Corporation, PG Holdings, Inc., San Jose City I Power Corp., League One, Inc., Patagonia Holdings Corp., Premier Wine and Spirits, Inc., Pure Petroleum Corp., Forbes Company, KMC Realty Company, Puregold Duty Free, Inc., Puregold Duty Free (Subic), Inc., NE Pacific Shopping Centers Corporation, Puregold Realty Leasing and Management Inc., and Puregold Properties, Inc. Ms. Co received a Bachelor of Science in Commerce from the University of Santo Tomas.

**RALPH C. NUBLA, JR., *Director***

Mr. Nubla, Filipino, 62 years old was elected Director on March 24, 1982. He is Director of PBCom Finance Corporation, Director and President of R. Nubla Securities, Echague Realty Corporation and RN Realty Corporation. He was an Executive Director of the Bank in 2004, Senior Vice President in 1982, Vice Chairman in 2000 and Chairman of the Board in 2010. He has more than 30 years of experience in banking. He was also President of CNC Investment Inc. He graduated from Ateneo de Manila University with a Bachelor of Science degree in Commerce.

**PATRICK SUGITO WALUJO, *Director***

Mr. Walujo, Indonesian, 39 years old, was elected Director in July 26, 2011. He is co-founder and co-managing director of Northstar Equity Partners (Northstar), a leading private equity fund with a primary focus on Indonesia. Northstar is the Indonesian Partner of TPG Capital, one of the world's leading private equity funds. Before co-founding Northstar, he was Senior Vice President of Pacific Century Group in Tokyo, Japan. Prior to working at Pacific Century Group Japan, he was an associate at the investment banking division of Goldman, Sachs & Co., in London and New York. Mr. Walujo holds a degree in Bachelor of Science in Operations Research and Industrial Engineering from Cornell University, USA and is Ernst & Young Indonesia's 2009 Young Entrepreneur of the Year.

**GREGORIO T. YU, *Director***

Mr. Yu, Filipino, 55 years old, was elected Director on July 26, 2011. At present, he is Chairman of the Board of CATS Motors, Inc., CATS Automobile Corporation and American Motorcycles, Inc., Vice Chairman of the Board & Chairman of the Executive Committee of Sterling Bank of Asia, and a member of the Board of Trustees of the Government Service Insurance System. He is Director of the Philippine National Reinsurance Corporation, iRemit, Inc., Philequity Fund, Inc., Prople BPO, Inc. (formerly Summersault, Inc.), Vantage Equities, Inc., Jupiter Systems, Inc., CATS Asian Cars, Inc., Philippine Airlines, Inc., Unistar Credit and Finance Corporation, GlyphStudios, Inc., Nexus Technologies, Inc., Wordtext Systems, Inc., Yehey, Inc., R.S. Lim and Co., Inc., Domestic Satellite Corporation of the Philippines, Lucky Star Network Communications Corporation, i-Ripple, Inc., Trustee of Xavier School, Inc., Chairman, Ways and Means of Xavier School Educational and Trust Fund, Inc., Board Member of Ballet Philippines and Manila Symphony Orchestra as well as Director & Treasurer of CMB Partners, Inc. In the past, he was President and CEO of Belle Corporation, Pacific Online Systems Corporation, and Sinophil Corporation, Vice Chairman of APC Group, Inc., and Director of Cebu Holding, Inc. Mr. Yu graduated summa cum laude with a degree of Bachelor of Arts in Economics from De La Salle University and holds a Master of Business Administration from the University of Pennsylvania (The Wharton School).

**DAVID L. BALANGUE, *Independent Director***

Mr. Balangue, Filipino, 63 years old, was elected Independent Director on April 7, 2014. He is presently Director of Manufacturer's Life Insurance (Philippines), Inc., Manulife Financial Plans, Inc., Trans-Asia Oil and Energy Development Corporation, Trans-Asia Power Generation Corporation, Roxas Holdings, Inc., Maybank ATR Kim Eng Capital Partners, Inc., Unistar Credit & Finance Corporation, and Ominipay, Inc., and Director and Trustee of Habitat for Humanity (Philippines) Foundation. He is also Chairman of Philippine Financial Reporting Standards Council and Coalition Against Corruption, Acting Chairman of National Movement for Free Elections (NAMFREL), Chairman and President of Makati Commercial Estate Association, Manila Polo Club, Inc. and Philippine Council for Population and Development, and President of Makati Parking Authority, Inc. In the past, he served as the Chairman and Managing Partner of Sycip, Gorres Velayo & Co. He obtained his Bachelor of Science in Commerce Major in Accounting (Magna Cum Laude) at the Manuel L. Quezon University and his Master in Management (With Distinction) at the Kellogg School of Management, Northwestern University in Evanston, Illinois, USA. Mr. Balangue is a Certified Public Accountant.

**JESUS S. JALANDONI, JR., *Independent Director***

Mr. Jalandoni, Filipino, 56 years old, was elected Independent Director on January 28, 2013. He is currently Director of Liberty Flour Mills, JM & Co., Inc., Personal Computer Specialist, Inc. as well as Chairman and President of Alegria Development Corporation. He is also Executive Vice President of Enterprise Leasing Corporation, President of LFM Properties Corporation, Valueline Realty &

Development Corporation, Buendia Offices Condominium Corporation and Second Midland Corporation. He is Vice President of Kanlaon Development Corporation and Kanlaon Farms, Inc., Mr. Jalandoni holds a Bachelor of Science degree in Business Management major in Economics at Simon Fraser University, Burnaby, British Columbia.

**LEVI B. LABRA**, *Independent Director*

Mr. Labra, Filipino, 57 years old, was elected Independent Director on October 24, 2014. He is also Director of Cosco Capital, Inc. Mr. Labra obtained his Bachelor of Science degree in Business Administration (Cum Laude) at the University of San Carlos, Cebu City.

**ROBERTO Z. LORAYES**, *Independent Director*

Mr. Lorayes, Filipino, 71 years old, was elected Director on October 24, 2014. He currently Chairman of the Board of PhilEquity Management, Inc., Director of I-Vantage, Inc., E-biz Corporation, Strategic Equities Corporation and House with No Steps Foundation. Mr. Lorayes obtained his Bachelor of Science degree in Commerce and Liberal Arts at De La Salle University and Masters in Business Management at the Ateneo De Manila University.

**EMMANUEL Y. MENDOZA**, *Independent Director*

Mr. Mendoza, Filipino, 50 years old, was elected Independent Director on December 19, 2014. He is currently the Managing Partner of Mendoza Querido & Co., (a member firm of Moore Stephens International Limited), President of MQ Agri Unlimited Inc., Treasurer of Two Delta Holdings, Inc. and Pacific Harbour Investment Holding. He is Director of Crossgate Holdings, Pinoyfoods and Beverages Corporation, Leyte Export and Trading Corporation, F. Mendoza Realty Development Corporation. He obtained his Bachelor in Business Administration in Accountancy at the University of the Philippines and a Master in Management at the Asian Institute of Management. Mr. Mendoza is a Certified Public Accountant.

**ANGELO PATRICK F. ADVINCULA**, *Corporate Secretary*

Mr. Advincula, Filipino, 44 years old, was elected Corporate Secretary on October 24, 2014. He is currently a Partner of Zambrano and Gruba Law Offices, Director of Da Vinci Capital Holdings, Inc., and ZG Global Advisors Corporation. Mr. Advincula holds a Bachelor of Arts degree in Philosophy and a Bachelor of Laws both from the University of the Philippines. He is a Member of the Philippine Bar.

**MICHAEL STEPHEN H. LAO**, *Asst. Corporate Secretary and Corporate Information Officer*

Mr. Lao, Filipino, 31 years old, was elected Assistant Corporate Secretary on November 30, 2014. He is currently an Associate of Zambrano and Gruba Law Offices. Mr. Lao holds a Juris Doctor degree from the Ateneo de Manila – Law School and a Bachelor of Science in Business Administration from the College of St. Beniide. He is a Member of the Philippine Bar.

## **EXECUTIVE OFFICERS**

**HORATIO S. AYCARDO**, *Executive Vice President and Chief Operating Officer*

Mr. Aycardo, Filipino, 56 years old was hired on August 29, 2012 is a highly motivated Senior Manager with more than 33 years in information technology, 26 years of which was spent with Citibank. He holds Bachelor of Science degree in Mathematics from the University of the Philippines.

**DANIEL L. ANG TAN CHAI**, *Executive Vice President and Chief Finance Officer*

Mr. Ang Tan Chai, Filipino, 54 years old was hired on January 28, 2013. His professional banking experience includes as an SVP, Chief Finance Officer of PAL and Air Philippines, FVP, Chief Finance Officer of Metrobank Card Corporation, VP, Business Planning and Analysis Unit Head of Citibank, N.A. – Philippines, VP, Business Finance Manager for Consumer Banking of Standard Chartered Bank as well as VP, Country Reporting and Analysis Head of Citibank, N.A – Philippines. He holds a degree in Industrial Engineering and an MBA both from the University of the Philippines.

**EMMANUEL S. SANTIAGO**, *Executive Vice President – Enterprise Banking Segment*

Mr. Santiago, Filipino, 58 years old was hired on October 30, 2012. He was previously connected with China Bank Savings, Inc. as SVP and Head of Lending, Resident Advisor of CARD SME Bank, Consultant – Small Medium Enterprises with the Development Bank of the Philippines, Resident Advisor of CARD MRI/International Finance Corporation (IFC) of the World Bank SME Project, Business Development Consultant to medium-sized private corporations, Chief Finance Officer to local companies, Vice President and Senior Banker of Citibank, N.A. – Philippines, Senior Vice President and Corporate Bank Head of Global Business Bank, SVP and Corporate Bank Head of Urban Bank, and Vice president of Citibank N.A., Philippines as head of Japanese Corporate Business Desk and Industry Specialist team. Mr. Santiago graduated cum laude in B.S. Agriculture from the University of the Philippines Los Baños. He holds an M.S. in Agricultural Economics from the Kansas State University in Manhattan, Kansas, USA, an Advance Graduate Studies in Corporate Finance – Doctor of Business Administration (DBA) Program from the Indiana University, Bloomington, Indiana, USA as well as a Doctor of Philosophy (Ph. D.) in Economics and Corporate Finance from Kansas State University, Manhattan, Kansas, USA.

**PATRICK D. CHENG**, *Executive Vice President and Chief Trust Officer*

Mr. Cheng, Filipino, 51 years old was hired on October 1, 2013. He is currently Director and member of the Executive Committee, as one of the representatives of the private sector, of Credit Information Corporation (CIC), a government owned and controlled corporation, which is to become the National Credit Bureau of the Philippines. His past professional experience includes being a Director and two-term past President of the Chamber of Thrift Banks (CTB) (2011-2012), President and CEO of HSBC Savings Bank (Phils.), Inc., and Senior Vice President, Wealth Management and Premier Director of HSBC Philippines. He also held various management positions at Citibank, N.A. (Philippines) from 1990 to 2004. Mr. Cheng graduated magna cum laude in B.S. Business Administration and Accountancy at the University of the Philippines and is a Certified Public Accountant. He holds an M.S. Management degree from Hult International School of Management, Cambridge, Massachusetts, USA.

**VICTOR Q. LIM**, *Executive Vice President- Prosperity Banking Segment*

Mr. Lim, Filipino, 53 years old, was hired on October 30, 2012. He has a broad based experience in sales, credit and banking office administration. He was formerly EVP and Retail Banking Group head of Chinatrust Commercial Bank Philippines, Senior Asset Manager/Project Consultant of Solomon Edwards Group/Federal Insurance Corporation, Vice President and Compliance and Control Director of Citibank N.A. Shanghai, Vice President & Country Business Manager of Citibank N.A. Guam, USA, and held various managerial positions with Citibank N.A. Philippines. Mr. Lim graduated cum laude with a Bachelor of Science degree in Physical Therapy (Rehabilitation Medicine) from the University of Sto. Tomas and a Master in Business Management from the Asian Institute of Management.

**HELEN G. OLETA**, *Senior Vice President and Treasurer*

Ms. Oleta, Filipino, 42 years old was hired on March 1, 2013 as the Deputy Treasurer of the Bank. Effective February 1, 2014, she was appointed as the Bank's Treasurer. Her professional banking experience includes being the FVP & Chief Dealer at the United Coconut Planters Bank. She held various management positions at Chinatrust (Phils.) Commercial Bank from January 1997 to June 2009. She obtained her degree in Bachelor of Science in Accountancy at the De La Salle University and is a Certified Public Accountant.

The directors of the bank are elected at the annual stockholder's meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified.

**Directorship in Other Reporting Companies**

Mr. Eric O. Recto is also a director of ISM Communications Corporation and Atok-Big Wedge Co. Inc., and Petron Corporation.

Mr. Leonardo B. Dayao is also a Director of Puregold Price Club, Inc. and Cosco Capital, Inc.

Mr. Lucio L. Co is also a Director of Puregold Price Club, Inc., Cosco Capital, Inc., and Da Vinci Capital Holdings, Inc.

Ms. Susan P. Co is also a Director of Puregold Price Club, Inc. and Cosco Capital, Inc.

Mr. Gregorio T. Yu is also a director of IRemit, Inc., i-Ripple, Inc., Yehey Corporation, National Reinsurance Corporation of the Philippines, Philequity Fund, Inc. and Vantage Equities, Inc.

Mr. Levi B. Labra is also a Director of Cosco Capital, Inc.

Mr. Jesus S. Jalandoni, Jr. is a Director of Liberty Flour Mills.

Mr. Angelo Patrick F. Advincula is also a Director of Da Vinci Holdings, Inc.

Shares of Atok-Big Wedge Co., Inc. (AB), ISM Communications Corporation (ISM), Petron Corporation (PCOR), Puregold Price Club, Inc. (PGOLD), Cosco Capital, Inc. (COSCO), Da Vinci Capital Holdings, Inc. (DAVIN), Liberty Flour Mills (LFM), i-Ripple, Inc. (RPL), National Reinsurance Corporation of the Philippines, IRemit, Inc. (I), Yehey Corporation (YEHEY) and Vantage Equities, Inc. (V) are all listed in the Philippine Stock Exchange, Inc. PhilEquity Fund, Inc. is an open end mutual fund company whose capital stock are covered by Registration Statements filed with the SEC.

### **Significant Employees**

There is none to disclose. The Bank currently does not employ any person who is not an executive officer but makes a significant contribution to the business.

### **Family Relationships**

Mr. Lucio L. Co and Ms. Susan P. Co are husband and wife. Messrs. Ralph C. Nubla, Jr. and Henry Y. Uy are brothers-in-law. Other than the foregoing, the persons nominated or chosen by the Bank to become directors or executive officers are not related to each other up to the fourth civil degree either by consanguinity or affinity.

### **Involvement in Legal Proceedings**

The Bank is not aware of any legal proceeding including without limitation any (a) bankruptcy petition, (b) conviction by final judgment, (c) order, judgment or decree, or (d) violation of a securities or commodities law, during the last five (5) years up to the date of the filing of this Statement, to which any of its Directors and Executive Officers is a party and which is material to an evaluation of their ability or integrity to act as such.

## Item 10. Executive Compensation

### a. Compensation of Directors and Executive Officers

Since the Bank obtained an exemption from the SEC to disclose the required detailed compensation information, disclosure of aggregate compensation paid or accrued during the last three fiscal years 2010 to 2012 of the Bank's Chief Executive Officer and four other most highly compensated executive officers are as follows:

	2014	2013	2012
<b>CEO and four most highly compensated Executive officers</b>	Nina D. Aguas President & CEO Horatio S. Aycardo Exec. Vice President & COO Victor Q. Lim Exec. Vice President Patrick D. Cheng Executive Vice President Emmanuel S. Santiago Executive Vice President	Nina D. Aguas President & CEO Daniel Ang Tan Chai Executive Vice President & CFO Horatio S. Aycardo Executive Vice President & COO Victor Q. Lim Executive Vice President Emmanuel S. Santiago Executive Vice President	Nina S. Aguas President & CEO(Aug-Dec) Henry Y. Uy, President & CEO (Jan-July) Alex Luis M. Pesigan Senior Vice President Juan B. Estioko First Vice President Suzanne B. Mondonedo First Vice President
Salary	₱39,649,200.00	₱28,923,750.00	₱20,331,137.51
Bonus	13,216,400.00	9,491,250.00	7,835,174.42
Other Annual Compensation			
<b>TOTALS</b>	<b>₱52,865,600.00</b>	<b>₱38,565,000.00</b>	<b>₱28,166,311.93</b>
<b>All officers and directors as Group Unnamed</b>			
Salary	₱364,654,005.96	₱356,354,452.84	₱255,699,714.32
Bonus	116,351,335.32	110,852,714.63	79,354,945.35
Other Annual Compensation			
<b>TOTALS</b>	<b>₱481,005,341.28</b>	<b>₱ 458,807,157.47</b>	<b>₱ 335,054,659.67</b>

The following is the estimated annual compensation for year 2015:

	Salary	Bonus	Other Annual Compensation	Total
<b>Total of CEO and Four most highly compensated Executive Officers</b>	₱29,772,950.00	₱9,378,600.00	none	₱39,151,500.00
<b>All officers as a group unnamed</b>	₱219,643,918.40	₱69,834,522.8	none	₱289,478,441.20

The director's per diem amounted to ₱21.7M, ₱23.3M and ₱22.78M of December 31, 2014, 2013 and 2012, respectively.

The Directors are entitled to a Director's fee for attending Board meetings. As stipulated in the By-laws, Directors are also entitled to share in the net profits to be distributed in such manner as the Board may provide but not exceeding four (4) percent.

There are no other terms and conditions with regards to employment contract between PBCom and named Executive Officers or any other more compensatory plans or arrangement except those disclosed above.

There are no Outstanding Warrants or Options held by the Directors, Officers as of December 31, 2014.

The Bank has no record of adjusting or amending the exercise price of stock warrants previously awarded to any of the officers and directors.

### Item 11. Security Ownership of Certain Beneficial Owners and Management

#### A. Security Ownership of Certain Record and Beneficial Owners of more than 5 percent of the Bank's capital stock:

Title of Class	Name and Address of Record Owner and relationship with Issuer	Name of Beneficial Ownership and relationship with Record Owner	Citizenship	No. of Shares	% Held
Common	P.G. Holdings, Inc. 900 Romualdez St., Paco, Manila Stockholder	Lucio L. Co – Chairman & President Susan P. Co - Director	Filipino	181,080,608	37.67%
Common	PCD Nominee Corporation Stockholder	VFC Land Resources, Inc. *– beneficial owner of securities held by record owner	Filipino	59,241,438	12.33%
Common	Eric O. Recto (5/F PBCom Tower 6795 Ayala Ave. cor. V.A. Rufino St., Makati City) Stockholder	Eric O. Recto – same as record owner	Filipino	66,529,424	13.84%
Common	Ralph C. Nubla, Jr. (2 Sanso St., Corinthian Gardens, Quezon City) Stockholder	Ralph C. Nubla, Jr. – same as record owner	Filipino	51,779,374	17.28%
Common	Telengtan Brothers and Sons, Inc. (Km. 14 South Superhighway, Parañaque City) Stockholder	Telengtan Brothers and Sons, Inc. – same as record owner	Filipino	31,859,844	6.63%

\* Pending approval by the Bangko Sentral ng Pilipinas

#### B. Security Ownership of Management

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent
Common	Eric O. Recto	Direct	66,529,424	Filipino	13.84%
Common	Leonardo B. Dayao	Direct	1	Filipino	0.00%
Common	Henry Y. Uy	Direct	10	Filipino	0.00%
Common	Nina D. Aguas	Direct	1,420,000	Filipino	0.30%

Common	Bunsit Carlos G. Chung	Direct	550,716	Filipino	0.11%
		Indirect	449,294		0.09%
Common	Lucio L. Co	Direct	1	Filipino	0.00%
		Indirect	90,540,304		18.84%
Common	Susan P. Co	Direct	1	Filipino	0.00%
		Indirect	54,324,182		11.30%
Common	Ralph C. Nubla, Jr.	Direct	51,779,374	Filipino	10.77%
Common	Patrick Sugito Walujo	Direct	10	Indonesian	0.00%
Common	Gregorio T. Yu	Direct	1,432,692	Filipino	0.30%
Common	David L. Balangue	Direct	50	Filipino	0.00%
Common	Jesus S. Jalandoni, Jr.	Direct	10	Filipino	0.00%
Common	Levi B. Labra	Direct	100	Filipino	0.00%
Common	Roberto Z. Lorayes	Direct	500	Filipino	0.00%
Common	Emmanuel Y. Mendoza	Direct	100	Filipino	0.00%

#### B. Voting Trust Holders of 5% or more

There are no voting trust agreements or any other agreements/arrangements that may result in a change in control of the Company.

#### Item 12. Certain Relationships and Related Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Bank's transactions with related parties include key management personnel, affiliates (i.e. entities which are controlled, significantly influenced by or for which significant voting power is held by the Bank or key management personnel or their close family members and retirement plan for the benefit of the Bank's employee). These transactions are made in the ordinary course of business and on substantially same terms with that of other parties.

The Bank's related party transactions below are also presented and discussed in details in the Audited Financial Statements.

Related Party	Transaction with the Bank
Post-retirement Plan	Investment made in retirement plan is approved by the Bank's Retirement Board. Interest income from such service and total deposits maintained with the Bank in 2014 amounted ₱1.61M and ₱ 23,042, respectively while interest expenses paid by the Bank to the deposits was ₱196,578.
Provident Fund	Outstanding deposit and interest paid by the Bank as of year-end was ₱5.37M and ₱0.5M, respectively while trust fees earned from such service amounted to ₱2.78M.
Key Management Personnel	Senior Management Team constitutes key management personnel for purposes of PAS 24. Short term benefits and post-employment benefits given to SMT in 2014 amounted to ₱160.2M and ₱51.9M, respectively. Year-end balance of deposits and interest expenses increased amounted to ₱623.9M and ₱7.3M, respectively. Outstanding balance of loans and interest income earned from SMT amounted to ₱1.781M and ₱0.1M, respectively.
Affiliate	Year-end balance of deposits and interest expenses incurred by

	the Bank amounted ₱11.7M and P0.02M, respectively. Rental income earned for the year is ₱0.12M.
Subsidiaries	Year-end balance of deposits and interest expenses incurred by the Bank amounted ₱263.93M and ₱1.196M, respectively. While interest income on deposit placements by PBCom amounted to ₱0.05M during the year.
Significant Investors	Year-end balance of deposits and interest expenses incurred by the Bank amounted to ₱21.897B and ₱10.08M, respectively. Rental income and expenses during the year amounted to ₱7.25M and ₱3.712M.

As required by BSP, the Bank discloses loans transactions with certain directors, officers, shareholders and their related interests (“DOSRI”) in the ordinary course of business, under commercial terms and on an arm’s length basis observing at all times the legal limits prescribed under current BSP regulations on DOSRI loans. The amount of individual loans to DOSRI, of which 70% must be secured, should not exceed the amount of their respective deposits and book value of their respective investments in the Bank. In the aggregate, loans to DOSRI generally should not exceed the lower of the Bank’s total unimpaired capital or 15% of the total loan portfolio. These limits do not apply to loans secured by assets considered as non-risk as defined in the regulations. As of December 31, 2014 the Bank is in compliance with such regulations.

## PART V - CORPORATE GOVERNANCE

Please refer to the attached Annual Corporate Governance Report of the Bank.

## PART VI - EXHIBITS AND SCHEDULES

### Item 14. Exhibits and Reports on SEC Form 17-C

1. Exhibits – None
2. Reports on SEC Form 17 - C

Date of Report	Contents of Report
30 January 2014	The Bank disclosed the appointment of Ms. Helen G. Oleta as the new Treasurer of the Bank effective February 1, 2014 to replace Mr. Angel Corpus who is retiring.
26 February 2014	The Bank disclosed that the Annual meeting of the shareholders will be held on April 7, 2014 (Monday) at 3:00 P.M. at the 15 <sup>th</sup> Floor, PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City. The Record Date for stockholders who will be eligible and entitled to vote has been set to March 13, 2014.
11 March 2014	The Bank disclosed the signing of the Memorandum of Agreement with the shareholders of the Rural Bank of Nagcarlan, Inc. (RBNI) acquiring all of the outstanding shares of the Rural Bank.
26 March 2014	The Bank disclosed that it has fully paid Php7.6B to the Philippine Deposit Insurance Corporation (PDIC) under its 10-year Financial Assistance Agreement (FAA). The Bank also disclosed the resignations of the four PDIC nominees in PBCOM's Board of Directors, namely, Messrs. Roberto Macasaet, Jr. and Raul O. Serrano, Ms. Imelda S. Singzon and Ms. Teresita Ang See end of business day.
7 April 2014	<p>The Bank disclosed the result of the Annual Stockholders' meeting and the Reorganizational Board meeting as follows:</p> <p>Members of the Bank's Board of Directors for 2014-2015:</p> <p style="text-align: center;">Eric O. Recto Mario J. Locsin Henry Y. Uy Nina D. Aguas Bunsit Carlos G. Chung Ralph C. Nubla, Jr. Patrick Sugito Walujo Gregorio T. Yu Edgar J. Sia, II Tomas I. Alcantara – Independent Director Jesus S. Jalandoni, Jr. – Independent Director Jose P. Leviste, Jr. – Independent Director Colin Keogh – Independent Director David L. Balangue – Independent Director Luis Y. Benitez – Independent Director</p> <p>The firm of SGV &amp; Co. was re-appointed as the Company's external auditor for the year 2014.</p> <p>The stockholders and the board of directors also approved the amendment of Article III of the Articles of Incorporation of the Bank to comply with SEC Memorandum Circular No. 6 Series of 2014. By this amendment, Article III will indicate the principal address of the Bank as follows – PBCOM, PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City.</p>

At the Organizational Meeting of the Board of Directors of the Company held immediately afterwards, the following were elected corporate officers of the Company for 2014-2015:

Chairman of the Board:	Eric O. Recto
Vice Chairman:	Mario J. Locsin
Vice Chairman:	Henry Y. Uy
President and CEO :	Nina D. Aguas
EVP & Chief Financial Officer:	Daniel L. Ang Tan Chai
EVP & Chief Operating Officer:	Horatio S. Aycardo
EVP- Enterprise Banking Segment:	Emmanuel S. Santiago
EVP – Trust and Wealth Group:	Patrick D. Cheng
SVP & Treasurer:	Helen A. Oleta
Corporate Secretary:	Jovita D.S. Larrazabal
Corporate Information Officers:	Daniel L. Ang Tan Chai Jovita D.S. Larrazabal

The Board of Directors likewise constituted the following committees and elected their members as follows:

**Executive Committee**

- a. Gregorio T. Yu (Chairman)
- b. Eric O. Recto (Vice Chairman)
- c. Nina D. Aguas
- d. Mario J. Locsin
- e. Ralph C. Nubla, Jr.
- f. Bunsit Carlos G. Chung
- g. Henry Y. Uy

**Risk Management Committee**

- a. David L. Balangue (Chairman/Independent Director)
- b. Jesus S. Jalandoni, Jr.
- c. Ralph C. Nubla, Jr.
- d. Luis Y. Benitez
- e. Nina D. Aguas
- f. Henry Y. Uy

**Governance Committee**

- a. Teresita Ang See (Chairman/Independent Director)
- b. Eric O. Recto
- c. Ralph C. Nubla, Jr.
- d. David L. Balangue (independent)

The Governance Committee also serves as the Bank's Nominations Committee, Compensation and Remuneration Committee and Performance Evaluation Committee.

**Audit Committee**

- a. Luis Y. Benitez (Chairman/Independent Director)
- b. Bunsit Carlos G. Chung
- c. Henry Y. Uy
- d. Teresita Ang See (Independent Director)

**Trust Committee**

- a. Eric O. Recto (Chairman)
- b. Ralph C. Nubla, Jr.
- c. Jesus S. Jalandoni, Jr.
- d. Nina D. Aguas
- e. Patrick D. Cheng (Trust Officer)

25 April 2014

The Bank disclosed the signing of a Memorandum of Agreement with the controlling stockholders of Banco Dipolog, Inc. (BDI), a rural bank, for PBCOM to purchase and acquire no less than 90% of the outstanding common stock of BDI.

20 May 2014	The Bank disclosed the SEC approval on the incorporation of the Bank's wholly-owned subsidiary – PBCOM Insurance Services Agency, Inc. (PISAI).
4 June 2014	The Bank disclosed the resignation of Mr. Colin Keogh as an Independent member of the Board. Mr. Keogh resigned due to his other professional commitments abroad.
25 June 2014	The Bank disclosed that the Board of directors of the Bank has authorized its Chairman, Mr. Eric O. Recto assisted by its President and CEO, Nina D. Aguas to undertake capital fund raising activity of the Bank. The Bank further authorized the Board to engage the services of a financial advisor to determine the viability of the capital raising options.
23 July 2014	The Bank disclosed that it has accepted the offer of Mr. Lucio L. Co through his delegated entity, Union Equities, Inc. to subscribed to 181,080, 608 common shares of the Bank at a subscription price of Php33.00/share. The subscribed shares will be 37.67% of the post issuance capital stock of the Bank. The subscription of the shares will be effective upon the due execution of the Subscription Agreement and will be subject to the applicable regulatory approval.
31 July 2014	The Bank disclosed that the <i>Bangko Sentral ng Pilipinas</i> has approved PBCOM's acquisition of the outstanding capital stock of the Rural Bank of Nagcarlan, Inc. (RBNI)
31 August 2014	The Bank disclosed that it has signed a subscription agreement with the holding company of Mr. Lucio L. Co, P.G. Holdings, Inc. for the latter's subscription of 181,080,608 PBCOM common shares of Php33.00 per share. P.G. Holdings, Inc. replaced Union Equities, Inc. as Mr. Co's designated entity for his investment in PBCOM.
9 September 2014	The Bank disclosed the approval of the BSP of PBCOM's acquisition of no less than 90% of the outstanding common stock of Banco Dipolog, Inc. (BDI)
15 September 2014	The Bank disclosed the resignation of Mr. Mario J. Locsin as Director and Vice Chairman of the Bank.
23 September 2014	The Bank disclosed that the <i>Bangko Sentral ng Pilipinas</i> has approved the subscription of P.G. Holdings, Inc. of 181,080,608 PBCOM shares at Php33.00 per share. PBCOM and P.G. Holdings, Inc. will proceed to execute the necessary agreement for the subscription.
24 September 2014	The Bank disclosed that the Board of Directors has accepted the resignation of Mr. Edgar J. Sia II as a member of the Board effective 30 September 2014.
29 September 2014	The Bank disclosed that in a special meeting of the Board of Directors Messrs. Lucio L. Co, Leonardo B. Dayao and Ms. Susan P. Co were elected as members of the Board of Directors effective 30 September 2014. In the same meeting, Mr. Co was also appointed as a member of the Executive Committee.
24 October 2014	The Bank disclosed that Board of Directors has accepted with regrets the resignations of Mr. Tomas I. Alcantara and Ms. Teresita Ang See as Independent members of the Board of Directors. In the same meeting, Atty. Jovita D.S. Larrazabal also tendered her resignation as Corporate Secretary and was replaced by Atty. Angelo Patrick F. Advincola.
17 November 2014	The Bank disclosed that during the meeting of the Executive Committee of the Bank, Mr. Leonardo B. Dayao was appointed as one of its Vice Chairmen.
26 November 2014	The Bank disclosed that during the regular meeting of the Board of Directors, Mr. Leonardo B. Dayao was appointed as one of the Vice Chairmen.
4 December 2014	The Bank disclosed the resignation of the following senior officers as part of the Bank's reorganization: Mr. Daniel L. Ang Tan Chai – EVP & Chief Finance Officer (effective January 1, 2015), Mr. Horatio S. Aycardo – EVP & Chief Operations Officers (effective February 1, 2015), Emmanuel S. Santiago – Executive Vice President (effective March 1, 2015).
15 December 2014	The Bank disclosed the resignation of Mr. Luis Y. Benitez as an Independent member of the Board. Mr. Benitez resigned to pursue his other professional commitments.
19 December 2014	The Bank disclosed the election of Mr. Emmanuel Y. Mendoza as an Independent director of the Bank and a member of the Audit Committee to replace Mr. Luis Y. Benitez who has earlier resigned.

**SIGNATURES**

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on \_\_\_\_\_.

By:



**HENRY Y. UY**  
Vice Chairman and Acting President  
(Principal Executive Officer)



**ARLENE M. DATU**  
SVP & Controller  
(Comptroller & Principal Accounting Officer)



**MICHAEL STEPHEN H. LAO**  
Assistant Corporate Secretary

(Principal Operating Officer) \*

(Principal Financial Officer) \*

*\*resigned*

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

SUBSCRIBED AND SWORN to before me this APR 15 2015, affiants exhibiting to me their Tax Identification, SSS and Passport Number, as follows:

Name	TIN No. / SSS No.
Henry Y. Uy	TIN # 122-824-523
Arlene M. Datu	SSS# 03-5663345-1
Michael Stephen H. Lao	Passport # EB1661990 issue on Jan 6, 2011 and valid until Jan 5, 2016

Doc No. 186  
Page No. 39  
Book No. 20  
Series of 2015.

  
**BUENAVENTURA U. MENDOZA**  
Notary Public  
Until December 31, 2016  
PTR No. 4748695 Makati City- 1/05/15  
IBP No. 975446 10-15-14 Roll No. 31206  
500-A Madrigal Bldg. Ayala Ave. Makati City

**PHILIPPINE BANK OF COMMUNICATIONS  
 BRANCHES' SITES - OWNED AND LEASED  
 AS OF DECEMBER 31, 2014**

No.	BRANCH	ADDRESS	CONDITION OF PREMISES	OWNED/LEASED	LEASE TERMS		
					MONTHLY RENTAL (OFFICE & PARKING)	EXPIRY DATE	RENEWAL OPTIONS
<b>A. BANK-OWNED PROPERTIES UTILIZED AS BRANCHES</b>							
1	BINONDO BANKING CENTER	214-216 Juan Luna St., Binondo, Manila	good	owned	-	-	-
2	CAGAYAN DE ORO	Tiano Bros corner Hayes St., Cagayan de Oro City	good	owned	-	-	-
3	CEBU	Magallanes near corner Manalili Streets, Cebu City	good	owned	-	-	-
4	DAVAO	41 Monte Verde St., Davao City	good	owned	-	-	-
5	GENERAL SANTOS	Santiago Blvd., General Santos City	good	owned	-	-	-
6	ILOILO	Ledesma corner Valeria Sts, Iloilo City	good	owned	-	-	-
7	KORONADAL	Gen. Santos Drive, Koronadal, South Cotabato	good	owned	-	-	-
8	Makati Banking Center	PBCOM Tower, 6795 Ayala Avenue corner V.A. Rufino, Makati City	good	owned	-	-	-
9	Mandaue	National Highway corner Jayme Street, Mandaue City	good	owned	-	-	-
10	Mango	General Maxillom (Mango) Ave., Cebu City	good	owned	-	-	-
11	Marikina	34 J.P. Rizal St., Calumpang, Marikina	good	owned	-	-	-
12	Meralco Ave (former Julia Vargas)	C-1 Horizo Condominium, Meralco Avenue, Pasig City	good	owned	-	-	-
13	Quirino-Davao	111 E. Quirino Avenue, Davao City	good	owned	-	-	-
14	Tagum	Pioneer Avenue, Tagum, Davao del Norte	good	owned	-	-	-
15	U.N. Avenue (former Mabini)	U101 & 102, Don Alfonso Cond. 1108 MH del Pilar cor. UN Ave. & Guerreo Sts., Ermita, Manila	good	owned	-	-	-
<b>B. LEASED PROPERTIES UTILIZED AS BRANCHES</b>							
1	Annapolis	Unit 101 Victoria Plaza, 41 Annapolis St., Greenhills, San Juan	good	leased	149,520.00	15-Apr-19	Newly Renovated. Renewed - 5 yr. lease term
2	Ayala-Alabang	ALPAP II Building, Investment Drive cor. Trade St., Madrigal Business Park, Ayala Alabang, Muntinlupa City	good	leased	167,173.77	31-Jan-15	Not yet Renovated. For renewal. Since no relocation site pointed yet to date.
3	Bacolod	Units A-E, Ground Floor, Sorrento Building, Lacson Street, Bacolod City	good	leased	105,029.53	28-Feb-19	Relocated, Newly Renovated. Renewed - 5 yr. lease term
4	Batangas	Diego Silang St., Batangas City	good	leased	107,855.40	31-Jan-19	Newly Renovated. Renewed - 5 yr. lease term.
5	BMA	Web-Jet Building, Quezon Ave., Q.C.	good	leased	75,807.89	30-Nov-15	Not yet Renovated. For renewal.
6	Caloocan	298-C2 6th Avenue Ext. Caloocan City	good	leased	48,384.00	14-Sep-17	Newly Renovated. Renewed - 5 yr. lease term (From 09/15/12 To 09/14/17)
7	Congressional	No. 8 Congressional Ave., Brgy. Bahay Toro, Quezon City	good	leased	76,804.00	30-Apr-18	Relocated, Newly Renovated. Renewed - 5 yr. lease term ( From 05/01/12 To 04/30/18 )
8	Corinthian Gardens	Sanso Street, Corinthian Gardens, Q.C.	good	leased	Leasehold Rights P12 Million	30-Sep-21	Newly Renovated. Php12MM one-time assessment over a 20 yr lease term.
9	Cubao (new site)	2nd Floor SPARK Place, P. Tuazon cor. 10th Avenue, Quezon City	good	leased	110,941.04	19-Mar-19	Relocated, Newly Renovated. Renewed - 5 yr. lease term
10	Dagupan (new site)	Ground Floor, Balingit Building, Arellano Street, Dagupan City	good	leased	81,250.00	15-May-19	Relocated, Newly Renovated. Renewed - 5 yr. lease term
11	Dasmariñas	EVY Building Salawag-Paliparan Road Dasmariñas, Cavite	good	leased	97,721.78	31-Oct-19	Newly Renovated. Renewed - 5 yr. lease term.
12	Davao Bajada	RAQ Bldg., J.P. Laurel Avenue, Bajada Street, Davao City	good	leased	132,555.24	30-Sep-17	Relocated, Newly Renovated. Renewed - 5 yr. lease term ( From 10/01/12 To 09/30/17 )
13	Echague	ERC Building, Echague cor. Isla Del Romero, Quiapo, Manila	good	leased	73,771.89	31-Mar-15	Newly Renovated. For renewal.
14	Elcano	SHC Tower, Elcano St., San Nicolas, Manila	good	leased	141,073.82	29-Feb-16	Newly Renovated. Renewed - 5 yr. lease term (From 03/01/12 To 02/29/16)

No.	BRANCH	ADDRESS	CONDITION OF PREMISES	OWNED/LEASED	LEASE TERMS		
					MONTHLY RENTAL (OFFICE & PARKING)	EXPIRY DATE	RENEWAL OPTIONS
15	Greenhills	Quadstar Building, 80 Ortigas Avenue, San Juan, Metro Manila	good	leased	203,278.95	31-Mar-16	Newly Renovated. Renewed - 5 yr. lease term (From 04/01/11 To 03/31/16)
16	Iligan	Juan Luna cor. Del Pilar Sts., Iligan City	good	leased	126,794.74	15-Jul-15	Not yet Renovated. For renewal.
17	Imus	Luis Gaerlan St., and Imus Boulevard, Imus, Cavite	good	leased	78,750.00	30-Jun-18	Newly Renovated. Renewed - 5 yr. lease term (From 07/01/11 To 06/30/18)
18	La Union	Quezon Avenue, San Fernando City, La Union	good	leased	86,150.77	31-Jan-15	Newly Renovated. For renewal.
19	Legaspi Village	Unit 1-A, Vernida I 120 Amorsolo St., Legaspi Vill., Makati City	good	leased	65,651.19	31-Jul-16	Newly Renovated. Renewed - 5 yr. lease term (From 08/01/11 To 07/31/16)
20	Lipa	ATDRMAM Building Ayala Highway Mataas na Kahoy, Lipa	good	leased	92,400.00	31-Jan-19	Newly Renovated. Renewed - 5 yr. lease term
21	Lucena	VCCI Building Merchan cor. San Fernando, Lucena City	good	leased	72,930.38	15-Nov-18	Newly Renovated. Renewed - 5 yr. lease term (From 11/16/13 To 11/15/18)
22	Makati Place (Former Taft Nakil)	Group Floor Unit C-15, Alphaland Makati Place, Ayala Ave. cor. Malugay St. Makati City.	good	leased	126,021.10	31-Jul-18	New Branch. Renewed - 5 yr. lease term (From 08/01/13 To 07/31/18)
23	Malabon (Robinson Town Mall) (new site)	Gov. Pascual Avenue, Crispin St., Tinajeros, Malabon City.	good	leased	111,367.87	31-Mar-19	Relocated, Newly Renovated. Renewed - 5 yr. lease term
24	Malolos	Malolos Shopping Arcade Paseo Del Congreso, Malolos City	good	leased	54,755.66	15-Aug-15	Not yet Renovated. For renewal, Since no relocation site pointed yet to date.
25	Mandaue-Basak	Co Tiao King Building Cebu, North Road Basak, Mandaue City	good	leased	66,565.10	31-Jan-15	Not yet Renovated. For renewal, Since no relocation site pointed yet to date.
26	Masangkay	1004-1006 Masangkay St. Binondo, Manila	good	leased	134,400.00	30-Sep-18	Newly Renovated. Renewed - 5 yr. lease term
27	Meycauayan	Mancon Building McArthur Highway, Calvario, Meycauayan City	good	leased	61,547.09	15-Apr-15	Partially Renovated. For renewal, Since no relocation site pointed yet to date.
28	Ongpin	Chinatown Center, 729 Ongpin Street, Sta. Cruz, Manila	good	leased	225,400.00	30-Sep-16	Newly Renovated. Renewed - 3 yr. lease term
29	Padre Rada	951 Juan Luna Street, Tondo, Manila	good	leased	116,981.04	14-Jul-17	Relocated, Not yet Renovated. Renewed - 5 yr. lease term (From 06/15/12 To 07/14/17)
30	Paranaque	Unit 3-4, Kingsland Building Dr. A. Santos Avenue, P'que. City	good	leased	123,480.00	31-May-17	Not yet Renovated. 6 yr. lease term (From 06/01/11 To 05/31/17)
31	Pasay	2492 Taft Avenue, Pasay City	good	leased	123,480.00	31-Oct-15	Newly Renovated. For renewal.
32	Pioneer	RFM Corporate Center Pioneer cor. Sheridan Sts., Mandaluyong City	good	leased	205,164.08	31-May-16	Newly Renovated. Renewed - 5 yr. lease term (From 05/14/11 To 05/31/16)
33	Quezon Ave	APC Building, 1186 Quezon Avenue, Q.C.	good	leased	185,689.22	30-Sep-16	Newly Renovated. Renewed - 5 yr. lease term (From 10/11/11 To 09/30/16)
34	San Fernando	McArthur Highway Dolores, San Fernando, Pampanga	good	leased	85,632.80	31-Mar-19	Newly Renovated. Renewed - 5 yr. lease term.
35	San Miguel	Unit G101OMM-CITRA Condominium, San Miguel Avenue, Ortigas Center, Pasig City	good	leased	133,308.00	31-Jul-15	Not yet Renovated. For renewal.
36	San Pablo	Rizal Avenue, San Pablo City, Laguna	good	leased	81,682.03	30-Apr-15	Newly Renovated. For renewal.
37	San Pedro	Bldg. 2, Unit No. 20 & 21 of Centro Pacita, Pacita Complex, San Pedro, Laguna	good	leased	68,096.00	15-Oct-15	Not yet Renovated. For renewal.
38	Sen. Gil Puyat	Unit 101-C, Oppen Building, 349 Sen. Gil Puyat Avenue, Makati City	good	leased	149,272.48	14-Jul-17	Relocated, Not yet Renovated. Renewed - 5 yr. lease term (From 07/15/12 To 07/14/17)

No.	BRANCH	ADDRESS	CONDITION OF PREMISES	OWNED/LEASED	LEASE TERMS		
					MONTHLY RENTAL (OFFICE & PARKING)	EXPIRY DATE	RENEWAL OPTIONS
39	Shaw Blvd	146 Shaw Boulevard cor. San Roque St., Pasig City	good	leased	126,000.00	15-Nov-19	Newly Renovated. Renewed - 5 yr. lease term
40	Soler	No. 943 Soler St., of R & S Tower, Inc., Binondo, Manila	good	leased	113,258.88	31-May-17	Relocated, Not yet Renovated. Renewed - 5 yr. lease term (From 05/01/12 To 05/31/17)
41	South Gate Mall Branch	Unit T06 and T07, Third Floor, Alphaland Southgate Mall, 2258 Chino Roces Avenue corner EDSA, Makati City, Metro Manila	good	leased	167,833.13	18-Dec-16	Newly Renovated. Renewed - 5 yr. lease term (From 12/11/11 To 12/18/16)
42	Sta. Mesa	G. Araneta Avenue, Sta. Mesa, Q.C.	good	leased	176,906.35	31-Jul-18	Newly Renovated. Renewed - 5 yr. Lease term and Extended - 17.5 Mos. (From 01/15/12 To 07/31/18)
43	Sta. Rosa-Paseo de (new site)	Unit No. 2, Paseo 5, Phase 2, Paseo de Sta. Rosa	good	leased	197,877.68	31-Mar-15	New Branch. For renewal.
44	Sto. Cristo	563 Sto. Cristo Street, Divisoria, Manila	good	leased	120,072.58	15-Sep-15	Not yet Renovated. For renewal.
45	T. Alonzo	T. Alonzo Street, Sta. Cruz, Manila	good	leased	Leasehold Rights P18 Million	10-Sep-15	Newly Renovated. For renewal. (Php18MM. Financed of the construction commercial building for PBCOM use without rental for 15 years.)
46	Tutuban	Prime Block Building, Tutuban Center, C.M. Recto Avenue, Manila	good	leased	Leasehold Rights P9.92 Million	22-Aug-39	Not yet Renovated. PBCom paid a reservation deposit - P18 Million plus EVAT and Construction/Renovation deposit - P20,000.00 and Renewed for another 25 yr. term from 8/23/14 to 8/22/39.
47	Valenzuela	246 McArthur Highway, Karuhatan, Valenzuela	good	leased	164,116.96	18-May-16	Newly Renovated. Renewed - 6 yr. lease term (From 05/19/10 To 05/18/16)
48	Zamboanga Valderosa	LKG Building, Valderosa Street, Zamboanga City	good	leased	99,065.00	17-Feb-15	Not yet Renovated. For renewal, Since no relocation site pointed yet to date.
49	Zamboanga Veterans	BSC Tower (formerly Zamsulu Bldg.) Ground Floor, Door 5-7, Veterans Avenue, Zamboanga City	good	leased	88,000.00	31-Aug-19	Newly Renovated. Renewed - 5 yr. lease term

	LASTNAME	FIRSTNAME	MIDDLE NAME	DESIGNATION	AGE	CITIZENSHIP
1	AGUAS	NINA	DATU	PRESIDENT & CEO	61	FILIPINO
1	Alba	Jason	Joaquin	Legal Services Head	40	FILIPINO
2	Alcantara	Haris	Porton	Secured Collections Supervisor	36	FILIPINO
3	Alday	Dennis	Bautista	Head of Domestic Operations	46	FILIPINO
4	Ambrocio	Hermelita	Hernandez	T24 Business Integration Project Manager	51	FILIPINO
5	Andaya	Juan Emmanuel	Benares	Capital & Budgeting Manager	40	FILIPINO
6	Ang Tan Chai	Daniel	Lim	Finance Group Head and Chief Finance Officer	56	FILIPINO
7	Apostol	Luis	Ramos	North Metro Head	44	FILIPINO
8	Arboleda	Gretchen Marie	Villarica	Expense & Management Control Head	30	FILIPINO
9	Arvisu	Richard	Origeneza	Financial Risk and Capital Management	51	FILIPINO
10	Arvisu	Alma Roxanne	Roxas	Regional Opreations Manager	51	FILIPINO
11	Atido	Carolyn	Magtangob	IT & Business Continuity Risk Manger	50	FILIPINO
12	Avena	Emmie	Navarro	Network & Information Security Division Head	36	FILIPINO
13	Aycardo	Horatio	S	Head, Operations & Technology	58	FILIPINO
14	Azarcon	Anna Melissa	Bautista	PL Channel Manager	40	FILIPINO
15	Babasa	Faye	Santos	Product Development Head	35	FILIPINO
16	Bacani	Agnes	Aligada	Product Marketing Head	38	FILIPINO
17	Baduria	Jose Julian Jr.	Edralin	T24 Ph2 & Card Project Implementation Division Head	47	FILIPINO
18	Baking	Love Virgilynn	Tan	Wealth Relationship Manager	39	FILIPINO
19	Barcenas	Concepcion	Legaspi	Marketing Head & Chief Of Staff	57	FILIPINO
20	Barrozo	Amelia	Ferrer	Business Center General Manager	53	FILIPINO
21	Basa	Chirdsak	Astorga	Data Center Operations Division Head	36	FILIPINO
22	Basaca	Virginia	Pajarillo	Project Manager	59	FILIPINO
23	Bautista	Editha	Natividad	Bank Properties Sales And Leases	59	FILIPINO
24	Bautista	Cherie Germaine	Tan	Business Center General Manager	41	FILIPINO
25	Bondoc	Ricardo	Musngi	Business Center General Manager	59	FILIPINO
26	Borra	Marie Therese	Meris	eBusiness Platform Manager	33	FILIPINO
27	Brackeen	David	Destura	Vismin Region Head	49	FILIPINO
28	Briñas	Dante Reuben Francis	Perez	Commercial Approval Officer	41	FILIPINO
29	Cabungcal	Filemon Cecilio	Anel	Research & Investment Strategy Head	37	FILIPINO
30	Cadiz	Raymund	Cariaso	South Luzon Head	47	FILIPINO
31	Caedo	Virgilio	Villena	Mortgage Loan Sales Head	47	FILIPINO
32	Caedo-Liao	Angelyn Claire	Chua	Customer Due Diligence & Process Reengineering	40	FILIPINO
33	Calimbahin	Agnes	Cruz	Relationship Manager	42	FILIPINO
34	Camatog	Romcyn	Del Rosario	Product Manager	41	FILIPINO
35	Candaza	Judith	San Andres	FX Liquidity Mgt Senior Trader	55	FILIPINO
36	Canlas	Renato	Lutchiang	Commercial Approval and Support Head	53	FILIPINO
37	Caparas	Concepcion	Dela Cruz	Business Center General Manager	54	FILIPINO
38	Capistrano	Maria Trinidad	Bagabaldo	South Metro Head	57	FILIPINO
39	Caraan	Aramis	De Castro	Special Projects Team Manager	42	FILIPINO
40	Carbon	Ma. Nazarena Leilani	Aventura	Business Center Transformation Manager	48	FILIPINO
41	Chan	Irwyn	Deopita	Relationship Manager	39	FILIPINO
42	Cheng	Alice	Ang	Business Center General Manager	56	FILIPINO
43	Cheng	Patrick	Dee	Head & Chief Trust Officer	52	FILIPINO
44	Chua	Ian Albert	Lu	Deal Officer	35	FILIPINO
45	Chua	Grace	Tan	Wealth Relationship Manager	39	FILIPINO
46	Chuakay Jr	Carlos	Lopez	Anti-Money Laundering Officer	59	FILIPINO
47	Contreras	Aileen	Ruiz	NCR 3 Head	38	FILIPINO
48	Corpuz	Gabriel	Balanon	Litigation Head	41	FILIPINO
49	Crisolologo	Amiel	Santos	Personal Loan Sales Head	38	FILIPINO
50	Culaba	Nilo	Lu-Ang	Davao/CDO Business Center Director	43	FILIPINO
51	Daffon	Frederick Nathaniel	Beltran	Regional Operations Manager -East Metro	49	FILIPINO
52	Datu	Arlene	Macarandan	Controller	56	FILIPINO
53	Dayan	Dennis	Retubis	Office & Business Units Audit Head	46	FILIPINO
54	De Guia	Erwin	Vicente	Franchise & Branch Operations Risk Officer	38	FILIPINO
55	De Guzman	Ma. Sonia	Robles	eBusiness Project Manager	49	FILIPINO
56	De Jesus	Melinda	Martinez	Head, Service Quality Division	53	FILIPINO
57	Dean	Maria Teresita	Reyes	Head	51	FILIPINO
58	Dela Cruz	Ryan	Cheng	Account Transaction Processing Head	34	FILIPINO
59	Delos Reyes	Agnes Yolanda	D	Premises Logistics & Supply Chain Management Head	58	FILIPINO
60	Dimaculangan	Myra	Geronimo	Quezon City/ Manila Business Center Director	39	FILIPINO
61	Dominguez	Danilo		Senior Marketing Officer	46	FILIPINO
62	Egalin	Angelita	Uy	Deputy Compliance Officer	49	FILIPINO
63	Eleria	Rommel	Sipin	Business Center General Manager	41	FILIPINO
64	Encarnacion	Paul	Capili	Project Manager	46	FILIPINO
65	Escalante	Melissa	Arellano	Operations Expense Officer	30	FILIPINO
66	Espino	Liza Ann	Aquino	Team 2 Officer	47	FILIPINO
67	Fabella	Angelo Ramon	Fazon	Head, Customer Care Group	38	FILIPINO
68	Fadrilan	Michael Angelo	Pacquing	Relationship Manager	43	FILIPINO
69	Fajatin	Fiordeliza	Daz	Customer Process and Experience Development	41	FILIPINO
70	Fernandez	Roberto	Andal	Dept Capital Markets Head / Corporate Finance	57	FILIPINO
71	Fernando	Eugenio, Jr.	Guanhing	Visayas And Mindanao Assistant Head	58	FILIPINO
72	Fredeluces	Rizalina	Lorenzo	Regional Operations Manager	51	FILIPINO
73	Gianzon	Michael Gilbert	Melendres	Business Center General Manager	40	FILIPINO
74	Godinez	Hilda Fatima	Fernandez	eBusiness Product Innovation Head	35	FILIPINO
75	Gocco	Gregory Glenn	Uy	Property Leasing & New Business Center Build Manager	52	FILIPINO
76	Guiao	Bremel Peter	Romero	Commercial Risk Head	45	FILIPINO
77	Gutierrez	Lauro	Dimaculangan	PH Securities Trading Senior Trader	43	FILIPINO
78	Hao	Rose Mary	Co	Relationship Manager	41	FILIPINO
79	Henson	Melissa Angela	Limjap	Marketing Head - OIC	38	FILIPINO
80	Henson	Maria Trinidad	Montenegro	Client Engagement Head	43	FILIPINO
81	Hernando	Margaret	Yu	Employee Services & Corporate Affairs Head	58	FILIPINO
82	Herrera	Theresita	Guzman	Business Center General Manager	38	FILIPINO

	LASTNAME	FIRSTNAME	MIDDLE NAME	DESIGNATION	AGE	CITIZENSHIP
83	Iglesia	Rudcen Mark	Murillo	Branch Operations Trainer	33	FILIPINO
84	Inabangan	Armando Jr.	Aslarona	SME Banking Head	45	FILIPINO
85	Ison	James Arvin	B	Area Head	34	FILIPINO
86	Joaquin Jr	Rodrigo	Duque	East Metro Head	51	FILIPINO
87	Justiniani	Belle Rosamond	Dyloc	Business Center Franchise and Events Management	40	FILIPINO
88	Lagman	Primitivo Noel Jr.	Simon	North Luzon Head	54	FILIPINO
89	Lamberte	Benito	Manalo	Accounting Systems/Proof & Reconciliation Head	49	FILIPINO
90	Lao	Eriene	Chung	Information Systems Group Head	50	FILIPINO
91	Laqueo	Maela	David	Regional Opreations Manager	46	FILIPINO
92	Larrazabal	Jovita	Delos Santos	Corporate Secretary	33	FILIPINO
93	Leong	Arvin	Te	Business Center General Manager	38	FILIPINO
94	Lim	Lillian	Lucente	Team 2 Head (OIC) / Relationship Manager	53	FILIPINO
95	Lim	Victor	Queing	Prosperity Banking Head	53	FILIPINO
96	Lim	Wilbert	Te	Visayas And Mindanao Head	58	FILIPINO
97	Lim	Candice	Tan	Senior Wealth Relationship Manager	44	FILIPINO
98	Lobien	Jeruel	Nazareno	Head & Chief Executive Audit	37	FILIPINO
99	Lorenzo	Antonio Miguel	Gasa	Marketing Relationship Manager	34	FILIPINO
100	Lotilla	Kristine	Gamilla	Central And Eastern Visayas Head	31	FILIPINO
101	Lu	Cherry Anne		Cards And Loans Operations Head	42	FILIPINO
102	Luy	Aaron Jay	Tiu	Mindanao Head	31	FILIPINO
103	Macaisa	Enrico	Labanan	Treasury Marketing Head	39	FILIPINO
104	Madola	Leonor	Valdez	Region Head - Luzon	43	FILIPINO
105	Magsakay	Cristeta	Villafuerte	Business Center General Manager	49	FILIPINO
106	Malapitan	Deidre Arnold Albert	Alberto	Premises & Maintenance Division Head	44	FILIPINO
107	Mallari	Mario Cornelio	Justo	MIS Support	56	FILIPINO
108	Manago	Racquel	Boquieren	Head Office Risk Manager	47	FILIPINO
109	Mangahas	Kristha Feliz	Abores	Business Development Manager	31	FILIPINO
110	Mayo	Iona	Iñigo	Collection Operations Head	42	FILIPINO
111	Mendalla	Alma Teresa	Orduña	Quality Assurance Head	47	FILIPINO
112	Mendiola	Paul	Ballori	Project Manager	46	FILIPINO
113	Mendoza	Ricardo	Ramos	Consumer Finance Head	43	FILIPINO
114	Moreno	Cecilia	Suarez	Trust Risk Manager	49	FILIPINO
115	Mulimbayan	Maria Cecilia	Ancheta	Marketing and Business Development Head	43	FILIPINO
116	Muniz	Joel	Castillo	Credit Investigation & Appraisal Head	45	FILIPINO
117	Nakpil	Mary Geraldine Ann	Lopez	Strategic Sales Development & Product Management Head	54	FILIPINO
118	Navallo	Ella May	Elandag	Product Development Deposits/Cash Mgmt./Debit Card	40	FILIPINO
119	Ng	Joaquin	F.	Assistant to the SME Banking Head	28	FILIPINO
120	Nieto	Maria Minerva	Alameda	NCR 4 Head	44	FILIPINO
121	Niosco	Michiko	Yano	Marketing Relationship Manager	31	FILIPINO
122	Oleta	Helen	Go	Treasury Segment Head	43	FILIPINO
123	Ona	Wilma	Hizon	Consumer Policy Head	40	FILIPINO
124	Pacudan	Melchor	Serafin	Area Head	49	FILIPINO
125	Palma	Manolita	Yap	Regional Opreations Manager	57	FILIPINO
126	Paris	Mylene	H.	Ebusiness Product Manager	37	FILIPINO
127	Peñaffor	Ma. Antonietta	Fermin	NCR3 Team Head - RM	46	FILIPINO
128	Perez	Ana Marie	Ocampo	Marketing Relationship Manager	53	FILIPINO
129	Pineda	Napoleon Jr	Navarro	Operations Support Services Head	35	FILIPINO
130	Pinza	Gina	Dimasangal	Technical Services Division Head	48	FILIPINO
131	Plata	Angelo Michael	Cariño	Regional Opreations Manager	42	FILIPINO
132	Poblete	Maria Carmina	Palaypay	Sales Support and Development Head	42	FILIPINO
133	Pokaan	Alireza	Lumbaya	Market & Liquidity Risk Manager	30	FILIPINO
134	Pua	Michael	Zee	Product Development Fees/ Banc Assurance	41	FILIPINO
135	Puen	Richard Allen	Salinas	Credit Officer	42	FILIPINO
136	Quiogue	Alma Pura	Gillego	Project Manager	57	FILIPINO
137	Quitoriano	Donabel	Encabo	Project Manager	40	FILIPINO
138	Ramos	Robelyn May	Sarte	Trust Operations Head	36	FILIPINO
139	Reano	Narciso	Carpio	Regional Operations Manager	47	FILIPINO
140	Reyes	Maria Rosario	Ocampo	Consumer Risk Head	47	FILIPINO
141	Reyes	Chona	Guzman	Tax Manager	55	FILIPINO
142	Romabiles	Julius Joseph	Lopez	Commercial Approval Officer	40	FILIPINO
143	Romero	Mary Ann	Cardenas	Business Systems Head	40	FILIPINO
144	Romero	Ma. Victoria	De Guzman	Talent Development & Advancement Head	40	FILIPINO
145	Rudio	Marife	Nacional	Relationship Manager	42	FILIPINO
146	Sagun	Philip Edward	Barbosa	Product Specialist Head, Corporate Finance	40	FILIPINO
147	Sahagun	Frederick	Sison	Regional Operations Head-Mindanao	45	FILIPINO
148	Salvador	Agnes Theresa	Angeles	Cash Management Services Head	54	FILIPINO
149	Sanchez Jr.	Jaime	Bengzon	Credit Review Head	39	FILIPINO
150	Santana	Miguel Francisco	Serreon	Chief Information Security Officer	43	FILIPINO
151	Santiago	Emmanuel	Santos	Rural Banking Businesses Head	59	FILIPINO
152	Santos	Ma. Socorro	Indiongco	Applications Systems Division Head	56	FILIPINO
153	Santos	Patrick Peter	Raymundo	Business Center Head	45	FILIPINO
154	Santos	Gerardo	Taruc	Consumer Fraud Head	55	FILIPINO
155	Sevilla	Lizette Anne	Viray	CH Payments & Disbursement Division Head	31	FILIPINO
156	So	Maria Michele	Bautista	Credit Operations Head	39	FILIPINO
157	Soriano	Victoria	Vega	Relationship Manager	50	FILIPINO
158	Tabios	Haidée	Castillo	Senior Test Manager	39	FILIPINO
159	Tan	Melley	Chua	Business Center General Manager	56	FILIPINO
160	Tandoc	Michael	Eleazar	North Luzon Business Center Director	39	FILIPINO
161	Tengco	Sareena	Roco	Business Center Director	43	FILIPINO
162	Teodoro	Mary Ann	Sibal	Talent Aquisition, Placement & Relations Head	54	FILIPINO
163	Torres	Joselyn	Barcas	Business Development Head	56	FILIPINO
164	Tuazon	Enrique	Palad	ATM Project Manager	57	FILIPINO
165	Tychuaco	Irwin Joseph	Tan	Portfolio Management Head	40	FILIPINO
166	Uson	Raul Martin	J	Head, Branch Operations & Transformation Group	52	FILIPINO
167	Ventura	Sharon Marie	Clarino	Relationship Manager	36	FILIPINO
168	Villanueva	Marc Anthony	Torio	Auto Loan Sales Head	44	FILIPINO
169	Yap	Geronimo III	Daligdig	Cash Management/ Deposit Sales And Business Center Analysis Head	32	FILIPINO



Building a better  
working world

Sycip Gorres Velayo & Co  
6760 Ayala Avenue  
1226 Makati City  
Philippines

Tel: (632) 891 0307  
Fax: (632) 819 0872  
ey.com/ph

BOA/PRC Reg. No. 0001,  
December 28, 2012, valid until December 31, 2015  
SEC Accreditation No. 0012-FR-3 (Group A),  
November 15, 2012, valid until November 16, 2015

## INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors  
Philippine Bank of Communications  
PBCom Tower, 6795 Ayala Avenue  
corner V. A. Rufino Street, Makati City

We have audited the accompanying consolidated financial statements of Philippine Bank of Communications and subsidiaries (the Group) and the parent company financial statements of Philippine Bank of Communications (the Parent Company) as at December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, included in this Form 17-A, and have issued our report thereon dated March 25, 2015. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Financial Statements and Supplementary Schedules are the responsibility of the Bank's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, as Amended (2011), and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Josephine Adrienne A. Abarca

Partner

CPA Certificate No. 92126

SEC Accreditation No. 0466-AR-2 (Group A),

February 4, 2013, valid until February 3, 2016

Tax Identification No. 163-257-145

BIR Accreditation No. 08-001998-61-2015,

February 27, 2015, valid until February 26, 2018

PTR No. 4751251, January 5, 2015, Makati City

March 25, 2015

**PHILIPPINE BANK OF COMMUNICATIONS**  
**INDEX TO THE FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES**  
**DECEMBER 31, 2014**

<b>Part I</b>		Page No.
Schedule	Content	
I	Schedule of Retained Earnings Available for Dividend Declaration <i>(Part I 4C, Annex 68-C)</i>	1
II	Schedule of all effective standards and interpretations under PFRS <i>(Part I 4J)</i>	2-6
III	Map showing relationships between and among parent, subsidiaries, an associate, and joint venture <i>(Part I 4H)</i>	7
<b>Part II</b>		
A	Financial Assets Financial assets at fair value through profit or loss Financial assets at fair value through other comprehensive income Investment securities at amortized cost <i>(Part II 6D, Annex 68-E, A)</i>	8
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Affiliates) <i>(Part II 6D, Annex 68-E, B)</i>	9
C	Amounts Receivable from Related Parties which are eliminated during the consolidation of financial statements <i>(Part II 6D, Annex 68-E, C)</i>	10
D	Intangible Assets - Other Assets <i>(Part II 6D, Annex 68-E, D)</i>	11
E	Long-Term Debt <i>(Part II 6D, Annex 68-E, E)</i>	12
F	Indebtedness to Related Parties (included in the consolidated statement of financial position) <i>(Part II 6D, Annex 68-E, F)</i>	13
G	Guarantees of Securities of Other Issuers <i>(Part II 6D, Annex 68-E, G)</i>	14
H	Capital Stock <i>(Part II 6D, Annex 68-E, H)</i>	15

**PHILIPPINE BANK OF COMMUNICATIONS**  
**PBCom Tower, 6795 Ayala Avenue corner V.A. Rufino Street, Makati City**

**SCHEDULE I**  
**RECONCILIATION OF RETAINED EARNINGS**  
**AVAILABLE FOR DIVIDEND DECLARATION**  
**DECEMBER 31, 2014**  
*In thousands*

Deficit, beginning	(₱7,543,622)
Add: Net income actually earned/realized during the period	
Net income during the period closed to retained earnings	116,909
Less: Non-actual/unrealized income net of tax	
Fair value adjustment of Investment Property	284,764
Add: Non actual losses	
Unrealized foreign exchange loss - net (except those attributable to Cash and Cash Equivalent) Unrealized actual gain	16,239
<b>Net Income actually earned during the period</b>	<b>(7,727,716)</b>
Add: Effects of prior period adjustment for adoption of PFRS 9	16,481
<b>Deficit, End</b>	<b><u>(₱7,711,235)</u></b>

**PHILIPPINE BANK OF COMMUNICATIONS**  
**SCHEDULE III**  
**LIST OF PHILIPPINE FINANCIAL REPORTING STANDARDS (PFRS)**  
**EFFECTIVE AS OF DECEMBER 31, 2014**

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2014		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>Framework for the Preparation and Presentation of Financial Statements</b>				
Conceptual Framework Phase A: Objectives and qualitative characteristics		√		
<b>PFRSs Practice Statement Management Commentary</b>		√		
<b>Philippine Financial Reporting Standards</b>				
<b>PFRS 1 (Revised)</b>	First-time Adoption of Philippine Financial Reporting Standards	√		
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	√		
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			√
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			√
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			√
	Amendments to PFRS 1: Government Loans	√		
<b>PFRS 2</b>	Share-based Payment			√
	Amendments to PFRS 2: Vesting Conditions and Cancellations			√
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			√
<b>PFRS 3 (Revised)</b>	Business Combinations			√
<b>PFRS 4</b>	Insurance Contracts			√
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			√
<b>PFRS 5</b>	Non-current Assets Held for Sale and Discontinued Operations			√
<b>PFRS 6</b>	Exploration for and Evaluation of Mineral Resources			√
<b>PFRS 7</b>	Financial Instruments: Disclosures	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	√		

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2014		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	√		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	√		
	Amendments to PFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities*	√		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures			√
<b>PFRS 8</b>	Operating Segments	√		
<b>PFRS 9**</b>	Financial Instruments	√		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures	√		
<b>PFRS 10*</b>	Consolidated Financial Statements	√		
<b>PFRS 11*</b>	Joint Arrangements			√
<b>PFRS 12*</b>	Disclosure of Interests in Other Entities	√		
<b>PFRS 13*</b>	Fair Value Measurement	√		
<b>Philippine Accounting Standards</b>				
<b>PAS 1 (Revised)</b>	Presentation of Financial Statements	√		
	Amendment to PAS 1: Capital Disclosures	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			√
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income*	√		
<b>PAS 2</b>	Inventories			√
<b>PAS 7</b>	Statement of Cash Flows	√		
<b>PAS 8</b>	Accounting Policies, Changes in Accounting Estimates and Errors	√		
<b>PAS 10</b>	Events after the Reporting Period	√		
<b>PAS 11</b>	Construction Contracts			√
<b>PAS 12</b>	Income Taxes	√		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets			√
<b>PAS 16</b>	Property, Plant and Equipment	√		
<b>PAS 17</b>	Leases	√		
<b>PAS 18</b>	Revenue	√		
<b>PAS 19</b>	Employee Benefits	√		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	√		
<b>PAS 19 (Amended)*</b>	Employee Benefits	√		
	Amendments to PAS 19: Defined Benefit Plans: Employee Contributions		Not Early Adopted	

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2014		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>PAS 20</b>	Accounting for Government Grants and Disclosure of Government Assistance	√		
<b>PAS 21</b>	The Effects of Changes in Foreign Exchange Rates	√		
	Amendment: Net Investment in a Foreign Operation	√		
<b>PAS 23 (Revised)</b>	Borrowing Costs			√
<b>PAS 24 (Revised)</b>	Related Party Disclosures	√		
<b>PAS 26</b>	Accounting and Reporting by Retirement Benefit Plans			√
<b>PAS 27</b>	Consolidated and Separate Financial Statements	√		
<b>PAS 27 (Amended)*</b>	Separate Financial Statements	√		
<b>PAS 28</b>	Investments in Associates			√
<b>PAS 28 (Amended)*</b>	Investments in Associates and Joint Ventures			√
<b>PAS 29</b>	Financial Reporting in Hyperinflationary Economies			√
<b>PAS 31</b>	Interests in Joint Ventures			√
<b>PAS 32</b>	Financial Instruments: Disclosure and Presentation	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			√
	Amendment to PAS 32: Classification of Rights Issues			√
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	√		
<b>PAS 33</b>	Earnings per Share	√		
<b>PAS 34</b>	Interim Financial Reporting			√
<b>PAS 36</b>	Impairment of Assets	√		
<b>PAS 37</b>	Provisions, Contingent Liabilities and Contingent Assets	√		
<b>PAS 38</b>	Intangible Assets	√		
<b>PAS 39</b>	Financial Instruments: Recognition and Measurement	√		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	√		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			√

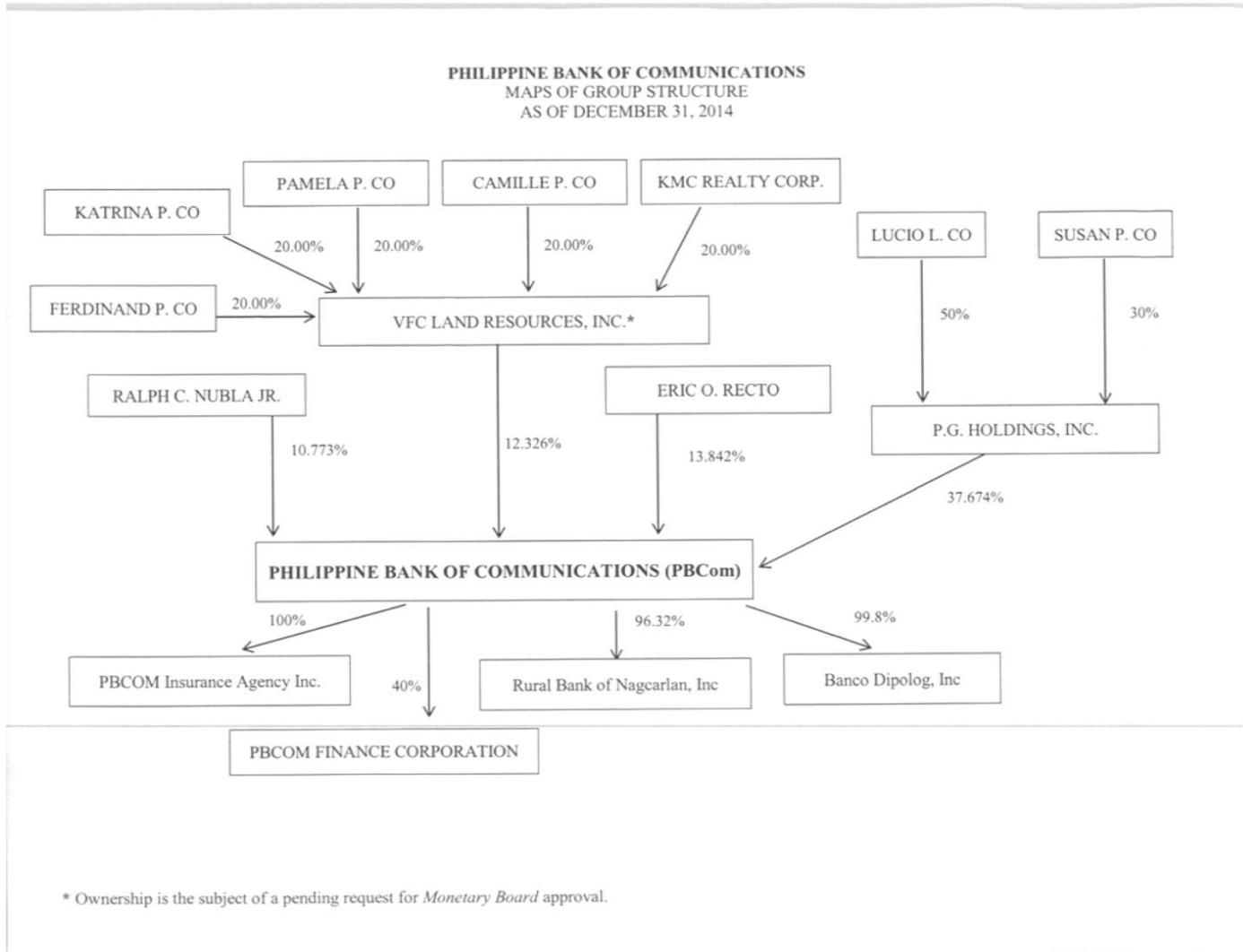
<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2014		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
	Amendments to PAS 39: The Fair Value Option			√
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			√
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	√		
	Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives	√		
	Amendment to PAS 39: Eligible Hedged Items			√
<b>PAS 40</b>	Investment Property	√		
<b>PAS 41</b>	Agriculture			√
<b>Philippine Interpretations</b>				
<b>IFRIC 1</b>	Changes in Existing Decommissioning, Restoration and Similar Liabilities			√
<b>IFRIC 2</b>	Members' Share in Co-operative Entities and Similar Instruments			√
<b>IFRIC 4</b>	<i>Determining Whether an Arrangement Contains a Lease</i>			√
<b>IFRIC 5</b>	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			√
<b>IFRIC 6</b>	<i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>			√
<b>IFRIC 7</b>	<i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>			√
<b>IFRIC 8</b>	<i>Scope of PFRS 2</i>			√
<b>IFRIC 9</b>	Reassessment of Embedded Derivatives	√		
	Amendments to Philippine Interpretation IFRIC–9 and PAS 39: Embedded Derivatives	√		
<b>IFRIC 10</b>	<i>Interim Financial Reporting and Impairment</i>			√
<b>IFRIC 11</b>	PFRS 2- Group and Treasury Share Transactions			√
<b>IFRIC 12</b>	Service Concession Arrangements			√
<b>IFRIC 13</b>	Customer Loyalty Programmes			√
<b>IFRIC 14</b>	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			√
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			√
<b>IFRIC 16</b>	Hedges of a Net Investment in a Foreign Operation			√
<b>IFRIC 17</b>	Distributions of Non-cash Assets to Owners			√
<b>IFRIC 18</b>	Transfers of Assets from Customers			√
<b>IFRIC 19</b>	Extinguishing Financial Liabilities with Equity Instruments			√

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> <b>Effective as of December 31, 2014</b>		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>IFRIC 20</b>	Stripping Costs in the Production Phase of a Surface Mine			√
<b>SIC-7</b>	Introduction of the Euro			√
<b>SIC-10</b>	Government Assistance - No Specific Relation to Operating Activities			√
<b>SIC 12</b>	Consolidation - Special Purpose Entities			√
	Amendment to SIC 12: Scope of SIC 12			√
<b>SIC 13</b>	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			√
<b>SIC-15</b>	Operating Leases - Incentives			√
<b>SIC-25</b>	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			√
<b>SIC-27</b>	Evaluating the Substance of Transactions Involving the Legal Form of a Lease			√
<b>SIC-29</b>	Service Concession Arrangements: Disclosures.			√
<b>SIC-31</b>	Revenue - Barter Transactions Involving Advertising Services			√
<b>SIC-32</b>	Intangible Assets - Web Site Costs			√

*\*These standards are effective beginning January 1, 2013 and were not early adopted by the Bank*

*\*\*This standard has been early adopted by the Bank*

**SCHEDULE IV**  
**MAP SHOWING RELATIONSHIPS BETWEEN AND AMONG PARENT**  
**SUBSIDIARIES, AN ASSOCIATE, AND JOINT VENTURE**



**Philippine Bank of Communications**  
**Schedule A – Financial Assets**  
**December 31, 2014**  
*In thousands*

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds or notes	Amount shown on the balance sheet	Income received and accrued
<u>Financial Assets at Fair Value Through Profit or Loss</u>			
Philippine government	₱307,644	₱307,644	₱ 17,346
Private bonds	376,575	376,575	6,096
		₱684,219	₱23,442
<u>Investment Securities at Amortized Cost</u>			
Philippine government	₱12,111,170	₱12,111,170	₱ 755,869
Private bonds	1,159,694	1,159,694	18,858
		₱13,270,864	₱774,727
<u>Equity Securities at Fair Value through Profit or Loss</u>			
Private corporations	104,635 shares	42,975	–

**Philippine Bank of Communications**  
**Schedule B - Amounts Receivable from Directors, Officers, Employees, Related Parties and**  
**Principal Stockholders (Other than Related Parties)**  
**December 31, 2014**

<b>Name of Debtor</b>	<b>Balance at beginning of period</b>	<b>Additions</b>	<b>Amounts Collected</b>	<b>Amounts Written-off</b>	<b>Current</b>	<b>Non-Current</b>	<b>Balance at end of period</b>
-----------------------	---------------------------------------	------------------	--------------------------	----------------------------	----------------	--------------------	---------------------------------

None to Report

Receivables from Directors, Officers, Employees, Related Parties and Principal Stockholders are subject to usual terms and entered into in the normal course of business.

**Philippine Bank of Communications**  
**Schedule C - Amounts Receivable from Related Parties which are eliminated**  
**during the consolidation of financial statements**  
**December 31, 2014**

<b>Name of Debtor</b>	<b>Balance at beginning of period</b>	<b>Additions</b>	<b>Amounts Collected</b>	<b>Amounts Written-off</b>	<b>Current</b>	<b>Non-Current</b>	<b>Balance at end of period</b>

**Philippine Bank of Communications**  
**Schedule D - Intangible Assets - Other Assets**  
**December 31, 2014**  
*In thousands*

Description <sup>(i)</sup>	Beginning Balance	Additions at Cost <sup>(ii)</sup>	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions) <sup>(iii)</sup>	Ending Balance
Software costs	P333,533	P156,180	P31,621	P-	P-	P458,092
Branch License	0*			263,200	102,100*	365,300
Total	333,533	156,180	31,621	263,200	102,100	823,392

\*\* reversal of allowance

<sup>(i)</sup> The information required shall be grouped into (a) intangibles shown under the caption intangible assets and (b) deferrals shown under the caption Other Assets in the related balance sheet. Show by major classifications.

<sup>(ii)</sup> For each change representing other than an acquisition, clearly state the nature of the change and the other accounts affected. Describe cost of additions representing other than cash expenditures.

<sup>(iii)</sup> If provision for amortization of intangible assets is credited in the books directly to the intangible asset account, the amounts shall be stated with explanations, including the accounts charged. Clearly state the nature of deductions if these represent anything other than regular amortization.

**Philippine Bank of Communications  
Schedule E - Long-Term Debt  
December 31, 2014**

<b>Title of issue and type of obligation <sup>(i)</sup></b>	<b>Amount authorized by indenture</b>	<b>Amount shown under caption "Current portion of long-term debt" in related balance sheet <sup>(ii)</sup></b>	<b>Amount shown under caption "Long-Term Debt" in related balance sheet <sup>(iii)</sup></b>	<b>Interest Rate %</b>	<b>Maturity Date</b>
---	---------------------------------------	--	--	------------------------	----------------------

None to Report

**Philippine Bank of Communications**  
**Schedule F - Indebtedness to Related Parties**  
**(included in the consolidated financial statement of position)**  
**December 31, 2014**

<b>Name of Related Parties <sup>(i)</sup></b>	<b>Balance at beginning of period</b>	<b>Balance at end of period <sup>(ii)</sup></b>
---	---------------------------------------	---

None to Report

- 
- <sup>(i)</sup> The related parties named shall be grouped as in Schedule D. The information called shall be stated for any persons whose investments shown separately in such related schedule.
- <sup>(ii)</sup> For each affiliate named in the first column, explain in a note hereto the nature and purpose of any material increase during the period that is in excess of 10 percent of the related balance at either the beginning or end of the period.

**Philippine Bank of Communications**  
**Schedule G - Guarantees of Securities of Other Issuers**  
**December 31, 2014**

<b>Name of issuing entity of securities guaranteed by the company for which this statement is filed</b>	<b>Title of issue of each class of securities guaranteed</b>	<b>Total amount of guaranteed and outstanding <sup>(i)</sup></b>	<b>Amount owned by person of which statement is filed</b>	<b>Nature of guarantee <sup>(ii)</sup></b>
---	--	--	---	--

None to Report

(i) Indicate in a note any significant changes since the date of the last balance sheet file. If this schedule is filed in support of consolidated financial statements, there shall be set forth guarantees by any person included in the consolidation except such guarantees of securities which are included in the consolidated balance sheet.

(ii) There must be a brief statement of the nature of the guarantee, such as "Guarantee of principal and interest", "Guarantee of Interest", or "Guarantee of Dividends". If the guarantee is of interest, dividends, or both, state the annual aggregate amount of interest or dividends so guaranteed.

**Philippine Bank of Communications  
Schedule H - Capital Stock  
December 31, 2014**

(Absolute numbers of shares)

Title of Issue <sup>(i)</sup>	Number of shares authorized	Number of shares issued and outstanding as shown under the related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties <sup>(ii)</sup>	Directors, officers and employees	Others <sup>(iii)</sup>
Common stock - ₱25 par value						
Authorized	760,000,000					
Issued and outstanding		480,645,163*	-	240,322,046	121,782,999	-

\* include subscribe common shares of 181,080,608

---

<sup>(i)</sup> Include in this column each type of issue authorized

<sup>(ii)</sup> Related parties referred to include persons for which separate financial statements are filed and those included in the consolidated financial statements, other than the issuer of the particular security.

<sup>(iii)</sup> Indicate in a note any significant changes since the date of the last balance sheet filed.

**PHILIPPINE BANK OF COMMUNICATIONS**  
**SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**

	<b>2014</b>	<b>2013</b>
<b>LIQUIDITY (%)</b>		
<b>Liquid assets</b>	<u>Liquid Assets*</u>	31,329,221
	<u>Total Deposits</u>	47,280,497
	<b>50.97</b>	66.26
<b>Liquid to Total Assets</b>	<u>Liquid Assets*</u>	31,329,221
	<u>Total Assets</u>	62,598,655
	<b>41.88</b>	50.05
<b>Loans (net) to Deposit Ratio</b>	<u>Loans and Receivables, net</u>	18,461,896
	<u>Total Deposits</u>	47,280,497
	<b>47.41</b>	39.05
<b>SOLVENCY RATIOS</b>		
<b>Debt ratio</b>	<u>Total Debt</u>	58,525,041
	<u>Total Assets</u>	62,598,655
	<b>89.96</b>	93.49
<b>Debt-to-equity ratio</b>	<u>Total Debt</u>	58,525,041
	<u>Total Equity</u>	4,073,615
	<b>895.90</b>	1436.69
<b>Asset-to-equity ratio</b>	<u>Total Assets</u>	62,598,655
	<u>Total Equity</u>	4,073,615
	<b>996.13</b>	1536.69
<b>Interest rate coverage ratio</b>	<u>Earnings Before Interest and Taxes (EBIT)</u>	3,656,108
	<u>Interest Expense</u>	1,626,178
	<b>135.01</b>	224.83
<b>PROFITABILITY (%)</b>		
<b>Return on assets</b>	<u>Net Income</u>	1,632,885
	<u>Average Total Assets</u>	54,214,911
	<b>0.17</b>	3.01
<b>Return on equity</b>	<u>Net Income</u>	1,632,885
	<u>Average Total Equity</u>	4,232,642
	<b>1.97</b>	38.58

*\*including available for sale investments*

		<u>2014</u>	2013
<b>Net interest margin</b>	Net Interest Income	<b>1,946,242</b>	1,717,751
	Average Interest Earning Assets	<b>47,153,512</b>	39,562,674
		<b>4.13</b>	4.34
<b>Cost to Income Ratio</b>	Total Operating Expenses	<b>2,674,570</b>	1,991,702
	Total Operating Income	<b>3,088,969</b>	4,021,633
		<b>86.58</b>	49.52
<b>Net Profit Margin</b>	Net Income	<b>111,512</b>	1,632,885
	Gross Income	<b>3,088,969</b>	4,021,633
		<b>3.61</b>	40.60

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM – ACGR**

**ANNUAL CORPORATE GOVERNANCE REPORT**

1. Report is filed for the Year: 2014
2. Exact Name of Registrant as Specified in its Charter: Philippine Bank of Communications
3. PBCom Tower, 6795 Ayala Avenue corner V.A. Rufino St., Makati City      1226  
Address of Principal Office      Postal Code
4. SEC Identification Number: PW 686
5.  (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number: 000-263-340-000
7. (02) 830-7000  
Issuer's Telephone number, including area code
8. NA  
Former name or former address, if changed from the last report

## TABLE OF CONTENTS

<b>A. BOARD MATTERS</b>	4
1) BOARD OF DIRECTORS	
(a) Composition of the Board	4
(b) Directorship in Other Companies	5
(c) Shareholding in the Company	6
2) CHAIRMAN AND CEO	7
3) OTHER EXECUTIVE, NON-EXECUTIVE AND INDEPENDENT DIRECTORS	8
4) CHANGES IN THE BOARD OF DIRECTORS	9
5) ORIENTATION AND EDUCATION PROGRAM	16
<b>B. CODE OF BUSINESS CONDUCT &amp; ETHICS</b>	22
1) POLICIES	22
2) DISSEMINATION OF CODE	24
3) COMPLIANCE WITH CODE	24
4) RELATED PARTY TRANSACTIONS	24
(a) Policies and Procedures	24
(b) Conflict of Interest	25
5) FAMILY, COMMERCIAL AND CONTRACTUAL RELATIONS	25
6) ALTERNATIVE DISPUTE RESOLUTION	26
<b>C. BOARD MEETINGS &amp; ATTENDANCE</b>	26
1) SCHEDULE OF MEETINGS	26
2) DETAILS OF ATTENDANCE OF DIRECTORS	26
3) SEPARATE MEETING OF NON-EXECUTIVE DIRECTORS	27
4) ACCESS TO INFORMATION	27
5) EXTERNAL ADVICE	28
6) CHANGES IN EXISTING POLICIES	28
<b>D. REMUNERATION MATTERS</b>	29
1) REMUNERATION PROCESS	29
2) REMUNERATION POLICY AND STRUCTURE FOR DIRECTORS	29
3) AGGREGATE REMUNERATION	30
4) STOCK RIGHTS, OPTIONS AND WARRANTS	31
5) REMUNERATION OF MANAGEMENT	31
<b>E. BOARD COMMITTEES</b>	31
1) NUMBER OF MEMBERS, FUNCTIONS AND RESPONSIBILITIES	31
2) COMMITTEE MEMBERS	35
3) CHANGES IN COMMITTEE MEMBERS	40
4) WORK DONE AND ISSUES ADDRESSED	40
5) COMMITTEE PROGRAM	47
<b>F. RISK MANAGEMENT SYSTEM</b>	48
1) STATEMENT ON EFFECTIVENESS OF RISK MANAGEMENT SYSTEM	48
2) RISK POLICY	48
3) CONTROL SYSTEM	50
<b>G. INTERNAL AUDIT AND CONTROL</b>	53
1) STATEMENT ON EFFECTIVENESS OF INTERNAL CONTROL SYSTEM	53
2) INTERNAL AUDIT	
(a) Role, Scope and Internal Audit Function	53
(b) Appointment/Removal of Internal Auditor	54
(c) Reporting Relationship with the Audit Committee	54

(d) Resignation, Re-assignment and Reasons.....	54
(e) Progress against Plans, Issues, Findings and Examination Trends.....	54
(f) Audit Control Policies and Procedures.....	55
(g) Mechanisms and Safeguards.....	55
<b>H. ROLE OF STAKEHOLDERS .....</b>	<b>56</b>
<b>I. DISCLOSURE AND TRANSPARENCY .....</b>	<b>65</b>
<b>J. RIGHTS OF STOCKHOLDERS.....</b>	<b>67</b>
1) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS .....	67
2) TREATMENT OF MINORITY STOCKHOLDERS.....	70
<b>K. INVESTORS RELATIONS PROGRAM.....</b>	<b>71</b>
<b>L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES.....</b>	<b>72</b>
<b>M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL.....</b>	<b>72</b>
<b>N. INTERNAL BREACHES AND SANCTIONS.....</b>	<b>73</b>

**A. BOARD MATTERS**

1) Board of Directors

Number of Directors per Articles of Incorporation	15
---	----

Actual number of Directors for the year	15
---	----

2) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual /Special Meeting	No. of years served as director
Eric O. Recto	NED			7/26/11	4/7/14	ASM	3 yrs., 5 mos.
Leonardo B. Dayao	NED			9/29/14	9/29/14	SM	3 mos.
Henry Y. Uy	NED			7/18/86	4/7/14	ASM	28 yrs., 4 mos.
Nina D. Aguas	ED			8/29/12	4/7/14	ASM	2 yrs., 4 mos.
Ralph C. Nubla, Jr.	NED			3/24/82	4/7/14	ASM	32 yrs., 9 mos.
Bunsit Carlos G. Chung	NED			6/17/97	4/7/14	ASM	17 yrs., 6 mos.
Lucio L. Co	NED			9/29/14	9/29/14	SM	3 months
Susan P. Co	NED			9/29/14	9/29/14	SM	3 months
Patrick Sugito Walujo	NED			7/26/11	4/7/14	ASM	3 yrs., 5 mos.
Gregorio T. Yu	NED			7/26/11	4/7/14	ASM	3 yrs., 5 mos.
David L. Balangue	ID			4/7/14	4/7/14	ASM	8 months
Jesus S. Jalandoni, Jr.	ID			1/28/13	4/7/14	ASM	1 yr., 11 mos.
Levi B. Labra	ID			10/24/14	10/24/14	SM	2 mos.
Roberto Z. Lorayes	ID			10/24/14	10/24/14	SM	2 mos.
Emmanuel Y. Mendoza	ID			12/19/14	12/19/14	SM	1 month

- (a) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

*The Bank recognizes that the most cogent proof of good governance is that which is visible to the eyes of its investors. The Board shall be committed to respect the following rights of the stockholders:*

- a. Voting Right
- b. Pre-emptive Right
- c. Power of Inspection
- d. Right to Information
- e. Right to Dividends
- f. Appraisal Right

*g. It shall be the duty of the Directors to promote shareholder rights, remove impediments to the exercise of the shareholders' rights and allow possibilities to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The Directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions subject to legal constraints.*

<sup>1</sup> Reckoned from the election immediately following January 2, 2012.

The Board shall commit at all times to fully disclose materials information dealings. It shall cause the filing of all required information for the interest of the stakeholders. It shall accomplish annually the scorecard for Banks, the Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE) on the scope, nature and extent of the actions of the Board to meet objectives of the Code of Corporate Governance.

The position of the bank director is position of trust. The Director assumes certain responsibilities to different constituencies or stakeholders, i.e., the Bank itself, its stockholders, its depositors and other creditors, its management and employees, and the public at large. These constituencies or stakeholders have right to expect that the Bank is being run in a prudent and sound manner.

The Board of Directors is primarily responsible for approving and overseeing the implementation of Bank's strategic objectives, risk strategy, corporate governance and corporate values. It is also responsible for monitoring and overseeing the performance of senior management as the latter manages the day to day affairs of the institution. The Board of Directors should establish the Bank's vision and mission, strategic objectives, policies and procedures that will guide and direct the activities of the Bank and the means to attain the same as well as the mechanism for monitoring management's performance.

(b) How often does the Board review and approve the vision and mission?

The Bank first conceptualized its vision and mission in 1996 after a visioning exercise among Senior Officers. In 2000, the Bank reviewed and revised its vision and mission and corporate values and most recently again in 2012 the Bank reviewed and revised its vision and mission as part of its re-launch and re-branding under its new management.

The Board formally adopted the PBCom Code of Ethics on 8 October 1997, the product of the visioning exercise. The Board approved the PBCom Code of Conduct on 27 November 2003 which embodies the implementing guidelines of the PBCom Code of Ethics. It was printed in handbook form & disseminated to all employees starting February 2004.

(c) Directorship in Other Companies

(i) Directorship in the Company's Group<sup>2</sup>

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Eric O. Recto	ISM Communications Corporation	Executive, Chairman & CEO
Nina D. Aguas	PBCom Finance Corporation	Non-Executive
	PBCom Insurance Security Agency, Inc.	Non-Executive, Chairman
Lucio L. Co	P.G. Holdings, Inc.	Executive, Chairman & President
Susan P. Co	P.G. Holdings, Inc.	Non-Executive
Bunsit Carlos G. Chung	PBCom Finance Corporation	Non- Executive
	Telengtan Brothers and Sons, Inc.	Non-Executive
Ralph C. Nubla, Jr.	PBCOM Finance Corporation	Non-Executive
Henry Y. Uy	PBCOM Finance Corporation	Non-Executive, Chairman
	Banco Dipolog, Inc.	Non-Executive, Chairman

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Recto, Eric O.	Petron Corporation (PCOR)	Non-Executive
	ISM Communications Corporation (ISM)	Executive, Chairman & CEO

<sup>2</sup> The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

	<i>Atok-Big Wedge, Co Inc. (AB)</i>	<i>Executive, Vice Chairman</i>
<i>Lucio L. Co</i>	<i>Puregold Price Club, Inc. (PGOLD)</i>	<i>Non-Executive, Chairman</i>
	<i>Cosco Capital, Inc.(COSCO)</i>	<i>Non-Executive, Chairman</i>
	<i>Da Vinci Capital Holdings, Inc.</i>	<i>Executive, Chairman &amp; President</i>
	<i>Liberty Flour Mills (LFM)</i>	<i>Non-Executive</i>
<i>Jesus S. Jalandoni, Jr.</i>	<i>Liberty Flour Mills (LFM)</i>	<i>Non-Executive</i>
<i>Gregorio T. Yu</i>	<i>I-remit Inc (I)</i>	<i>Independent Director</i>
	<i>Yehey! Corporation (YEHEY)</i>	<i>Independent Director</i>
	<i>iRipple Inc. (RPL)</i>	<i>Non-Executive</i>
	<i>National Reinsurance Corporation of the Philippines (NRCP)</i>	<i>Non-Executive</i>
	<i>Vantage Equities, Inc</i>	<i>Independent Director</i>
<i>Leonardo B. Dayao</i>	<i>Puregold Price Club, Inc.(PGOLD)</i>	<i>Executive, President</i>
	<i>Cosco Capital, Inc.(COSCO)</i>	<i>Executive, President</i>
<i>Susan P. Co</i>	<i>Puregold Price Club, Inc. (PGOLD)</i>	<i>Executive, Treasurer</i>
	<i>Cosco Capital, Inc. (COSCO)</i>	<i>Non-Executive</i>
<i>Levi B. Labra</i>	<i>Cosco Capital, Inc. (COSCO)</i>	<i>Non-Executive</i>
<i>Roberto Z. Lorayes</i>	<i>Vantage Equities, Inc</i>	<i>Director</i>

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

<b>Director's Name</b>	<b>Name of the Significant Shareholder</b>	<b>Description of the relationship</b>
<i>Lucio L. Co</i>	<i>P.G. Holdings, Inc.</i>	<i>Chairman and President</i>
<i>Susan P. Co</i>	<i>P.G. Holdings, Inc.</i>	<i>Director</i>
<i>Chung, Carlos Bunsit G.</i>	<i>Telengtan Brothers and Sons, Inc.</i>	<i>Director</i>

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

*Yes. for the CEO. The CEO is mandated to devote his/her full-time to the Bank. For the other directors, there is no limit as to the number of directorships in other companies that he/she may hold simultaneously. However, there is a guideline that an individual who is an independent director in more than five entities shall provide sufficient justification on his/her ability to effectively perform his/her duties.*

	<b>Guidelines</b>	<b>Maximum Number of Directorships in other companies</b>
<b>Executive Director</b>	<i>The Governance Committee shall decide whether or not a director is able to and has been adequately carrying out his/her duties as director based on its own assessment or the assessment of external facilitators, bearing in mind the director's contribution and performance.</i>  <i>An individual who is an independent director in more than five (5) entities shall provide sufficient justification on his/her ability to effectively perform his/her duties as provided by the rules and regulations of the SEC governing public and listed companies on the maximum number of companies of the conglomerate in which an individual can serve as an independent director shall apply to independent directors of all types of banks.</i>	<i>None</i>
<b>Non-Executive Director</b>	<i>same above</i>	<i>same above</i>
<b>CEO</b>	<i>The CEO is not allowed to hold any simultaneous position with other entities</i>	<i>Full time for the bank</i>

(c) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
<i>Eric O. Recto</i>	66,529,424	0	13.84%
<i>Leonardo B. Dayao</i>	1	0	0.00%
<i>Henry Y. Uy</i>	10	0	0.00%
<i>Nina D. Aguas</i>	1,490,010	0	0.31%
<i>Bunsit Carlos G. Chung</i>	550,716	449,294 thru immediate members of the family of the same household	0.21%
<i>Lucio L. Co</i>	1	90,540,304 thru P.G. Holdings, Inc.	18.84%
<i>Susan P. Co</i>	1	54,324,182 thru P.G. Holdings, Inc.	11.30%
<i>Ralph C, Nubla, Jr.</i>	51,779,374	0	10.77%
<i>Patrick Sugito Walujo</i>	10	0	0.00%
<i>Gregorio T. Yu</i>	1,490,010	0	0.00%
<i>David L. Balangue</i>	50	0	0.00%
<i>Jesus S. Jalandoni, Jr.</i>	10	0	0.00%
<i>Levi B. Labra</i>	100	0	0.00%
<i>Roberto Z. Lorayes</i>	500	0	0.00%
<i>Emmanuel Y. Mendoza</i>	100	0	0.00%

3) Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes  No

Identify the Chair and CEO:

Chairman of the Board	<i>Eric O. Recto</i>
CEO/President	<i>Nina D. Aguas</i>

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	<ul style="list-style-type: none"> <li>To provide leadership in the Board of Directors.</li> <li>To ensure that the board takes an informed decision</li> <li>To set the tone of good governance from the top</li> </ul>	<ul style="list-style-type: none"> <li>To set the tone of good governance from the top</li> <li>To oversee the day-to-day management of the bank</li> <li>To ensure that duties are effectively delegated to the staff and to establish a management structure that promotes accountabilities and transparency</li> <li>To promote and strengthen check and balance system in the bank</li> </ul>
Accountabilities	<ul style="list-style-type: none"> <li>Ensure effective functioning of the board, including maintaining a relationship of trust with board members</li> <li>Ensure a sound decision making process and he should encourage and promote critical discussions and ensure that dissenting views can be expressed and discussed within the decision-making process</li> <li>Ensure that the meetings of the Board are held in accordance with the by-laws or as the chair may deem necessary;</li> </ul>	<ul style="list-style-type: none"> <li>Ensure that policies and procedures on governance as approved by the board of directors are consistently adopted across the bank</li> <li>Ensure that bank's activities and operations are consistent with the bank's strategic objectives, risk strategy, corporate values and policies as approved by the board of directors</li> <li>Direct and execute the policy of the Bank in consonance with the resolutions and directives of the Board of Directors or the stockholders, manage its operations and perform all the duties</li> </ul>

	<ul style="list-style-type: none"> <li>Supervise the preparation of the Agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management and the Directors.</li> </ul>	<ul style="list-style-type: none"> <li>incidental to his officer;</li> <li>Submit reports to the Board on the Bank's activities, accomplishments, problems and propose solutions through the Chairman prior to the regular monthly meetings, or whenever required by the Chairman of the Board of Directors.</li> </ul>
Deliverables	<ul style="list-style-type: none"> <li>Lead the Board of Directors in achieving its mandate of setting the overall direction of the organization and representing the interests of shareholders.</li> </ul>	<ul style="list-style-type: none"> <li>Corporate strategy is being effectively implemented and that goals are being met.</li> <li>Bank is operating in safe and sound manner.</li> </ul>

- 4) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key management positions?

*Management Succession Plan was approved by the Board on 29 August 2012. Segment/Group Heads are required to prepare and submit a new and updated succession chart every 1<sup>st</sup> working day of January identifying at least two (2) understudies/successors to key management positions. All designated successors shall undergo comprehensive training particularly on leadership skills and enhancement of general/technical competencies.*

*The Board ensures that there is a qualified deputy assisting each senior officer in key management position. In addition to the deputy gaining valuable experience and training while assisting the position holder, that deputy is also qualified to take over in the event a vacancy occurs.*

- 5) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

*Yes, the Bank's Corporate Governance Committee which is composed of five (5) members, two (2) of whom are independent directors conducts review and evaluation of the qualifications of all persons nominated to the board as well as those appointed to other positions requiring appointment by the Board of Directors. The Governance Committee also serves as the Company's Nomination Committee, Compensation and Remuneration Committee and Performance Evaluation Committee.*

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

*One of the qualifications of director is that he must be fit and proper for the position of a director of the bank. In determining whether a person is fit and proper for the position, the following matters must be considered: 1) integrity/probity; 2) physical/mental fitness; 3) competence; 4) relevant education/financial literacy/training; and 5) diligence/and knowledge/experience.*

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive	Non-Executive	Independent Director
Role	<ul style="list-style-type: none"> <li>To remain fit and proper for the position for the duration of his term;</li> <li>To conduct fair business transactions with the Bank and to ensure that personal interest does not bias board decisions;</li> <li>To act honestly and in good faith, with loyalty and in the best interest of the Bank, its stockholders, regardless of the amount of their stockholdings, and other stakeholders;</li> <li>To devote time and attention necessary to properly discharge their duties and responsibilities;</li> <li>To act judiciously;</li> <li>To contribute significantly to the decision-making process of the Board;</li> <li>To exercise independent judgment;</li> <li>To have working knowledge of the statutory and regulatory requirements affecting the Bank; and</li> </ul>	Same as the Executive Director	Same as the Executive Director

	<ul style="list-style-type: none"> <li>• To observe confidentiality.</li> <li>• To observe the highest standards of ethical conduct and comply with all laws, rules and regulations to which they are subject.</li> </ul>		
Accountabilities	<ul style="list-style-type: none"> <li>• Ensure that Bank's strategic objectives and business plan shall implemented with clearly defined responsibilities and accountabilities and with established system for measuring performance against plans through regular monitoring and reviews with corrective actions taken as needed;</li> <li>• Establish and ensure compliance with sound written policies;</li> <li>• Responsible for the formulation and maintenance or written policies and procedures relating to the risk management throughout the Bank.</li> <li>• Ensure to appoint competent management team at times, monitor and assess the performance based on established performance standards that are consistent with the bank's strategic objectives and conduct regular review of bank's policies with management team;</li> <li>• Ensure to establish the tone of good governance from the top;</li> <li>• Ensure timely and effective actions on issues identified;</li> <li>• Ensure consistent adoption of corporate governance policies across the group structure.</li> </ul>	Same	Same
Deliverables	<ul style="list-style-type: none"> <li>• Act in the interests of the Bank to the best of their ability and judgment, consistent with their responsibilities in achieving the overall direction of the organization and protecting the interest of its shareholders.</li> </ul>	same	same

Provide the company's definition of "independence" and describe the company's compliance to the definition.

*The Bank follows the definition of "independent director" as prescribed by the BSP and SEC. All six independent directors comply with the definition.*

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

*Yes, the Bank complies with the term limit of independent directors as prescribed by SEC Circular no. 9 series of 2011.*

6) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
<i>Imelda S. Singzon</i>	<i>Director</i>	<i>March 26, 2014</i>	<i>Resigned as a consequence of the Bank's exit from the Financial support of the PDIC under the Financial Assistance Agreement (FAA)</i>
<i>Raul O. Serrano</i>	<i>Independent Director</i>	<i>March 26, 2014</i>	
<i>Roberto M. Macasaet, Jr.</i>	<i>Independent Director</i>	<i>March 26, 2014</i>	
<i>Teresita Ang-See*</i>	<i>Independent Director</i>	<i>March 26, 2014</i>	<i>Other professional commitments</i>
	<i>Independent Director</i>	<i>October 24, 2014</i>	<i>Other professional commitments overseas.</i>
<i>Colin D. Keogh</i>	<i>Independent Director</i>	<i>June 4, 2014</i>	<i>Other professional commitments.</i>
<i>Mario J. Locsin</i>	<i>Vice Chairman, Director</i>	<i>September 15, 2014</i>	<i>Focus on other business interests.</i>
<i>Edgar J. Sia II</i>	<i>Director</i>	<i>September 30, 2014</i>	

<i>Tomas I. Alcantara</i>	<i>Independent Director</i>	<i>October 24, 2014</i>	<i>Other professional commitments.</i>
<i>Luis Y. Benitez</i>	<i>Independent Director</i>	<i>December 12, 2014</i>	<i>Other professional commitments.</i>

*\*Re-elected as an independent member of the Board during the Annual Stockholders meeting held on April 7, 2014.*

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

<b>Procedure</b>	<b>Process Adopted</b>	<b>Criteria</b>
<b>a. Selection/Appointment</b>		
<i>(i) Executive Directors</i>	<p><i>Directors of the Bank are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified.</i></p> <p><i>In compliance with the SEC SRC Rule 38, and as a matter of practice, the Bank has adopted the following rules in the nomination and election of Directors:</i></p> <ul style="list-style-type: none"> <li>• <i>All nominations for directors and independent directors shall be submitted to the Nominations Committee through any of the members of the Committee or the Corporate Secretary at any time before the submission of the Definitive Information Statement to the Securities and Exchange Commission (SEC), allowing the Nominations Committee sufficient time to pass upon the qualifications of the nominees.</i></li> <li>• <i>All nominations shall be in writing duly signed by a stockholder and accepted and conformed to by the nominees likewise in writing indicating whether a particular nominee/s is/are intended to be an independent director or not. It must contain the nominee's age, educational attainment, work and/or business experience and/or affiliation.</i></li> <li>• <i>No individual shall be nominated as director or independent director unless he meets the minimum requirements/qualifications prescribed by the regulatory agencies/offices concerned of listed banks.</i></li> <li>• <i>The Nominations Committee shall pre-screen the qualifications of the nominees and prepare a final list of candidates, including a summary of all relevant information about them.</i></li> </ul>	<ul style="list-style-type: none"> <li>• <i>Must be at least twenty-five (25) years of age at the time of election or appointment;</i></li> <li>• <i>He shall own at least one (1) share of the capital stock of the Bank, which share shall stand in his name in the books of the Bank;</i></li> <li>• <i>He shall be at least a college graduate or have at least five (5) years in business;</i></li> <li>• <i>He must have attended a special seminar on corporate governance for Board of Directors conducted or accredited by the BSP. Provided, that director must attend said seminar within a period of six (6) months from the date of election; and</i></li> <li>• <i>He must be fit and proper for the position of a director of the Bank. In determining whether a person is fit and proper for the position of director, the following must be considered:</i> <ul style="list-style-type: none"> <li><i>a. integrity/probity</i></li> <li><i>b. physical and mental fitness</i></li> <li><i>c. competence</i></li> <li><i>d. relevant education /financial literacy/training</i></li> <li><i>e. diligence/and knowledge/ experience</i></li> </ul> </li> <li>• <i>Member of the Board shall possess the foregoing qualifications for directors in addition to those required or prescribed under R.A. No. 8791 and other existing applicable laws and regulations.</i></li> <li>• <i>He should possess unquestionable credibility to make decisions objectively and resist undue influence.</i></li> </ul>
<i>(ii) Non-Executive Directors</i>	<i>Same procedures are being observed in the election/appointment of Executive Directors.</i>	<i>Same criteria as the Executive Directors</i>
<i>(iii) Independent Directors</i>	<i>Same procedures are being observed in the election/appointment of Executive and Non-Executive Directors.</i>	<ul style="list-style-type: none"> <li>• <i>Must have all the qualifications of a Regular Director and in addition -</i></li> <li>• <i>Is not or must not be an officer or employee of the Bank, its subsidiaries or affiliates or</i></li> </ul>

		<p><i>related interests during the past three (3) years counted from the date of his election;</i></p> <ul style="list-style-type: none"> <li>• <i>Is not a director or officer of the related companies of the Bank's majority stockholder;</i></li> <li>• <i>Is not a majority stockholder with shares of stock sufficient to elect a seat in the board of directors of the Bank, or in any of its related companies, or of its majority corporate shareholder;</i></li> <li>• <i>Is not a relative within the fourth degree of consanguinity or affinity, legitimate, legitimate or common-law of any director, officer or a stockholder holding shares of stock sufficient to elect one seat in the board or any of its related companies;</i></li> <li>• <i>Is not acting as a nominee or representative of any director or substantial shareholder of the bank, any of its related companies or any of its substantial shareholders; and</i></li> <li>• <i>Is not retained as professional adviser, consultant, agent or counsel of the Bank, any of its related companies or any of its substantial shareholders, either in his personal capacity or through his firm; is independent of management and free from any business or other relationship, has not engaged and does not engaged in any transaction with the bank or with any of its related companies or any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial stockholder, other than transactions which are conducted at arm's length and could not materially interfere with or influence the exercise of his judgment.</i></li> </ul>
<b>b. Re-appointment</b>		
(i) Executive Directors	Same as appointment, all director nominees were subject to the deliberations of the Governance Committee.	Same above
(ii) Non-Executive Directors	Same above	Same above
(iii) Independent Directors	Same above	Same above
<b>c. Permanent Disqualification</b>		
(i) Executive Directors	<ul style="list-style-type: none"> <li>• <i>The Board of Directors and Management of the Bank shall be responsible for determining the existence of the ground for disqualification of the Bank's Director/Officer or employee and reporting the same to the BSP. While the Bank may conduct its own investigation and impose appropriate sanction/s as are allowable, this shall be without prejudice to the authority of the Monetary Board to disqualify a director/officer/employee from being elected/appointed as director/officer in any</i></li> </ul>	<p><i>Without prejudice to specific provision of law prescribing disqualifications for directors/officers/employees, the following are disqualified from becoming directors:</i></p> <ul style="list-style-type: none"> <li>• <i>Persons who have been convicted by final judgment of a court for offenses involving dishonesty or breach of trust such as, but not limited to estafa, embezzlement, extortion, forgery, malversation, swindling, theft, robbery, falsification, bribery, violation of B.P. Blg. 22, violation of Anti-Graft and Corruption</i></li> </ul>

	<p><i>financial institution under the supervision of the BSP. Grounds for disqualification made known to the Bank, shall be reported to the appropriate supervising and examining department of the BSP within seventy-two (72) hours from knowledge thereof.</i></p> <ul style="list-style-type: none"> <li><i>The Board of Directors shall be immediately informed of cases of disqualification approved by the Monetary Board and shall be directed to act thereon not later than the following Board Meeting. Within seventy-two (72) hours thereafter, the Corporate Secretary shall report to the Governor of the BSP through the appropriate supervising and examining department the action taken by the Board on the director/officer involved.</i></li> <li><i>All cases of disqualification shall be elevated to the Monetary Board of the Bangko Sentral ng Pilipinas. If after evaluation, the Monetary Board shall find grounds for disqualification, the Director/Officer so elected/ appointed may be removed from office even if he/she has assumed the position to which he/she was elected.</i></li> </ul>	<p><i>Practices Act and prohibited acts and transactions under Section 7 of R.A. No. 6713 (Code of Conduct and Ethical Standards for Public Officials and Employees)</i></p> <ul style="list-style-type: none"> <li><i>Persons who have convicted by final judgment of a court sentencing them to serve a maximum term of imprisonment of more than six years;</i></li> <li><i>Persons who have convicted by final judgment of a court sentencing them to serve a maximum of term of imprisonment of more than six years;</i></li> <li><i>Persons who have been judicially declared insolvent, spendthrift or incapacitated to contract;</i></li> <li><i>Directors, officers or employees of closed banks /quasi-/banks trust entities who were found to be culpable for such institution's closure as determined by the Monetary Board;</i></li> <li><i>Directors and officers of quasi-banks and trust entities found by the Monetary Board;</i></li> <li><i>Directors and officers of banks, quasi-banks and trust entities found by the Monetary Board as administratively liable for violation of banking laws, rules and regulations where a penalty of removal from office is imposed, and which finding of the Monetary Board has become final and executor.</i></li> <li><i>Directors and officers of banks, quasi-banks and trust entities or any person found by the Monetary Board to be unfit for the position of directors or officers because they were found administratively liable by another government agency for violation of banking laws, rules and regulations or any offense/violation involving dishonesty or breach of trust, and which finding of said government agency has become final and executory.</i></li> </ul>
(ii) Non-Executive Directors	Disqualification procedures are the same as that of the Executive Directors.	Same as that of the Executive Directors.
(iii) Independent Directors	Disqualification procedures are the same as that of the Executive Directors.	Same as that of the Executive Directors.
<b>d. Temporary Disqualification</b>		
(i) Executive Directors	<ul style="list-style-type: none"> <li><i>The Board of Directors and Management of the Bank shall be responsible for determining the existence of the ground for disqualification of the Bank's Director/Officer or employee and reporting the same to the BSP. While the Bank may conduct its own investigation and impose appropriate sanction/s as are allowable, this shall be without prejudice to the authority of the Monetary Board to disqualify a director/officer/employee from being elected/appointed as director/officer in any financial institution under the supervision of the BSP. Grounds for disqualification made known to the Bank, shall be reported to the</i></li> </ul>	<p><i>Directors/officers/employees disqualified by the Monetary Board from holding a director position for a specific/ indefinite period of time. Included are:</i></p> <ul style="list-style-type: none"> <li><i>Persons who fully disclose the extent of their business interest or any material information to the appropriate supervising and examining department when required pursuant to a provision of law or of a circular, memorandum, rule or regulation of the BSP. Disqualification shall be in effect as long as the refusal persists;</i></li> <li><i>Directors who have been absent or who have not participated for whatever reasons in more</i></li> </ul>

	<p><i>appropriate supervising and examining department of the BSP within seventy-two (72) hours from knowledge thereof.</i></p> <ul style="list-style-type: none"> <li>• <i>The Board of Directors shall be immediately informed of cases of disqualification approved by the Monetary Board and shall be directed to act thereon not later than the following Board Meeting. Within seventy-two (72) hours thereafter, the Corporate Secretary shall report to the Governor of the BSP through the appropriate supervising and examining department the action taken by the Board on the director/officer involved.</i></li> <li>• <i>All cases of disqualification shall be elevated to the Monetary Board of the Bangko Sentral ng Pilipinas. If after evaluation, the Monetary Board shall find grounds for disqualification, the Director/Officer so elected/ appointed may be removed from office even if he/she has assumed the position to which he/she was elected.</i></li> </ul>	<p><i>than fifty percent (50%) of all meetings, both regular and special, of the Board of Directors during their incumbency, and directors who failed to physically attend for whatever reasons in at least twenty-five percent (25%) of all board meetings in any year except that when a notarized certification executed by the Corporate Secretary has been submitted attesting that said directors were given the agenda materials prior to the meeting and that their comments/decisions thereon were submitted for deliberation/discussion and were taken up in the actual board meeting. This disqualification applies only for purposes of the immediately succeeding election;</i></p> <ul style="list-style-type: none"> <li>• <i>Those who are delinquent in the payment of their obligation as defined hereunder:</i> <ol style="list-style-type: none"> <li>1. <i>Delinquency in the payment of obligations means that an obligation of a person with the Bank where he/she is a director or officer, or at least two (2) obligations with other banks/financial institution, under different credit lines or loan contracts, are past due pursuant to Section X306;</i></li> <li>2. <i>Obligations shall include all borrowings from a bank obtained by:</i> <ol style="list-style-type: none"> <li>a. <i>A Director or Officer for his account or as a representative or agent of others or where he/she acts as a guarantor, endorser, or surety for loans from such financial institutions;</i></li> <li>b. <i>The spouse or child under the parental authority of the director or officer;</i></li> <li>c. <i>any person whose borrowings or loan proceeds were credited to the account of, or used for the benefit of a director or officer;</i></li> <li>d. <i>A partnership of which a director or officer, or his/her spouse is the managing partner or a general partner owning a controlling interest in the partnership; and</i></li> <li>e. <i>A corporation, association or firm wholly-owned or majority of the capital of which is owned by any group or persons mentioned in the foregoing items above</i></li> </ol> </li> </ol> </li> <li>• <i>persons who have been convicted by a court for offenses involving dishonesty, breach of trust such as but not limited to, estafa, embezzlement, extortion, forgery, malversation, swindling, theft, robbery, falsification, bribery, violation of B.P. Blg. 22, violation of Anti-Graft and corrupt Practices Act and prohibited acts and transactions under Section 7 of R.A. 6713 (Code of Conduct and ethical Standards for Public Officials and Employees), violation of banking laws, rules and regulations or those sentenced to serve a maximum term of more than 6 years</i></li> </ul>
--	---	---

	<p><i>imprisonment but whose conviction has not yet become final and executory;</i></p> <ul style="list-style-type: none"> <li>• <i>Directors and officers of closed banks pending their clearance by the Monetary Board;</i></li> <li>• <i>Directors disqualified for failure to observe/discharge their duties and responsibilities prescribed under existing regulations. This disqualification applies until the lapse of the specific period of disqualification or upon approval by the Monetary Board on recommendation by the appropriate supervising and examining department of such director's election/reelection;</i></li> <li>• <i>Directors who have failed to attend the special seminar for board of directors required; This qualification applies until the director had attended such seminar;</i></li> <li>• <i>Persons dismissed /terminated from employment for cause. This disqualification shall be in effect until they have cleared themselves of involvement in the alleged irregularity or upon clearance, on their request, from the Monetary Board after showing good justifiable reasons;</i></li> <li>• <i>Directors under preventive suspension</i></li> <li>• <i>Persons with derogatory records as certified by, or on the official files of, the judiciary, national Bureau of Investigation, Philippine National Police, quasi-judicial bodies, other government agencies or authorities of foreign countries for irregularities or violations of any law, rules and regulations that would adversely affecting the integrity of the director/officer or the ability to effectively discharge his duties. This disqualification applies until they have cleared themselves of the alleged irregularities/violation or after a lapse of five (5) years from the time of the complaint, which was the basis of the derogatory record, was initiated;</i></li> <li>• <i>Directors and officers of banks, quasi-banks and trust entities found by the Monetary Board as administratively liable for violation of banking laws, rules and regulations where a penalty of removal from office is imposed, and which finding of the Monetary Board is pending appeal before the appellate court, unless execution or enforcement thereof is restrained by the court;</i></li> <li>• <i>Directors and officers of banks, quasi-banks and trust entities found by the Monetary Board as administratively liable for violation of banking laws, rules and regulations where a penalty of suspension form office if fine is imposed, regardless of whether the finding of the Monetary Board is final and executor; or pending appeal before the appellate court, unless execution or enforcement is retrained by the court. The disqualification shall be in</i></li> </ul>
--	---

		<i>effect during the period of suspension or so long as fine is not fully paid.</i>
(ii) Non-Executive Directors	<i>Same above</i>	<i>Same above</i>
(iii) Independent Directors	<i>Same above</i>	<ul style="list-style-type: none"> <li>• <i>If the beneficial equity ownership of the independent director in the Bank exceeds two percent (2%) of the Bank's subscribed capital stock. The disqualification shall be lifted if the limit is later complied with.</i></li> </ul>
<b>e. Removal</b>		
(i) Executive Directors	<i>Director/Officer elected or appointed who does not possess all the qualifications &amp;/or has any disqualifications shall not be confirmed by the confirming authority provided under Confirmation of the election/appointments of directors and officers shall be removed from office even if he/she has assumed the position to which he/she was elected or appointed.</i>	<i>Non possession of qualifications</i>
(ii) Non-Executive Directors	<i>Same above</i>	<i>Same above</i>
(iii) Independent Directors	<i>Same above</i>	<i>Same above</i>
<b>f. Re-instatement</b>		
(i) Executive Directors	<i>Director/Officer, prior to assuming the position to which he/she was elected/appointed, must submit with appropriate supervising and examining department of BSP a verified statement that he/she has all the qualifications and none of the disqualifications.</i>	<i>Same criteria in selection/appointment</i>
(ii) Non-Executive Directors	<i>Same above</i>	<i>Same above</i>
(iii) Independent Directors	<i>Same above</i>	<i>Same above</i>
<b>g. Suspension</b>		
(i) Executive Directors	<i>All cases of disqualifications shall be elevated to the Monetary Board of the BSP. If after evaluation find grounds for disqualification, the Director/Officer so elected/appointed may be removed from office even he/she has assumed the position to which he/she was elected.</i>	<i>Non possession of qualifications</i>
(ii) Non-Executive Directors	<i>Same above</i>	<i>Same above</i>
(iii) Independent Directors	<i>Same above</i>	<i>Same above</i>

**Note:** Since new management took over in 2011, there have been no removals, re-instatements or suspensions of directors. All vacancies in the Board of Directors have been via voluntary resignations.

Voting Result of the last Annual General Meeting.

<b>Voting Result of the last Annual General Meeting</b>	
<b>Name of Director</b>	<b>Votes Received</b>
Eric O. Recto	Since there were only 15 nominees, the shareholders approved a motion to cast all the votes of all shareholders present equally among all the 15 nominees.
Mario J. Locsin	
Henry Y. Uy	
Nina D. Aguas	
Bunsit Carlos G. Chung	
Ralph C. Nubla, Jr.	
Edgar J. Sia II	
Patrick Sugito Walujo	
Gregorio T. Yu	
Tomas I. Alcantara	
David L. Balangue	
Luis Y. Benitez	
Colin D. Keogh	
Jesus S. Jalandoni, Jr.	
Teresita Ang-See	

7) Orientation and Education Program

- (a) Disclose details of the company's orientation program for new directors, if any.

*New directors are required to attend a special seminar on corporate governance for board of directors which shall be conducted by a private or government institute recognized/accredited by the BSP and SEC.*

**The Corporate Governance Seminar (BSP required) covers the following topics:**

- *Module 1 - Overview of Good Corporate Governance*
- *Module 2 - Board Qualifications and Practices and*
- *Module 3 - Complex or Opaque Corporate Structures*
- *Module 4 - Compensation Systems*
- *Module 5 - Checks and Balances Systems and Module 6 - Disclosure and Transparency*

**Corporate Governance Seminar (SEC Required) conducted by ROAM last May 28, 2014 covers the following topics:**

*Introduction to Corporate Governance (Background and Rationale)*

*SEC Code of Corporate Governance*

*Completed Staff Work (CSW)*

*Functions of the Board:*

- *Strategic Guidance*
- *Risk*
- *Audit, Controls and Compliance*
- *Nomination, Compensation, Performance Evaluation, Capability*
- *Building*

*Specific Issues in Corporate Governance:*

- *Composition, Qualifications, and Selection of the Board of Directors*
- *Compensation of Corporate Directors and Officers*
- *Role of the Board of Directors*
- *Conflicts of Interest*
- *Shareholder Rights*
- *A Note on Director Liability*

*Annual Corporate Governance Report (ACGR)*

*ASEAN Corporate Governance Scorecard (ACGS)*

*Part 1: Overview and Perspective*

*Part 2: Key developments in Corporate Governance*

1. *SEC Corporate Governance Survey*
2. *PSE Corporate Guidelines for listed companies*
3. *The ASEAN Corporate Governance Scorecard*

*Part 3: Actual Cases and Case Studies of the following:*

1. *Illegal Activities of Corporations/ Directors/ Officers*
2. *Insider Trading*
3. *Protection of Minority Stockholders*
4. *Short-Swing Transactions*
5. *Liabilities of Directors*
6. *Confidentiality*
7. *Conflict of Interest*
8. *Related Party Transactions*

(b) State any in-house training and external courses attended by Directors and Senior Management<sup>3</sup> for the past three (3) years:

*Directors and Senior Management attended the seminar on Corporate Governance Seminar (SEC required) conducted by the Risks, Opportunities, Assessment and Management (ROAM) Inc. last 28 May 2014. Some of them also attended Corporate Governance Seminar (BSP required) conducted by Bankers Institute of the Philippines last September 18 and 19, 2014.*

*For 2014, below table indicates the In-house and External training/ courses which were attended by Directors and Senior Management*

<b>Name</b>	<b>Position Title</b>	<b>Training Title</b>	<b>Date</b>	<b># of Hours</b>	<b>Training Partner</b>	<b>Name of Facilitator</b>
<i>Eric O. Recto</i>	<i>Chairman of the Board</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Henry Y. Uy</i>	<i>Vice Chairman</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Nina D. Aguas</i>	<i>President and CEO</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Ralph C. Nubla, Jr.</i>	<i>Director</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Bunsit Carlos G. Chung</i>	<i>Director</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Patrick Sugito Walujo</i>	<i>Director</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>David L. Balangue</i>	<i>Independent Director</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>June 30, 2014</i>	<i>4</i>	<i>Securities and Exchange Commission</i>	<i>Securities and Exchange Commission</i>
		<i>Corporate Governance Seminar (BSP required)</i>	<i>September 18 &amp; 19, 2014</i>	<i>16</i>	<i>Bankers Institute of the Philippines</i>	<i>Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora</i>
<i>Jesus S. Jalandoni, Jr.</i>	<i>Independent Director</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Teresita Ang See</i>	<i>Independent Director</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Mario J. Locsin</i>	<i>Independent Director</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Edgar J. Sia II</i>	<i>Director</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Tomas I. Alcantara</i>	<i>Independent Director</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
<i>Luis Y. Benitez</i>	<i>Independent Director</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>
		<i>Corporate Governance Seminar (BSP required)</i>	<i>September 18 &amp; 19, 2014</i>	<i>16</i>	<i>Bankers Institute of the Philippines</i>	<i>Ms. Carmelita R. Araneta, Atty.</i>

<sup>3</sup> Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

						Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Horatio S. Aycardo	Operations and Technology Segment Head	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
		Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Eriene C. Lao	Information Systems Group Head	Sapphire Ticketing System User Training	July 2, 2014	3	H2 Consulting Services	H2 Consulting Services
Rose Margaret T. Cuatico	Compliance Group Head and Chief Compliance Officer	Meet and Greet (Risk Control and Compliance Officers)	March 24, 2014	3.5	PBCom ERMG & CG	PBCom ERMG & CG
		T24 Training	January 14, 2014	3.5	PBCom ISG	PBCom ISG
		BSP Compliance, Trust and Governance Rating Systems	November 7, 2014	7.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.
		1st AML Officers Workshop: Raising the Bar of AML & Combating Terrorist Financing (CTF) Compliance	October 24-25, 2014	16	Association of Bank Compliance Officers - Anti- Money Laundering Officer (ABCOMP- AMLO)	Association of Bank Compliance Officers - Anti-Money Laundering Officer (ABCOMP-AMLO)
		FATCA Goes Live!	July 12, 2014	7.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.
		ASEAN Corporate Governance Scorecard Workshop for Publicly Listed Companies	April 1, 2014	6	Institute of Corporate Directors, Inc.	Institute of Corporate Directors, Inc.
		Financial Wellness Seminar	October 15, 2014	1	PBCom PSAI & PruLife UK	PBCom PSAI & PruLife UK
		BEST (Building Excellence through Synergy and Teamwork) Compliance Group	January 10-11, 2014	20	PBCom - HRG TDAD	Ma. Victoria D. Romero & Ma. Glofel D. Almaraz
Kevin R. Lynch	Consumer Finance Group Director	Identifying and Mitigating Risks in Consumer Loans Processes	May 3, 2014	8.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.
Maria Teresita R. Dean	Credit Management Group Head	Philippine Financial Reporting Standards (PFRS) 9 Briefing	June 20, 2014	3	SGV & Co.	SGV & Co.
		Credit Risk Management	December 5, 2014	7.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.
		Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Evelyn D. Vinluan	Chief Risk Officer	T24 Technical Walkthrough Sessions	March 31, 2014	7	PBCom ISG	PBCom ISG
		Meet and Greet (Risk Control and Compliance Officers)	March 24, 2014	3.5	PBCom - Compliance & RMG Faci	PBCom - Compliance & RMG Faci
		T24 Training	January 16, 2014	3.5	PBCom ISG	PBCom ISG

		<i>Philippine Financial Reporting Standards (PFRS) 9 Briefing</i>	<i>June 20, 2014</i>	3	SGV & Co.	SGV & Co.
<i>Daniel L. Ang Tan Chai</i>	<i>Finance Group Head and Chief Finance Officer</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	3	ROAM Inc.	<i>Dr. Benjamin I. Espiritu</i>
<i>Maria Cristina M. Bonifacio</i>	<i>Human Resources Group Head</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	3	ROAM Inc.	<i>Dr. Benjamin I. Espiritu</i>
<i>Jeruel N. Lobien</i>	<i>Internal Audit Group Head and Chief Audit Executive</i>	<i>Corporate Governance Seminar (BSP required)</i>	<i>September 18 &amp; 19, 2014</i>	16	<i>Bankers Institute of the Philippines</i>	<i>Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora</i>
<i>Jason J. Alba</i>	<i>Legal Services Group Head</i>	<i>Financial Wellness Seminar</i>	<i>October 15, 2014</i>	1	<i>PBCom PSAI &amp; PruLife UK</i>	<i>PBCom PSAI &amp; PruLife UK</i>
<i>Melissa Angela L. Henson</i>	<i>Marketing Group Head</i>	<i>P-ONE (PBCom On-boarding Program for New Employees)/PMS Module</i>	<i>January 8-10, 2014</i>	3	<i>PBCom Mixed Facilitators</i>	<i>PBCom Mixed Facilitators</i>
<i>Victor Q. Lim</i>	<i>Retail Banking Segment Head</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	3	ROAM Inc.	<i>Dr. Benjamin I. Espiritu</i>
<i>Armando A. Inabangan, Jr.</i>	<i>SME Banking Segment Head</i>	<i>EBS Trade Seminar: Credit Risk, Remedial &amp; Litigations</i>	<i>March 11, 2014</i>	4	<i>PBCom Credit Mgt. Group &amp; Legal Services Group</i>	<i>Bremel Guiao, Imelda See &amp; Atty. Gabriel Corpuz</i>
		<i>Basics of International Trade</i>	<i>March 15, 2014</i>	8	<i>PBCom - EBS</i>	<i>Ms. Mercy G. Gamboa</i>
<i>Bremel Peter R. Guiao</i>	<i>SME Banking Segment Head</i>	<i>Corporate Governance Seminar (BSP required)</i>	<i>September 18 &amp; 19, 2014</i>	16	<i>Bankers Institute of the Philippines</i>	<i>Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora</i>
<i>Helen G. Oleta</i>	<i>Treasury Segment Head</i>	<i>Philippine Financial Reporting Standards (PFRS) 9 Briefing</i>	<i>June 20, 2014</i>	3	SGV & Co.	SGV & Co.
		<i>BEST (Building Excellence through Synergy and Teamwork) Treasury Segment</i>	<i>January 25, 2014</i>	9	<i>PBCom - HRG TDAD</i>	<i>Ma. Victoria D. Romero &amp; Ma. Glofel D. Almaraz</i>
		<i>Corporate Governance Seminar (BSP required)</i>	<i>September 18 &amp; 19, 2014</i>	16	<i>Bankers Institute of the Philippines</i>	<i>Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora</i>
		<i>Basics of International Trade</i>	<i>March 15, 2014</i>	8	<i>PBCom - EBS</i>	<i>Ms. Mercy G. Gamboa</i>
<i>Patrick D. Cheng</i>	<i>Trust &amp; Wealth Management Group Head and Chief Trust Officer</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	3	ROAM Inc.	<i>Dr. Benjamin I. Espiritu</i>

(c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

<b>Name</b>	<b>Position Title</b>	<b>Training Title</b>	<b>Date</b>	<b># of Hours</b>	<b>Training Partner</b>	<b>Name of Facilitator</b>
<i>Eric O. Recto</i>	<i>Chairman of the Board</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	3	ROAM Inc.	<i>Dr. Benjamin I. Espiritu</i>
<i>Henry Y. Uy</i>	<i>Vice Chairman</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	3	ROAM Inc.	<i>Dr. Benjamin I. Espiritu</i>
<i>Nina D. Aguas</i>	<i>President and CEO</i>	<i>Corporate Governance Seminar (SEC required)</i>	<i>May 28, 2014</i>	3	ROAM Inc.	<i>Dr. Benjamin I. Espiritu</i>

Ralph C. Nubla, Jr.	Director	Corporate Governance Seminar (SEC required)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Bunsit Carlos G. Chung	Director	Corporate Governance Seminar (SEC required)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Patrick Sugito Walujo	Director	Corporate Governance Seminar (SEC required)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
David L. Balangué	Independent Director	Corporate Governance Seminar (SEC required)	June 30, 2014	4	Securities and Exchange Commission	Securities and Exchange Commission
		Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Jesus S. Jalandoni, Jr.	Independent Director	Corporate Governance Seminar (SEC required)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Teresita Ang See	Independent Director	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Mario J. Locsin	Independent Director	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Edgar J. Sia II	Director	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Tomas I. Alcantara	Independent Director	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Luis Y. Benitez	Independent Director	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
		Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Horatio S. Aycardo	Operations and Technology Segment Head	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
		Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Eriene C. Lao	Information Systems Group Head	Sapphire Ticketing System User Training	July 2, 2014	3	H2 Consulting Services	H2 Consulting Services
Rose Margaret T. Cuatico	Compliance Group Head and Chief Compliance Officer	Meet and Greet (Risk Control and Compliance Officers)	March 24, 2014	3.5	PBCom ERMG & CG	PBCom ERMG & CG
		T24 Training	January 14, 2014	3.5	PBCom ISG	PBCom ISG
		BSP Compliance, Trust and Governance Rating Systems	November 7, 2014	7.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.
		1st AML Officers Workshop: Raising the Bar of AML & Combating Terrorist Financing (CTF) Compliance	October 24-25, 2014	16	Association of Bank Compliance Officers - Anti-Money Laundering Officer (ABCOMP-AMLO)	Association of Bank Compliance Officers - Anti-Money Laundering Officer (ABCOMP-AMLO)
		FATCA Goes Live!	July 12, 2014	7.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.

		ASEAN Corporate Governance Scorecard Workshop for Publicly Listed Companies	April 1-3, 2014	18	Institute of Corporate Directors, Inc.	Institute of Corporate Directors, Inc.
		Financial Wellness Seminar	October 15, 2014	1	PBCom PSAI & PruLife UK	PBCom PSAI & PruLife UK
		BEST (Building Excellence through Synergy and Teamwork) Compliance Group	January 10-11, 2014	20	PBCom - HRG TDAD	Ma. Victoria D. Romero & Ma. Glofel D. Almarez
Kevin R. Lynch	Consumer Finance Group Director	Identifying and Mitigating Risks in Consumer Loans Processes	May 3, 2014	8.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.
Maria Teresita R. Dean	Credit Management Group Head	Philippine Financial Reporting Standards (PFRS) 9 Briefing	June 20, 2014	3	SGV & Co.	SGV & Co.
		Credit Risk Management	December 5, 2014	7.5	Bankers Institute of the Philippines Inc.	Bankers Institute of the Philippines Inc.
		Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Evelyn D. Vinluan	Chief Risk Officer	T24 Technical Walkthrough Sessions	March 31, 2014	7	PBCom ISG	PBCom ISG
		Meet and Greet (Risk Control and Compliance Officers)	March 24, 2014	3.5	PBCom - Compliance & RMG Faci	PBCom - Compliance & RMG Faci
		T24 Training	January 16, 2014	3.5	PBCom ISG	PBCom ISG
		Philippine Financial Reporting Standards (PFRS) 9 Briefing	June 20, 2014	3	SGV & Co.	SGV & Co.
Daniel L. Ang Tan Chai	Finance Group Head and Chief Finance Officer	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Maria Cristina M. Bonifacio	Human Resources Group Head	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Jeruel N. Lobien	Internal Audit Group Head and Chief Audit Executive	Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Jason J. Alba	Legal Services Group Head	Financial Wellness Seminar	October 15, 2014	1	PBCom PSAI & PruLife UK	PBCom PSAI & PruLife UK
Melissa Angela L. Henson	Marketing Group Head	P-ONE (PBCom On-boarding Program for New Employees)/PMS Module	January 8-10, 2014	3	PBCom Mixed Facilitators	PBCom Mixed Facilitators
Emmanuel S. Santiago	Rural Banking Businesses Head	Basics of International Trade	March 1, 2014	8	PBCom - EBS	Ms. Mercy G. Gamboa
		Corporate Governance Seminar (BSP required)	September 18 & 19, 2014	16	Bankers Institute of the Philippines	Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora
Victor Q. Lim	Retail Banking Segment Head	Corporate Governance Seminar (SEC)	May 28, 2014	3	ROAM Inc.	Dr. Benjamin I. Espiritu
Armando A. Inabangan, Jr.	SME Banking Segment Head	EBS Trade Seminar: Credit Risk, Remedial & Litigations	March 11, 2014	4	PBCom Credit Mgt. Group & Legal Services Group	Bremel Guiao, Imelda See & Atty. Gabriel Corpuz

		<i>Basics of International Trade</i>	<i>March 15, 2014</i>	<i>8</i>	<i>PBCom - EBS</i>	<i>Ms. Mercy G. Gamboa</i>
<i>Bremel Peter R. Guiao</i>	<i>SME Banking Segment Head</i>	<i>Corporate Governance Seminar (BSP required)</i>	<i>September 18 &amp; 19, 2014</i>	<i>16</i>	<i>Bankers Institute of the Philippines</i>	<i>Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora</i>
<i>Helen G. Oleta</i>	<i>Treasury Segment Head</i>	<i>Philippine Financial Reporting Standards (PFRS) 9 Briefing</i>	<i>June 20, 2014</i>	<i>3</i>	<i>SGV &amp; Co.</i>	<i>SGV &amp; Co.</i>
		<i>BEST (Building Excellence through Synergy and Teamwork) Treasury Segment</i>	<i>January 25, 2014</i>	<i>9</i>	<i>PBCom - HRG TDAD</i>	<i>Ma. Victoria D. Romero &amp; Ma. Glofel D. Almarez</i>
		<i>Corporate Governance Seminar (BSP required)</i>	<i>September 18 &amp; 19, 2014</i>	<i>16</i>	<i>Bankers Institute of the Philippines</i>	<i>Ms. Carmelita R. Araneta, Atty. Antonio V. Viray, Ms. Susan R. Uranza, Ms. Edel Mary D. Vegamora</i>
		<i>Basics of International Trade</i>	<i>March 15, 2014</i>	<i>8</i>	<i>PBCom - EBS</i>	<i>Ms. Mercy G. Gamboa</i>
<i>Patrick D. Cheng</i>	<i>Trust &amp; Wealth Management Group Head and Chief Trust Officer</i>	<i>Corporate Governance Seminar (SEC)</i>	<i>May 28, 2014</i>	<i>3</i>	<i>ROAM Inc.</i>	<i>Dr. Benjamin I. Espiritu</i>

## **B. CODE OF BUSINESS CONDUCT & ETHICS**

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

### *PBCom Code of Ethics and Code of Conduct*

*The PBCom Code of Ethics embodies the corporate principles that serve to guide the conduct and behavior of Bank employees in every situation. As an institution imbued with public trust, the Bank requires a high level of integrity and professionalism among all employees. Our Code of Ethics prescribes the standards which must permeate all business dealings and relationships.*

*Through the Code of Ethics, the Bank has institutionalized the observance of its Core Corporate Values such as, Trust, Integrity, Professionalism, Loyalty and Excellence. The specific objectives of the Code of Ethics are to:*

- 1. Promote a corporate culture of good governance and best practices.*
- 2. Empower and protect employees by making them aware of the criteria/standards involved in carrying out their functions and in making decisions.*
- 3. Standardize application of policies and regulations and corrective measures in case of deviations from expected behavior.*

*The Code of Ethics enforces the following fundamental policies of the Bank:*

- 1. Putting the interests of the Bank above in situations where actual or potential conflict of interest exists. When such situation occurs, employees must put the Bank's interests over and above other interests and ensure that employees' personal interests do not conflict with the duties, which they must perform for the Bank, or with the duties, which the Bank performs for clients.*
- 2. Probity in handling of confidential information, the disclosure or non-disclosure of such information is vital to the Bank's well-being*
- 3. Compliance with the law and with internal regulations challenging within the Bank, any values or policies that are inconsistent with these guidelines.*
- 4. Provide quality customer service toward clients while protecting the legitimate interests of the Bank at all times.*
- 5. Render services to customers on the basis of rational business criteria rather than on factors such as race, gender or religion.*
- 6. Conduct personal, professional or business affairs in accordance with the highest moral standards so that there can be no opportunity for unfavorable reflections upon the Bank.*

To ensure employees' adherence to the Code of Ethics, the Bank formulated its implementing guidelines under the PBCOM Code of Conduct. The Code of Conduct was discussed and adopted by the Labor Management Committee of the Bank consisting of representatives from the Human Resources Group and Union representatives to ensure support and commitment from all sectors in the Bank. The Code of Conduct serves as guidelines for the enforcement of the provisions of the Code of Ethics and prescribes the applicable sanctions in case of deviation thereof.

Any breach of the provisions of the Code may result in disciplinary action ranging from reprimand to termination of employment, depending on the gravity of the offense, after observance of due process of law. However, the spirit of implementation also gives more emphasis on positive motivation rather than punitive measures. Penalties are to be resorted to only when necessary and only to the extent required by the circumstances. Applications of sanctions are always guided by impartiality, open-mindedness, consistency, and fairness.

The Code of Ethics and the Code of Conduct are printed in handbook form and disseminated to all officers and staff. Adherence to the Code is the responsibility of each employee of the Bank and is a condition for continued employment. Employees of PBCOM annually confirm their adherence to these guidelines.

<b>Business Conduct &amp; Ethics</b>	<b>Directors</b>	<b>Senior Management</b>	<b>Employees</b>
(a) Conflict of Interest	The Bank's Code of Ethics requires officers and employees to put the interests of the Bank above in situations where actual or potential conflict of interest exists. Directors/officers /employees must put the Bank's interests over and above other interests and ensure that employees' personal interests do not conflict with the duties, which they must perform for the Bank, or with the duties, which the Bank performs for clients. This covers the following restrictions: <ul style="list-style-type: none"> <li>• Personal transactions with clients.</li> <li>• Receiving gifts and gratuities from clients.</li> </ul>	same	same
(b) Conduct of Business and Fair Dealings	Employees are required to conduct business in accordance with the highest moral standards so that there can be no opportunity for unfavorable reflections upon the Bank as follows: In accordance with law, employees must: <ul style="list-style-type: none"> <li>• Keep client information confidential</li> <li>• Provide quality customer service toward clients while protecting the legitimate interests of the Bank at all times.</li> <li>• Render services to customers on the basis of rational business criteria rather than on factors such as race, gender or religion.</li> </ul>	Same	same
(c) Receipt of gifts from third parties	The Code of Ethics & Conduct prohibits employees from receiving directly or indirectly from clients gifts and gratuities, money or anything of value or any offer thereof in consideration of any act or service in relation to any Bank transaction. Examples: <ul style="list-style-type: none"> <li>• Offering, soliciting or receiving anything of value to perform any act prejudicial to the Bank</li> <li>• Soliciting money, gifts, shares, benefits or favors from any person through the intercession of another as a condition for the performance of one's duty</li> <li>• Receiving gifts or gratuities in exchange for a favorable decision on Bank-related matters</li> </ul>	same	same
(d) Compliance with Laws & Regulations	Employees are required to: <ul style="list-style-type: none"> <li>• comply with law particularly on confidential client information,</li> <li>• comply with regulatory requirements to disclose and report specific information as mandated by the anti-money laundering law</li> <li>• Comply with the law and with internal regulations challenging within the Bank, any values or policies that are inconsistent with these guidelines</li> </ul>	same	same
(e) Respect for Trade Secrets/Use of Non-public Information	Employees are mandated under the Code of Ethics to: <ul style="list-style-type: none"> <li>• Apply probity in handling of confidential information, the disclosure or non-disclosure of such information is vital to the Bank's well-being.</li> <li>• Support good internal governance by prompt reporting of critical information within the Bank.</li> </ul>	same	same

	<ul style="list-style-type: none"> <li>• In accordance with law, keep client information confidential including the Bank's propriety rights to trade secrets.</li> <li>• Comply with regulatory requirements to disclose and report specific information as mandated by the anti-money laundering law.</li> </ul>		
(f) Use of Company Funds, Assets and Information	<ul style="list-style-type: none"> <li>• Employees especially those having money and property accountability, are accountable for funds and assets issued to them.</li> <li>• Handling of confidential information and the disclosure or non-disclosure of such information are covered by specific policies of the Bank.</li> </ul>	Same	same
(g) Employment & Labor Laws & Policies	<ul style="list-style-type: none"> <li>• The Bank recognizes the right and prerogatives of employees under the Labor Code and applicable laws of the Philippines</li> <li>• Bank Employment Contracts, Policies, Rules &amp; Regulations, Code of Ethics, Code of Conduct &amp; other circulars are compliant with the provisions of the Labor Code.</li> </ul>	same	same
(h) Disciplinary action	<ul style="list-style-type: none"> <li>• The Bank enforces due process in handling administrative cases against employees who are found to have committed fraudulent acts and/or violated Bank policies, rules and regulations.</li> <li>• It aims to achieve impartiality in the handling of such cases and to ensure that due process is accorded to all parties concerned.</li> <li>• It supports the good corporate governance practices of the Bank and clearly delineates the responsibilities of the various units as well as defines the rights of employees being charged with administrative cases.</li> <li>• Any breach of the provisions of the Code may result in disciplinary action ranging from reprimand to termination of employment, depending on the gravity of the offense, after observance of due process of law.</li> </ul>	same	same
(i) Whistle Blower	<ul style="list-style-type: none"> <li>• The Bank requires employees to report any misfeasance/malfeasance, irregularities, fraud, violations of Bank policies, regulations of BSP and other regulatory bodies and/or any provisions of the law to concerned Bank unit for proper action.</li> </ul>	same	same
(j) Conflict Resolution	<ul style="list-style-type: none"> <li>• Labor-management conflicts are resolved under the Labor-Management Committee or the Grievance Committee under the Collective Bargaining Agreement.</li> <li>• Customer complaints are addressed thru the quality assurance units of the Bank.</li> </ul>	same	same

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

*Officers and employees were furnished their own copy of the Code of Ethics and Code of Conduct.*

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

*Human Resources Group of the Bank conduct lifestyle checking of officers and employees of the Bank as part of their core functions. The Bank also required directors and officer to disclose Outstanding Obligations and Equity Holdings annually.*

*Additionally, the Bank has in place policies on Whistle Blowing/Reporting of Crimes and Losses and Handling of Administrative Cases to support the monitoring of employees' compliance with the Code and implementation of sanctions as applicable.*

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

There is no transaction with or involving the Bank or its subsidiary or affiliate in which a director, executive officer or stockholder owning ten percent (10%) or more of total outstanding shares and member of their immediate family had or is to have a direct or indirect material interest. However, the Bank grants loans to certain directors, officers, shareholders and their related interests ("DOSRI") in the ordinary course of business, under commercial terms and on arm's length basis observing at all times the legal limits prescribed under current BSP regulations on DOSRI loans.

Related Party Transactions	Policies and Procedures
(1) Parent Company	Credit accommodation to Directors, Officers, Stockholders and Related Interest (DOSRI) shall be subject to the provision enumerated under section X326-339 of the Manual of Regulation for Banks of the Bangko Sentral Ng Pilipinas and Section 36 of RA 8791 (The General Banking Law of 2000) All credit extended to DOSRI accounts require the approval of the Board of Directors. Grant to DOSRI should be in the regular course of business and upon terms not less favorable to the bank than those offered to others.
(2) Joint Ventures	Same above
(3) Subsidiaries	Same above
(4) Entities Under Common Control	Same above
(5) Substantial Stockholders	Same above
(6) Officers including spouse/children/siblings/parents	Same above
(7) Directors including spouse/children/siblings/parents	Same above
(8) Interlocking director relationship of Board of Directors	Same above

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.  
None

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	Not applicable
Name of Officer/s	Not applicable
Name of Significant Shareholders	Not applicable

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	Full disclosure through reports with regulatory agency
Group	Same above

5) Family, Commercial and Contractual Relations

Indicate, if applicable, any relation of a family,<sup>4</sup> commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
P.G. Holdings, Inc.	Commercial/Business/Contractual	Mr. Lucio L. Co is the Chairman,

<sup>4</sup> Family relationship up to the fourth civil degree either by consanguinity or affinity.

		<i>President and shareholder of P.G. Holdings, Inc.</i>
<i>P.G. Holdings, Inc.</i>	<i>Commercial/Business/Contractual</i>	<i>Ms. Susan P. Co is a Director and shareholder of P.G. Holdings, Inc.</i>
<i>Telengtan Brothers and Sons, Inc. and Bunsit Carlos G. Chung</i>	<i>Commercial/Business/Contractual</i>	<i>Mr. Bunsit Carlos G. Chung is a director of Telengtan Brothers and Sons, Inc.</i>

- (a) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

None

<b>Names of Related Significant Shareholders</b>	<b>Type of Relationship</b>	<b>Brief Description</b>
<i>Not applicable</i>		

- (b) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

None

<b>Name of Shareholders</b>	<b>% of Capital Stock affected (Parties)</b>	<b>Brief Description of the Transaction</b>
<i>Not applicable</i>		

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

None

	<b>Alternative Dispute Resolution System</b>
Corporation & Stockholders	
Corporation & Third Parties	
Corporation & Regulatory Authorities	

**C. BOARD MEETINGS & ATTENDANCE**

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year? Yes

- 2) Attendance of Directors

<b>Board</b>	<b>Name</b>	<b>Date of Election</b>	<b>No. of Meetings Held during the year</b>	<b>No. of Meetings Attended</b>	<b>%</b>
<i>Chairman</i>	<i>Eric O. Recto</i>	<i>7/26/11</i>	<i>14</i>	<i>14</i>	<i>100.00%</i>
<i>Vice Chairman</i>	<i>Leonardo B. Dayao</i>	<i>9/29/14</i>	<i>4</i>	<i>4</i>	<i>100.00%</i>
<i>Vice Chairman</i>	<i>Henry Y. Uy</i>	<i>7/18/86</i>	<i>14</i>	<i>14</i>	<i>100.00%</i>
<i>Member</i>	<i>Nina D. Aguas</i>	<i>8/29/12</i>	<i>14</i>	<i>13</i>	<i>92.86%</i>
<i>Member</i>	<i>Bunsit Carlos G. Chung</i>	<i>6/17/97</i>	<i>14</i>	<i>12</i>	<i>85.71%</i>
<i>Member</i>	<i>Lucio L. Co</i>	<i>9/29/14</i>	<i>4</i>	<i>4/4</i>	<i>100.00%</i>
<i>Member</i>	<i>Susan P. Co</i>	<i>9/29/14</i>	<i>4</i>	<i>2/4</i>	<i>50.00%</i>
<i>Member</i>	<i>Ralph C. Nubla, Jr.</i>	<i>3/24/82</i>	<i>14</i>	<i>14</i>	<i>100%</i>
<i>Member</i>	<i>Patrick Sugito Walujo</i>	<i>7/26/11</i>	<i>14</i>	<i>11</i>	<i>78.57%</i>
<i>Member</i>	<i>Gregorio T. Yu</i>	<i>7/26/11</i>	<i>14</i>	<i>13</i>	<i>92.86%</i>
<i>Independent</i>	<i>David L. Balangue</i>	<i>4/7/14</i>	<i>11</i>	<i>9</i>	<i>81.82%</i>
<i>Independent</i>	<i>Jesus S. Jalandoni, Jr.</i>	<i>1/28/13</i>	<i>14</i>	<i>13</i>	<i>92.86%</i>
<i>Independent</i>	<i>Levi B. Labra</i>	<i>10/24/14</i>	<i>3</i>	<i>3</i>	<i>100%</i>

Independent	Roberto Z. Lorayes	10/24/14	3	3	100%
Independent	Emmanuel Y. Mendoza	12/19/14	1	1	100%

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

None

- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

*No, quorum is not set at two-thirds (2/3) of the membership of the Board. Quorum is set as majority of the members of the Board (lowest integer greater than 50% of the members; or 8 out of 15). Except if a law/regulation require a higher vote requirement for a particular issue, a majority vote of the directors present (provided there is a quorum) shall suffice to approve a corporate act.*

- 5) Access to Information

- (a) How many days in advance are board papers<sup>5</sup> for board of directors meetings provided to the board?

*Materials for the Board meeting are sent to the members of the Board at least three (3) days prior to the scheduled Board meeting.*

- (b) Do board members have independent access to Management and the Corporate Secretary?

Yes

- (c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc.?

*Under the Bank's Manual on Corporate Governance the Duties and Responsibilities of the Corporate Secretary are as follows:*

- 1. Furnish all the directors with a copy of the specific duties and responsibilities of the Board of Directors under Items "b" and "c" of Subsection X141.3 of the BSP within ten (10) banking days after election;*
- 2. Require the directors to acknowledge receipt of the copies of such specific duties and responsibilities and shall certify that they fully understand the same;*
- 3. Submit to the BSP copies of the acknowledgment and certification required in accordance with Appendix 6 of the manual of Regulations;*
- 4. Gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Bank;*
- 5. As to agenda, get a complete schedule thereof at least for the current year and put the Board on notice at least three days before every meeting;*
- 6. Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations;*
- 7. Furnish a copy of the Bank's Compliance Policies and Procedures contained in the Manual on Corporate Governance and succeeding updates thereof to all incumbent and newly elected directors.*
- 8. Attend all Board meetings and maintain record of the same;*
- 9. Submit reportorial requirements to the Bangko Sentral ng Pilipinas (BSP), the Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE).*

- (d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

*Yes, the Bank's incumbent Corporate Secretary is a member of the Philippine Bar and is a practicing lawyer.*

- (e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes

No

<sup>5</sup> Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

Committee	Details of the procedures
Executive	<i>The regular schedule (twice a month) of ExCom meetings has been set beforehand. ExCom Materials are distributed before the actual meetings</i>
Audit Com	<i>The Internal Audit Group distributes the agenda, audit and administrative reports to the members of the Audit Committee at least two (2) days before scheduled meetings.</i>
Nomination *	<i>Nomination of New Executives – Materials on the nominees are provided before the actual meeting</i>
Remuneration *	<i>Materials on Compensation are asked from the Gov Com secretariat (HRG) and are provided before the actual meeting</i>
Others (specify) Risk Oversight	<i>Succeeding meeting's date already agreed and set at end of current meeting. Materials are provided days before the actual meeting. Directors can readily communicate with Enterprise Risk Management Group for other concerns</i>

*\*Nomination and Remuneration Committee are sub-committees of the Governance Committee*

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
<i>A director is free to procure any professional and external advice it may desire in order to assist in the discharge of his/her functions.</i>	

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
<i>Corporate Governance</i>	<ul style="list-style-type: none"> <li>• <i>Redefine the Non-executive director</i></li> <li>• <i>Add the definition of Independent Director, Related Party Transactions</i></li> <li>• <i>Redefine the role of Chief Compliance Officer</i></li> <li>• <i>Add role of Board overseeing Compliance Policy</i></li> <li>• <i>Add minimum number of Independent Director</i></li> <li>• <i>Add under General Responsibility the oversight function of the Board</i></li> <li>• <i>Categorize/expand the specific duties and responsibilities of the board</i></li> <li>• <i>Add duties and responsibilities of the board</i></li> <li>• <i>Add criteria on qualification and disqualification of Independent Director</i></li> <li>• <i>Add Chief Risk Officer and Risk Management Function</i></li> </ul>	<i>To incorporate requirements/revision of BSP circular 747, 749 and 758, SEC circular no. 6.</i>
<i>Enterprise Risk management</i>	<p><i>In light of the recommendations from the review of the Bank's ERM Framework, the risk control function is now embedded in the business/operating line units. This is facilitated thru the Risk Control and Compliance Officer function (or RCCO) who acts as the liaison between the Risk Management and Compliance Groups and the business units. The RCCO's responsibility includes the following, among others:</i></p> <p><i>a. Facilitate effective risk management and compliance at the</i></p>	<i>To strengthen the enterprise risk management structure and effectively manage risk across all banking units.</i>

	<p><i>Business/Operating Unit level;</i></p> <p><i>b. Oversee the implementation of controls within the Business/Operating Unit to meet all regulatory and internal requirements;</i></p> <p><i>c. Monitor effectiveness of day-to-day controls, and coordinate the timely resolution of risk, compliance and audit issues.</i></p> <p><i>A policy and procedure on Control Validation was also put into place to strengthen integrity of the Risk and Control Self-Assessment process</i></p>	
--	--	--

**D. REMUNERATION MATTERS**

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

*Under the Governance Committee, the Compensation and Remuneration Sub-Committee is tasked to assist the Board of Directors in overseeing the implementation of a program of salaries and benefits for directors and senior management that would attract the best talents to help the bank accomplish its objectives.*

*By periodically benchmarking with practices/offers of other leading financial institutions, the sub-committee shall monitor adequacy, effectiveness and consistency of compensation program vis-à-vis corporate philosophy and strategy.*

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	<i>Based on the needs of the business to attract the best talents to help it accomplish its objective and guided by periodic benchmarking with practices/offers and other leading Financial Institution, Compensation and Remuneration Sub-Committee shall recommend and oversee implementation of program of salaries and benefits for Directors, CEO and Senior Management; Compensation and Remuneration Sub-Committee shall monitor adequacy, effectivity and consistency of compensation program vis-à-vis corporate philosophy and strategy.</i> <i>Note: Compensation and Remuneration is a sub-committee of the Governance Committee</i>	<i>same with CEO</i>
(2) Variable remuneration	<i>Same above</i>	<i>Same above</i>
(3) Per diem allowance	<i>NA</i>	<i>NA</i>
(4) Bonus	<i>Same above</i>	<i>Same above</i>
(5) Stock Options and other financial instruments	<i>Same above</i>	<i>Same above</i>
(6) Others (specify) Profit Sharing	<i>Same above</i>	<i>Same above</i>

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company’s policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated

Executive Directors	<i>No Director, acting as such, shall receive any compensation, but every director shall receive a reasonable “per diem” for every attendance at any meeting, regular or special, of the Board of Directors, for each day of session, in any amount as the Board of Directors may from time to time provide. However, that nothing herein contained shall construed to preclude any director from serving in any other capacity and receiving compensation thereof.</i>	<i>Compensation and Renumeration Sub-Committee shall recommend and oversee implementation of program of salaries and benefits for Directors, CEO and Senior Management;</i>	<i>Every director shall receive a reasonable “per diem” for every attendance at any meeting, regular or special, of the Board of Directors, for each day of session, in any amount as the Board of Directors may from time to time provide.</i>
Non-Executive Directors	<i>No Director, acting as such, shall receive any compensation, but every director shall receive a reasonable “per diem” for every attendance at any meeting, regular or special, of the Board of Directors, for each day of session, in any amount as the Board of Directors may from time to time provide.</i>	<i>Same above</i>	<i>Same above</i>

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

*Under the Bank’s By-Laws, stockholders are given the opportunity to approve the decision of total remuneration with regard to Director’s fees, allowances, benefits-in-kind and other emoluments. There are no changes in the directors’ remuneration package that requires stockholders’ approval for the past three (3) years.*

*The compensation of Directors and Executive Officers for the last three years was disclosed in the Information Statement.*

Remuneration Scheme	Date of Stockholders’ Approval
<i>Not Applicable</i>	

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

*The bank obtained an exception from SEC requirement of detailed compensation information.*

*The director’s per Diem as of Dec 31, 2014 is P21.788million.*

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
<i>(a) Fixed Remuneration</i>			
<i>(b) Variable Remuneration</i>			
<i>(c) Per diem Allowance</i>		<i>P21.788M</i>	
<i>(d) Bonuses</i>			
<i>(e) Stock Options and/or other financial instruments</i>			
<i>(f) Others (Specify)</i>			
<b>Total</b>		<i>P21.788M</i>	

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
<i>1) Advances</i>			
<i>2) Credit granted</i>			

3) Pension Plan/s Contributions			
(d) Pension Plans, Obligations incurred			
(e) Life Insurance Premium			
(f) Hospitalization Plan			
(g) Car Plan			
(h) Others (Specify)			
<b>Total</b>			<i>none</i>

4) Stock Rights, Options and Warrants

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

*The Bank has not declared any stock rights, options and warrants for the past three (3) years. However, during the Annual Shareholders meeting held on 28 March 2012 the stockholders ratified the adoption of a Stock Option Plan for directors, officers and employees subject to regulatory approval in line with the Bank's desire to be at par with its competitor in terms of providing incentives.*

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
<i>Not Applicable</i>				

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

*None*

Incentive Program	Amendments	Date of Stockholders' Approval
<i>Not Applicable</i>		

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
<i>Horatio S. Aycardo, Jr., EVP &amp; COO (January – December 2014)</i>	<i>P39.9M</i>
<i>Emmanuel S. Santiago, EVP (January – December 2014)</i>	
<i>Victor Q. Lim, EVP (January – December 2014)</i>	
<i>Patrick Cheng, EVP &amp; Chief Trust Officer (October – December 2014)</i>	
<i>Daniel Ang Tan Chai, EVP &amp; CFO ( January – December 2014 )</i>	

**E. BOARD COMMITTEES**

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive	Non-executive	Indepe				

	Director (ED)	ive Director (NED)	ndent Director (ID)				
Executive	1	4	2	Yes/By Laws	<p>The Executive Committee shall have and exercise all the powers and authority of the Board, within the limits set forth, in overseeing bank operations in between monthly meetings of the entire Board. The Executive Committee shall focus in providing business development and financial policy directions</p>	<ul style="list-style-type: none"> <li>• Review of corporate financial status, policies and procedures and the approval/recommendation for revisions thereto, including periodic registration and disclosure statements, publications.</li> <li>• Review of specific business or operating plans (e.g. CAPEX, OPEX,) regarding significant investments, acquisition or disposal of assets.</li> <li>• Authorization or approval, subject to limits imposed by the Board, to invest in or acquire another company, extend loans to corporations or individuals, enter or terminate partnership, joint venture or any other business dealing, sell or dispose acquired and/or fixed bank properties.</li> <li>• Evaluation and recommendation to the Board of policies and/or actions where the amount involved exceeded the limit imposed.</li> <li>• Approval of any and all major policy and strategic actions to be undertaken by management beyond the authorities established for management.</li> <li>• Such other functions that may be delegated by the Board to perform any and all functions including approval of credits and setting of</li> </ul>	<p>The Executive Committee shall have the power to exercise functions and prerogatives of the Board of Directors during intervals between meetings of said Board except as to such matters as the Board may have specifically reserved for itself by appropriate resolution.</p>

						authorization limits thereof.	
Audit	0	2	2	yes	<i>The function of the Committee is oversight.</i>	<i>The Committee assists the Board in fulfilling its oversight responsibilities with respect to internal controls including financial reporting control and information technology security, accounting policies, and auditing and financial reporting practices</i>	<i>The Committee will have full access to the Bank's books, records, facilities, and personnel. The Committee has the authority and available funding to perform or supervise special investigations, to engage outside experts, including legal and accounting experts, and to incur administrative expenses in connection with fulfilling its obligations. The Committee will have the sole authority to approve fees and related terms of engagements for outside experts.</i>
Nomination	0	3	2	yes	<i>Falls under the purview of the Bank's Governance Committee.</i>  <i>The Nomination Sub-Committee is tasked to assist the Board of Directors in defining and assessing Board membership criteria and in ensuring that a process that identifies and develops highly qualified individuals to take on key board committee positions when vacancies occur is in place.</i>	<i>The Sub-Committee is in charge of reviewing and recommending to the Board who of the directors should be assigned to what committee. The Sub-Committee also oversees the selection and appointment of key senior management officers, from the level of Senior Vice Presidents (SVP) and up as required by the Manual of Regulation. The Sub-Committee shall meet at least twice a year or as often as necessary or whenever a key vacancy occurs. The Sub-Committee shall prepare/ distribute minutes and make other regular reports to its</i>	<i>The Sub-Committee oversees the selection and appointment of key senior management officers, from the level of Senior Vice Presidents (SVP) and up as required by the Manual of Regulation.</i>

						<p>mother committee which in turn shall prepare consolidated reports to the Board.</p> <p>Annually, it shall review and assess the adequacy of its Charter and its overall performance then recommend changes for the approval of the Board when and where necessary.</p>	
Remuneration	0	3	2	yes	<p>Falls under the purview of the Bank's Governance Committee.</p> <p>The Compensation and remuneration Sub-Committee is tasked to assist the Board of Directors by recommending an overseeing the implementation of a program of salaries and benefits for directors and senior management that would attract the best talents to help the bank accomplish its objectives.</p>	<p>By periodically benchmarking with practices/offers of other leading financial institutions, the sub-committee shall monitor adequacy, effectiveness and consistency of compensation program vis-à-vis corporate philosophy and strategy.</p>	<p>The Sub-Committee oversees the selection and appointment of key senior management officers, from the level of Senior Vice Presidents (SVP) and up as required by the Manual of Regulation.</p>
Others (specify) Risk Oversight	1	3	2	yes	<p>Risk Oversight Committee has been established by the Board of Directors to assist it in the effective discharge of its function in overseeing the risk management program of the Bank, its subsidiaries and its trust unit. It is a critical component for the safe and sound operation of the Bank and a key element in achieving PBCom's goals and objectives, optimizing growth and capital while minimizing losses to the Bank.</p>	<ul style="list-style-type: none"> <li>• Review and recommend for approval by the BOD PBCom's written risk management program to identify, measure, monitor and control the following risks: <ul style="list-style-type: none"> <li>-Credit</li> <li>-Market</li> <li>-Interest Rate</li> <li>-Liquidity</li> <li>-Operational</li> <li>-Compliance</li> <li>-Strategic</li> <li>-Reputation</li> </ul> </li> <li>• Review reports on risk exposures, recommend necessary actions and communicate risk management plan to concerned segment/group to address or reduce the risks.</li> <li>• Report to the BOD significant matters risk exposures of the Bank including any BSP</li> </ul>	<p>The Risk Oversight Committee was established by the Board of Directors to approve and oversee the processes used to identify, evaluate and manage risk across the Bank for all categories of Risk.</p>

						<p>examination findings on unsafe and unsound banking practices and actions taken to manage those risks.</p> <ul style="list-style-type: none"> <li>• Recommend a system of risk limits and authorities for approval by the BOD and any necessary changes to these limits and authorities.</li> <li>• Establish a monitoring system to ensure that limits set are observed and that immediate corrective actions are taken whenever limits are breached.</li> <li>• Evaluate the magnitude, direction and distribution of risk across the Bank and its subsidiary.</li> <li>• Ensure that business units provide for ongoing review and validation of the adequacy and soundness of risk management policies and practices.</li> <li>• Create and promote a risk culture that requires and encourages the highest standards of ethical behavior by risk managers and risk-taking personnel.</li> </ul>
--	--	--	--	--	--	--

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Lucio L. Co	9/29/14	6	6	100.00	3 mos.
Member (NED)	Eric O. Recto (Vice Chairman)	7/26/11	22	13	59.10	3 yrs & 5 mos.
Member (NED)	Leonardo B. Dayao (Vice Chairman)	11/17/2014	3	3	100.00	1 mo.
Member (ED)	Nina D. Aguas	9/26/12	22	18	81.82	1 yr., 3 mos
Member (NED)	Ralph C. Nubla, Jr.	4/7/14	16	14	87.50	8 mos.
Member (NED)	Bunsit Carlos G. Chung	4/7/14	16	13	81.25	8 mos.
Member (NED)	Henry Y. Uy	4/7/14	16	16	100.00	8 mos.
Member (NED)	Mario J. Locsin *	12/19/11	15	12	80.00	2 yrs & 9 mos
Member (NED)	Gregorio T. Yu**	9/26/12	19	18	94.74	2 yrs & 1 mo.
Member (ID)	Imelda S. Singzon***	10/15/10	6	3	50.00	3 yrs. & 5 mos.

Member (ID)	Roberto M. Macasaet, Jr.***	10/15/10	6	6	100.00	3 yrs. & 5 mos.
Member (ID)	Raul O. Serrano***	10/15/10	6	6	100.00	3 yrs. & 5 mos.

\* Resigned Sept 15, 2014

\*\* Resigned as of November 17, 2014

\*\*\*Resigned as of March 26, 2014

(a) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Luis Y. Benitez	04/07/2014	11	11	100	8mos
Member (ID)	Emmanuel Y. Mendoza	12/19/2014	-na-	-na-	-na-	1mo
Member (ID)	Levi B. Labra	10/24/2014	3	3	100	2mos
Member (NED)	Bunsit Carlos G. Chung	07/26/2011	14	9	64	3yrs & 5mos
Member (NED)	Henry Y. Uy	09/26/2012	14	14	100	2yrs & 3mos
Chairman (ID)	Raul O. Serrano	10/15/10	3	3	100	4yrs & 5mos
Member (ID)	Teresita A. See	07/28/11	11	11	100	3yrs & 3mos
Member (NED)	Imelda S. Singzon	10/15/10	3	0	0	4yrs & 5mos

Disclose the profile or qualifications of the Audit Committee members.

**Luis Y. Benitez\***

He was elected Independent Director on April 07, 2014. He is a Director of ISM Communications Corp. Mr. Benitez is a Senior Adviser of SMIC for Internal Audit. Prior to joining SMIC, he was a Senior Partner of SyCip Gorres Velayo & Co., where he served as Vice Chairman and Head of the Assurance & Advisory Business Services. He is a member of the Makati Business Club, The Philippine British Business Council, and the Philippine Institute of Certified Public Accountants. Mr. Benitez holds a Master of Business Administration degree from New York University, Stern School of Business. He is a graduate of the Pacific Rim Bankers Program, University of Washington. He holds a Bachelor of Science in Business Administration degree, Major in Accounting from the University of the Philippines.

\*Resigned on December 12, 2014

**Emmanuel Y. Mendoza**

He was elected Independent Director on December 19, 2014. He is the Managing Partner of Mendoza, Querido and Co. Mr. Mendoza started his career and spent 10 years with the Financial Services Group of the leading accounting firm in the Philippines, SyCip Gorres Velayo & Co. He was the Deputy Managing Partner of a local accounting firm and headed the Business Consulting and Tax Group for three years. He was also directly involved in banking operations, as First Vice President and Financial Controller of Global Business Bank. Mr. Mendoza also served as Global Business Bank's Deputy Compliance Officer and Liaison Officer with the Bangko Sentral ng Pilipinas and was a member of the Bank's Asset Liability Committee and the Operations and Compliance Committee.

Mr. Mendoza is a graduate of Bachelor in Business Administration in Accountancy from the University of the Philippines and took his Master in Management from the Asian Institute of Management. He is a Certified Public Accountant and is a member of the Philippine Institute of Certified Public Accountants (PICPA) and the Association of Certified Public Accountants in Public Practice (ACPAPP). He is also a member of the Bank Institute of the Philippines.

**Levi B. Labra**

He was elected Independent Director on October 24, 2014. Mr. Labra is a Director of Cosco Capital, Inc.. He was the former Director for Customer Business Development for the Asia Pacific Region of Procter and Gamble Distributions, Inc. He was with P & G for 35 years and involved himself in sales management, distributor operations, logistics, forecasting, among others. He is a graduate of San Carlos University with a Bachelor of Science in Business Administration.

**Henry Y. Uy**

He was elected Director on July 18, 1986 and Vice Chairman of the Board on August 29, 2012. He is the Chairman of the Board of PBCOM Finance Corporation and Vice President of Echague Realty Corporation. In the past, he served as the Bank's President and CEO. He graduated magna cum laude in Business Administration and has an MBA from De La Salle University.

**Bunsit Carlos G. Chung**

He was elected Director on June 17, 1997. He is President of Supima Holdings, Inc., and Director of Hambrecht & QUIST (Phils.),

*La Suerte Cigar & Cigarette Factory, Century Container Corporation, Bicutan Container Corporation, Tosen Foods Corporation and PBCom Finance Corporation. He is also a member of the Board of Trustees of Xavier School Inc., Mother Ignacia National Social Apostolate Center, Seng Guan Temple and Kim Siu Ching Family Association. Mr. Chung has a degree in Economics from De La Salle University as well as an MBA from the University of Southern California.*

**Raul O. Serrano\***

*He was elected Independent Director on October 15, 2010. In the past, he was a member of the Board of Trustees of the Government Service Insurance System. He held various managerial positions in Solidbank Corporation and Allied Banking Corporation until retirement. He holds a degree in Bachelor of Science in Commerce major in Finance from Ateneo de Naga University.*

*\*Resigned on March 26, 2014.*

**Imelda S. Singzon\***

*Currently, she is Executive Vice President for Examination and Resolution Sector of the Philippine Deposit Insurance Corporation. In the past, she was Independent Director of Export Industry Bank, First Senior Vice President of the Philippine National Bank, Vice President of New York-based First Philippine Fund, a director in various government corporations such as the National Food Authority, Livelihood Corporation, Fertilizer and Pesticides Authority. She holds a degree in Bachelor of Science in Statistics as well as a Certificate in Development Economics (with distinction) from the University of the Philippines.*

*\*Resigned on March 26, 2014.*

**Teresita A. See\***

*She was elected Independent Director on October 15, 2010. Her experience broadly encompasses that of being an educator and resource person, author, cultural and social development worker, peace and anti-crime advocate. She was founding President of Kaisa Para sa Kaunlaran, a Chinese-Filipino NGO, President of Kaisa Heritage Center which houses Bahay Tsinoy, Secretary Treasurer of International Society for the Study of Chinese Overseas (ISSCO). Visiting Lecturer at Ateneo de Manila University, Spokesperson of Citizens Action Against Crime (CAAC), and the Founding Chairperson of Movement for Restoration of Peace and Order (MRPO). She is also the Chairman of Philippine National Police Foundation. She obtained her A.B. Political Science as well as a Masters degree in Asian Studies (candidate) from the University of the Philippines.*

*\*Resigned on October 24, 2014.*

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

1. *The Committee has direct responsibility to select and appoint the external auditors. Annually, the Committee will recommend that the Board request shareholder ratification of the appointment of the external auditors. The external auditors are to report to the Committee. The Committee also has the responsibility to evaluate and, when appropriate, to remove the external auditors. If the external auditor resigns or communicates an intention to resign, the Audit Committee should follow up on the reasons/explanations giving rise to such resignation and consider whether it needs to take any action in response to those reasons. The Committee is responsible for setting the compensation of the external auditors, and the Committee shall periodically review the fees charged by the external auditors for all audit services and permitted audit-related, tax and other services.*
2. *The Committee shall appoint, dismiss and re-appoint external auditors based on fair and transparent criteria such as:*
  - a. *core values, culture and high regard for excellence in audit quality,*
  - b. *technical competence and expertise of auditing staff,*
  - c. *independence,*
  - d. *effectiveness of the audit process, and*
  - e. *reliability and relevance of the external auditor's reports.*
3. *The Committee will ensure that the internal and external auditors act independently from each other and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions.*
4. *The Committee shall regularly review and monitor the external auditor's technical competence, independence, objectivity and overall effectiveness of the external audit process. The Committee is responsible for oversight of the external auditors' work as it pertains to the audit of the Bank's financial statements and related disclosures, control evaluations and other audit or attest services. The Committee will discuss with the external auditors the overall scope and plans for their audit,*

*including the adequacy of staffing and it will continually engage the external auditor on matters concerning audit quality. The external auditors will also report to the Committee on the results of the audit, and the Committee will discuss any management or internal control letter issued or proposed to be issued by the external auditors. The Committee shall establish a system that addresses, in a timely and effective manner any findings of fraud or error on the financial statements.*

5. *In assessing the effectiveness of the external auditor's work, the Audit Committee should closely coordinate with the external auditor during all phases of the external audit engagement, as follows:*
  - a. *It should discuss and agree to the terms of the engagement letter issued by the external auditor prior to the approval of the engagement. Where relevant, the engagement letter should reflect changes in circumstances relevant to the external audit;*
  - b. *It should obtain an understanding of the scope and audit approach which shall be adopted by the external auditor for purposes of meeting the Bank's financial reporting requirements;*
  - c. *It should ascertain and take steps to address the major areas of concern identified by the external auditor during the course of its audit. These issues may cover significant accounting estimates, valuation methodologies and accounting policies adopted;*
  - d. *It should review management representation letters before these are transmitted to the external auditor to ensure that items in the letter are complete and appropriate;*
  - e. *It should assess the extent of cooperation provided by the Bank's management during the conduct of the external audit; and*
  - f. *It should understand and duly assess the external auditor's opinion regarding the capability of Bank management and the adequacy of accounting/ information systems to comply with financial and prudential reporting responsibilities.*
6. *The Committee will ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts.*
7. *The Committee will receive from the external auditors written disclosures about their independence and discuss with them any factors that might detract from their independence. Public accountants will not be independent if, at any point during the audit and professional engagement period, any audit partner earns or receives compensation based on that partner's procuring engagements with the Bank to provide any services other than audit, review, or attest services. The lead and concurring partner must rotate after five years and be subject to a five-year "time-out" period after rotation. Audit partners, other than the lead and concurring partner, will be subject to rotation and time-out periods as prescribed by regulation.*
8. *The Committee is responsible for the pre-approval of all audit and permitted non-audit services performed by the external auditors, and the Committee will not engage the external auditors to perform the specific non-audit services prescribed by law or regulation. The Committee may delegate authority for the pre-approval of all audit and non-audit services to a member of the Committee. All such approvals will be reported at the next subsequent Committee meeting. As an alternative to pre-approving each non-audit service, the Committee may establish and disclose policies and procedures for pre-approval, provided they are consistent with requirements of applicable laws and regulations. The Committee will review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the corporation's overall consultancy expenses.*
9. *The Committee will disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, will be disclosed in the Bank's annual report.*
10. *The Committee will require the external auditors to certify annually that they are in compliance with all applicable legal and regulatory requirements including those addressing rotation of lead and concurring partners, provisions of prohibited services, document retention, and the submission of timely reports.*
11. *The Committee will prohibit management from hiring as a manager overseeing financial reporting matters of the Bank, any person who was employed by the external auditors and was the lead partner, concurring partner, or any other member of the audit engagement team who provided more than ten hours of audit, review or attest services for the Bank within the one-year period preceding the commencement of the audit of the current year's financial statements.*
12. *The Committee will review with the external auditors any audit problems or difficulties and management's response and will consider disagreements between management and the external auditors, if any arise, and oversee any process for resolution.*

13. In order to reinforce the Audit Committee's effectiveness in performing its key role in strengthening corporate governance, the Audit Committee shall maintain effective communication channels with the external auditor through regular and structured dialogues in the course of the external audit. Such communications should focus on the key accounting or auditing issues that, in the external auditor's judgment, give risk to a greater risk of material misstatement in the financial reports, as well as other external audit concerns of the Audit Committee. On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately. During regular meetings of the Audit Committee, matters that may be raised include audit findings that would impact on the Bank's compliance with regulatory requirements, disclosures and other accounting concerns.

(b) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Jose P. Leviste, Jr. *	9/26/12	4	3	75	1 yr & 6 mos
Member (NED)	Mario J. Locsin **	4/7/14	4	4	100	5 mos.
Member (NED)	Eric O. Recto	7/26/11	12	10	83	3 yrs & 5 mos
Member (NED)	Ralph C. Nubla, Jr.	7/26/11	12	12	100	3 yrs & 5 mos
Member (ID)	Raul O. Serrano ***	10/28/10	4	4	100	3 yrs & 5 mos
Member (ID) Chairman (ID) (4/1/14- 10/21/14)	Teresita Ang See ****	10/28/10	11	10	91	4 yrs
Member (NED)	David L. Balangue	05/26/14	8	6	75	7 mos.
Chairman (ID)	Roberto Z. Loraves	12/18/14	1	1	100	1 mo.
Member (NED)	Leonardo B. Dayao	12/18/14	1	0	0	1 mo.

\*resigned March 2014

\*\* resigned Sept 2014

\*\*\* resigned March 26, 2014

\*\*\*\*resigned Oct 2014

(c) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Jose P. Leviste, Jr. *	9/26/12	4	3	75	1 yrs & 6 mos
Member (NED)	Mario J. Locsin **	4/7/14	4	4	100	5 mos.
Member (NED)	Eric O. Recto	7/26/11	12	10	83	3 yrs & 5 mos
Member (NED)	Ralph C. Nubla, Jr.	7/26/11	12	12	100	3 yrs & 5 mos
Member (ID)	Raul O. Serrano ***	10/28/10	4	4	100	3 yrs & 5 mos
Member (ID) Chairman (ID) (4/1/14- 10/21/14)	Teresita Ang See ****	10/28/10	11	10	91	4 yrs
Member (NED)	David L. Balangue	05/26/14	8	6	75	7 mos.
Chairman (ID)	Roberto Z. Loraves	12/18/14	1	1	100	1 mo.
Member (NED)	Leonardo B. Dayao	12/18/14	1	0	0	1 mo.

\*resigned March 2014

\*\* resigned Sept 2014

\*\*\* resigned March 26, 2014

\*\*\*\*resigned Oct 2014

(d) Others (Specify) Risk Oversight Committee

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of	No. of	No. of	%	Length of
--------	------	---------	--------	--------	---	-----------

		Appointment	Meetings Held	Meetings Attended		Service in the Committee
Chairman (ID)	David L. Balangue	4/7/14	9	9	100	8 mos.
Member (ID)	Jesus S. Jalandoni Jr.	4/7/14	9	8	89	8 mos.
Member (ID)	Luis Y. Benitez Jr.*	4/7/14	9	7	78	8 mos.
Member (NED)	Ralph C. Nubla, Jr.	6/23/13	22	21	95	4 yrs. & 2 mos.
Member (NED)	Henry Y. Uy	6/23/13	22	22	100	2 yrs.
Member (ED)	Nina D. Aguas	6/23/13	22	18	82	2 yrs.
Chairman (ID)	Roberto M. Macasaet, Jr.	6/23/13	13	11	85	3 yrs. & 5 mos.
Member (NED)	Bunsit Carlos G. Chung	6/23/13	13	13	100	2 yrs. & 8 mos.
Member (NED)	Gregorio T. Yu	6/23/13	13	5	38	2 yrs. & 8 mos.
Member (ID)	Imelda S. Singzon	6/23/13	13	5	38	3 yrs. & 5 mos.

\*Resigned on December 12, 2014

\*\*Reckoned from date of initial appointment as ROC Member

### 3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Audit Committee	Raul O. Serrano	PDIC Financial Assistance Agreement exit
	Imelda S. Singzon	PDIC Financial Assistance Agreement exit
	Teresita Ang See	Focus on other business interest.
	Luis Y. Benitez	Focus on other professional commitments.
Governance Committee	Jose P. Leviste	Resignation – March 2014
	Raul O. Serrano	Resignation – March 2014
	Mario J. Locsin	Resignation – September 2014
	Teresita Ang See	Resignation – October 2014
	Roberto Z. Loraves	Appointed December 2014
	Leonardo B. Dayao	Appointed December 2014
Risk Oversight Committee	Dir. David L. Balangue, Dir. Jesus Y. Jalandoni Jr. and Dir. Luis Y. Benitez Jr. replaced Dir. Roberto M. Macasaet Jr., Dir. Imelda S. Singzon and Dir. Carlos G. Chung.	<p>Dir. Roberto M. Macasaet and Dir. Imelda S. Singzon resigned from PBCom's Board of Directors on March 26, 2014 following the Bank's exit from the financial support of the Philippine Deposit Insurance Corporation (PDIC) under the Financial Assistance Agreement.</p> <p>At the Organizational Meeting of the Board of Directors of the Company held immediately after the Annual Meeting of Stockholders on April 7, 2014, Dir. David L. Balangue was elected Chairman whereas Dir. Jesus Y. Jalandoni Jr., Dir. Luis Y. Benitez, Jr. Dir. Ralph Nubla Jr., Dir. Henry Y. Uy and Dir. Nina D. Aguas were elected members of the Risk Oversight Committee (ROC).</p> <p>Dir. Luis Y. Benitez, Jr. resigned from the Board of Directors on December 12, 2014.</p>

### 4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	The Executive Committee shall have and exercise all the powers and authority of the Board, within the limits set forth, in overseeing bank operations in between monthly meetings of the entire Board. The Executive Committee shall focus in providing business	Business development & financial policy directions

	<p><i>development and financial policy directions. It includes:</i></p> <ul style="list-style-type: none"> <li>• <i>Review of corporate financial status, policies and procedures and the approval/ recommendation for revisions thereto, including periodic registration and disclosure statements, publications.</i></li> <li>• <i>Review of specific business or operating plans (e.g. CAPEX, OPEX,) regarding significant investments, acquisition or disposal of assets.</i></li> <li>• <i>Authorization or approval, subject to limits imposed by the Board, extend loans to corporations or individuals, enter or terminate partnership, joint venture or any other business dealing, sell or dispose acquired and/or fixed bank properties.</i></li> <li>• <i>Evaluation and recommendation to the Board of policies and/or actions where the amount involved exceeded the limit imposed.</i></li> <li>• <i>Approval of any and all major policy and strategic actions to be undertaken by management beyond the authorities established for management.</i></li> <li>• <i>Approval of credits and setting of authorization limits thereof.</i></li> </ul>	
<i>Audit Audit</i>	<ul style="list-style-type: none"> <li>• <i>Reviewed and approved the 2014 Audit Plan &amp; Budget and related status updates.</i></li> <li>• <i>Approved Audit Policy, Audit Charter and Core Audit Manual updates</i></li> <li>• <i>Assessed 2013 Audit Performance</i></li> </ul>	<i>Oversight over the Audit Function</i>
	<ul style="list-style-type: none"> <li>• <i>Reviewed and approved updates to the Audit Committee Charter</i></li> <li>• <i>Reviewed the 2013 Audited Financial Statements</i></li> <li>• <i>Reviewed the ongoing audit of the 2014 Financial Statements</i></li> <li>• <i>Performed 2013 Self-Assessment</i></li> <li>• <i>Reviewed the 2013 BSP Final Report of Examination</i></li> <li>• <i>Reviewed the 2014 BSP Advance Findings and Bank's Replies</i></li> <li>• <i>Reviewed the Early Adoption of PFRS 9</i></li> </ul>	<i>Regulatory and/or leading practices</i>
	<ul style="list-style-type: none"> <li>• <i>Various instructions and directives</i></li> </ul>	<i>These relate to risk management, policy, training, business continuity &amp; disaster recovery, human resource, process improvement, accounting &amp; reconciliation, legal, taxes, regulatory, compliance, financial reporting, operational, security and business issues.</i>
	<ul style="list-style-type: none"> <li>• <i>Reviewed Credit Review, Business Center, Head Office and Information Systems audit reports and the results of special investigations/incident reports (if any)</i></li> </ul>	<i>Operational and ethical</i>
	<ul style="list-style-type: none"> <li>• <i>Reviewed outstanding internal audit issues, comparative audit ratings, ratings profiles and common risk issues</i></li> </ul>	<i>Risk management and operational</i>
	<ul style="list-style-type: none"> <li>• <i>Reviewed and approved the 2014 Audit Plan &amp; Budget and related status updates.</i></li> <li>• <i>Approved Audit Policy, Audit Charter and Core Audit Manual updates</i></li> <li>• <i>Assessed 2013 Audit Performance</i></li> </ul>	<i>Oversight over the Audit Function</i>
<i>Nomination</i>	<ul style="list-style-type: none"> <li>• <i>Review of qualifications &amp; confirmation of appointment and promotions of senior officers</i></li> </ul>	<i>Qualifications/disqualifications of senior officers</i>
<i>Remuneration</i>	<ul style="list-style-type: none"> <li>• <i>Review of qualifications &amp; confirmation of</i></li> </ul>	<i>Qualifications/disqualifications of senior</i>

	<i>appointment of senior officers</i>	<i>officers</i>
<i>Risk Oversight</i>	<ul style="list-style-type: none"> <li>•Review the Bank's Risk Management Structure</li> <li>•Oversee and confirm significant activities of the Enterprise Risk Management/ICAAP Group</li> <li>•Review and Update of Policies and Procedures</li> <li>•Analysis and confirmation of results of reviews or assessments made by RMG and other units</li> </ul>	<ul style="list-style-type: none"> <li>• Commented and approved the revisions made on the Risk Oversight Committee (ROC) and Enterprise Risk Management Group (ERMG) Charters based on ERMG's annual review to align them with pertinent BSP circulars and memorandums.</li> <li>• Evaluated, commented and approved the revisions to the Market &amp; Liquidity Risk Management Policy &amp; Process covering Maximum Cumulative Outflow (MCO); Liquidity Funding Concentration; Value-at-Risk Policy; Interest Rate Risk Management and Market &amp; Liquidity Risk Assessment Matrix.</li> <li>• Evaluated, commented and approved the 2015 Trust &amp; Wealth Management Group (TWMG) Internal Risk Limits and the 2015 key risk indicators of the Trust and Wealth Management business.</li> <li>• Evaluated, commented and endorsed for approval of the Board the Updated Bankwide Business Continuity Plan.</li> <li>• Evaluated, commented and noted the risk profile of the Bank's system and applications as of June 30, 2014.</li> <li>• Evaluated, commented and endorsed for approval of the Board the Holistic Risk Appetite levels for 2015.</li> <li>• Evaluated, commented and approved the VaR policy and process revisions.</li> <li>• Evaluated, commented and approved the amendments to delegated limits and updating of person-specific delegated authorities for Consumer Lending.</li> <li>• Evaluated, commented &amp; upheld the periodic credit risk management assessment reports.</li> <li>• Evaluated, commented &amp; upheld the periodic Trust Risk assessment/Dashboard report.</li> <li>• Evaluated, commented &amp; upheld the periodic reports on Internal Operational Loss Database.</li> <li>• Evaluated, commented &amp; noted the reports on the results of the T24 Parameter review.</li> <li>• Evaluated, commented &amp; upheld the periodic Information System Risk assessment/Dashboard reports.</li> <li>• Evaluated, commented &amp; upheld the periodic Market Risk assessment reports.</li> <li>• Evaluated, commented &amp; upheld the results of the Enterprise Risk Management Group's Risk Control Self-Assessment report as of June 2014.</li> <li>• Evaluated, commented &amp; upheld the periodic reports of the Bank's Legal Cases Profile.</li> </ul>

		<ul style="list-style-type: none"> <li>• <i>Evaluated, commented &amp; upheld the ATM Unit update in line with the BSP proposed specific controls to mitigate exposure from ATM skimming attacks (as indicated in BSP Memorandum No. M-2014-040).</i></li> <li>• <i>Evaluated, commented &amp; noted the periodic status updates on outstanding issues on the core banking system (T24) migration.</i></li> <li>• <i>Evaluated, commented and approved the policy on classification and provisioning of Consumer Loans.</i></li> <li>• <i>Evaluated, commented &amp; upheld the results of impairment testing of the Bank's Unquoted Debt Securities Classified as Loans.</i></li> <li>• <i>Evaluated, commented &amp; noted the presentation of the Moody's Credit Rating System.</i></li> <li>• <i>Evaluated, commented &amp; upheld the periodic reports of the Bank's Profile of Complaints.</i></li> <li>• <i>Evaluated, commented and approved the policy on approval matrix on fraud related losses.</i></li> <li>• <i>Evaluated, commented &amp; noted the presentation of the Moody's Credit Rating System.</i></li> <li>• <i>Evaluated, commented &amp; upheld the periodic reports of the Bank's Profile of Complaints.</i></li> <li>• <i>Evaluated, commented and approved the policy on approval matrix on fraud related losses.</i></li> <li>• <i>Evaluated, commented and approved the updated Operations Committee (OPCOM) Charter and Policies &amp; Procedures Manual.</i></li> <li>• <i>Evaluated, commented and approved the policy on Approving Authorities and Approval Limits for Treasury Operations and Cash Management 37 Services.</i></li> <li>• <i>Evaluated, commented &amp; upheld the minutes of the ICAAP Steering Committee Reports.</i></li> <li>• <i>Evaluated, commented &amp; upheld the periodic Liquidity Risk assessment reports.</i></li> <li>• <i>Evaluated, commented &amp; noted the CFO's presentation on the Financial Asset Classification and highlights of the Business Model under PFRS 9.</i></li> <li>• <i>Approved the timeline for the regularization of risk related policies based on the recommended priority level.</i></li> <li>• <i>Evaluated, commented and approved the amendments to the Risk Management Guidelines for Trust and Other Fiduciary Business and Investment Management Activities</i></li> <li>• <i>Evaluated, commented and approved the</i></li> </ul>
--	--	--

		<p><i>alignment of credit limits of the Enterprise Banking Group (EBG) head and division/region heads with their counterparts in Credit Management Group (CMG), the adjustments in the proposing and approving limits of ranking officers, updating of designations to align with the existing Table of Organization, and revisions on various provisions in the policy on Commercial Lending.</i></p> <ul style="list-style-type: none"> <li>• <i>Evaluated, commented &amp; noted the Chief Information Security Officer’s report on the result of the external vulnerability assessment and the new guidelines on data classification and handling.</i></li> <li>• <i>Evaluated, commented &amp; upheld the periodic ICAAP monitoring reports.</i></li> <li>• <i>Evaluated, commented &amp; noted the Financial Risk Assessment of PFRS 9 – Phase 1. The report provides the financial risk-based assessment to the Bank’s adoption of PFRS 9 highlighting only the Phase 1 “Classification &amp; Measurement Standard” among the 3 phases of the said accounting standard.</i></li> <li>• <i>Evaluated, commented and approved 38 the amended policies on Condonation of Penalty/Interest approval authority and limits of Convenience Segment Head, Rewrite Requirements and Top-Up Program RAC , Verification and Documentation Requirements.</i></li> <li>• <i>Evaluated, commented and approved the amended policies on Classification and Managing Large Exposures and Credit Risk Concentrations, revisions in the industry classification of the Bank by adopting the 2009 Philippine Standard Industry Classification (PSIC) and replacing the previous 1994 PSIC deletion of several provisions particularly on submission of sensitivity analysis, proper disclosure of Exit Industries, and updating of Listing of Industry Prospects.</i></li> <li>• <i>Evaluated, commented and approved the policy on Parameter Change Control covering all parameter changes initiated to: resolve a processing problem; enhance operational performance of an existing system, new functions or form; upgrades for acquired or in-house developed system or application; acquisition and maintenance of I.T. systems or resources; and set-up or changes related to development of new products or services.</i></li> <li>• <i>Evaluated, commented &amp; upheld the periodic ICAAP monitoring reports on the Eight (8) Components of the Holistic Risk Appetite.</i></li> <li>• <i>Evaluated, commented &amp; upheld the</i></li> </ul>
--	--	--

		<p><i>periodic Loan impairment assessment report.</i></p> <ul style="list-style-type: none"> <li>• <i>Evaluated, commented &amp; upheld the periodic Stress-Test result of Trust and Wealth Management portfolio.</i></li> <li>• <i>Evaluated, commented and approved the policy revisions to the Liquidity Risk Management Process.</i></li> <li>• <i>Evaluated, commented and approved the policy revisions to the Liquidity Gap report cash flow assumptions.<sup>39</sup></i></li> <li>• <i>Evaluated, commented and approved revisions made to Credit Policies (CP) of the Bank on Credit Approval Process (CP#2), Transaction Medium - Offering Ticket (CP#4C), and Bills Purchased (CP#19).</i></li> <li>• <i>Evaluated, commented &amp; noted the periodic reports on results of the Uniform Stress Testing for Credit and Market Risks</i></li> <li>• <i>Evaluated, commented and approved revisions made to the policy on Closure of CASA Accounts with Zero Balance.</i></li> <li>• <i>Evaluated, commented and approved revisions made to the existing Liquidity Contingency Funding Plan (LCFP).</i></li> <li>• <i>Evaluated, commented and approved the proposed 2014 Liquidity Risk Limits.</i></li> <li>• <i>Evaluated, commented and approved the revisions to the Operational Losses and Key Risk Indicators Report (OLKRIR) which include the definition of thresholds, general and specific KRIs; establish the Red-Amber-Green (RAG) ratings as basis for escalation triggers and management action; and adopt the Corrective Action Plan (CAP) template as tracking tool for actionable items.</i></li> <li>• <i>Evaluated, commented and approved the amendments to the Risk and Control Self-Assessment (RCSA) Guidelines covering the Risk Dictionary and severity rating specific to the Financial Impact of Operational Losses.</i></li> <li>• <i>Evaluated, commented and approved the RCSA control validation guidelines.</i></li> <li>• <i>Evaluated, commented and approved the revisions to the Legal Risk Management Manual which contains relevant provisions and internal controls pertaining to Collateral Registration under Legal Documentation.</i></li> <li>• <i>Commented and noted the report on the call-tree testing result.<sup>40</sup></i></li> <li>• <i>Evaluated, commented and upheld the OPCOM approval of the proposed process for the encashment of Manager's Checks (MC) issued by the Cards and Operations Group, representing Personal Loans proceeds, at Branch level eliminating the</i></li> </ul>
--	--	---

		<p>process of having the issuing unit to have these MCs approved first before the Branches can encash.</p> <ul style="list-style-type: none"> <li>• Evaluated, commented and approved the revisions to the General Guidelines on Consumer Loan Financing credit policies covering Non-Targeted Business (High Risk); Use of Documented/Verified Income in Credit Line Setting (Credit Card Program); Amendment on Rewrite and Settlement Program and Approval Process (Granting of Credit Delegation).</li> <li>• Evaluated, commented and approved the policy on Segregation and Limitation of Functions of Trading Participants in accordance with the checklist requirement of SEC in applying for a Broker Dealer license.</li> <li>• Commented and noted the report on the risk profiles of Human Resource Group, Corporate Security, Operations Group, Cards and Loans Operations Group, Bank Properties Sales and Leases Group and Client Engagement Group.</li> <li>• Evaluated, commented and approved the policy on Delegated Approving Authorities for Treasury Segment.</li> <li>• Evaluated, commented and approved the amendments made to Credit Policy#2 to include the Credit Management Group (CMG) head as part of the approving authority for consumer loans.</li> <li>• Evaluated, commented and approved the amendments made to Market &amp; Liquidity Risk process policy on Counterparty Credit Risk Earmarking and revisions on policy on Backtesting of the VAR Model.</li> <li>• Commented and noted ERMG's impact assessment report on PBCom's compliance with the BASEL 41 3 standards on its Capital Ratios, Asset Quality</li> <li>• Commented and noted the report on the risk profiles of Premises, Logistics and Supply Chain Management Group and Legal Services Group.</li> <li>• Commented and noted the progress update on the resolution of issues raised in the 2013 BSP Advance Findings of Enterprise Risk Management/ICAAP Group.</li> <li>• Evaluated, commented and approved the revised policies and processes for market and liquidity risk management covering a) Value-atRisk (VAR): basis for Peso &amp; Dollar Bonds inventory at deal date instead of Settlement date; Dollar denominated debt securities and FX Position will be expressed in PHP to consider the risk factors for the exchange rate between the domestic currency (PHP) against foreign</li> </ul>
--	--	---

		<p>currencies (USD and Third currencies); Inclusion of Parametric VAR definition; Course of action in the event the Board-approved VaR Limit will be exceeded; Responsibility and frequency of VaR measurement, monitoring and reporting</p> <p>b) Interest Rate Risk Management: Repricing assumptions used for Balance Sheet accounts and interest sensitivity to include assumption of <math>\pm 300, 400,</math> and <math>500</math> bps interest rate movement for Earnings-at-Risk (EaR) and <math>\pm 300</math> and <math>500</math> bps for Economic Value of Equity (EVE).</p> <ul style="list-style-type: none"> <li>• Evaluated, commented and approved the policy on Debt Securities Price Sensitivity Testing.</li> <li>• Evaluated, commented and approved the revisions on the Bank's business continuity planning process covering PPM on BCP General Guidelines; BCP Testing Program; New Call Tree Guidelines.</li> <li>• Evaluated, commented and approved the proposed amendments on Credit Policy #s 2, 4-C, 4-D and 42 to include in the delegation of authority that of the GM of Baguio Business Center, and that the proposed limits are 42 subject for approval of the Executive Committee (ExCom) and the Offering Ticket Template, to reflect a more appropriate job title for the "risk specialist" function.</li> <li>• Evaluated, commented and approved the revised Information Security Group Key Risk Indicators.</li> <li>• Evaluated, commented and approved the minutes of the ICAAP Steering Committee meeting dtd 12/12/13.</li> <li>• Evaluated, commented and approved the Bank-wide Risk Profile.</li> <li>• Evaluated, commented and approved the 2014 ICAAP Document.</li> <li>• Evaluated, commented and approved the 2014 Information Security Plan</li> </ul>
--	--	--

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	None.	None.
Audit	Quality Assurance and Improvement Program for 2014/2015	To validate the Audit Function's effectiveness in evaluating the Bank's governance, risk management and control processes.
Nomination *	Conduct evaluation of directors, board and board committees	To align with best practice
Remuneration *	Review benefits and salary of officer	To align with industry

Risk Oversight	Develop the appropriate tools, templates and guidelines in implementing on enhanced ERM process	Enterprise Risk Management (ERM)
----------------	---	----------------------------------

*\*Nomination and Remuneration is a sub-committee of the Governance Committee*

## F. RISK MANAGEMENT SYSTEM

### 1) Disclose the following:

#### (a) Overall risk management philosophy of the company;

*PBCom recognizes that enterprise risk management is fundamental for its safe and sound operation and sustainable growth. It ensures business success through balanced risk and reward, operational excellence and conformance to the highest ethical standards and regulatory requirements.*

*Enterprise Risk Management in the bank is aligned to its business objectives and strategies. It operates at all levels and in all units of the bank that continually manage risk in an environment fostered by an appropriate governance structure, a strong “control culture” and a proactive process of identification, understanding, assessment and mitigation of all its material risks.*

#### (b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

*Overseeing the bankwide implementation of the risk management process and ensuring compliance with defined risk parameters is the Risk Oversight Committee (ROC). It is composed of members of the Board of Directors who possess adequate knowledge of the Bank’s risk exposures. Directly reporting to the ROC is the Enterprise Risk Management Group (ERMG), a 43 distinct and independent unit in the bank whose responsibility is to enable the risk management process in the areas of Treasury, Credit, Operations, Trust and Information Security, and to develop and continually update the bank’s risk management system.*

*The PBCOM Risk Oversight Committee charter mandates the review and revision of the risk management plan as needed to ensure its continued relevance, comprehensiveness and effectiveness. The charter also requires the ROC to assess the performance of the Chief Risk Officer (CRO) and the Enterprise Risk Management Group on an annual Basis.*

*ERMG received a composite rating of “Strong” in the latest (2013) Risk Oversight Committee assessment of ERMG’s oversight of the management of risks inherent in the Bank’s activities. A rating of “Strong” signifies that ERMG’s mandate, organization structure, resources, methodologies and practices meet or exceed what is considered necessary, given the nature, scope, complexity and risk profile of the Bank and that it has consistently demonstrated highly effective performance, superior to generally accepted risk management practices*

#### (c) Period covered by the review; 2014

#### (d) How often the risk management system is reviewed and the directors’ criteria for assessing its effectiveness; and

*The PBCOM Risk Oversight Committee charter mandates the review and revision of the risk management plan as needed to ensure its continued relevance, comprehensiveness and effectiveness. The charter also requires the ROC to assess the performance of the Chief Risk Officer (CRO) and the Risk Management Group on an annual basis.*

*PBCOM’s Risk Management Function Assessment Survey is an annual evaluation made by the members of the Risk Oversight Committee (ROC) to assess the effectiveness with which the Enterprise Risk Management Group (ERMG) demonstrates its ability to support the Bank’s risk mission of developing risk awareness and a risk/return consciousness in order to protect deposits, preserve capital and ensure adequate return on capital. The ROC rates the Group in the areas of carrying out its mandate, its organizational structure, resources, methodologies and practices; and the manner of reporting its assessments and recommendations.*

#### (e) Where no review was conducted during the year, an explanation why not. *Not applicable*

### 2) Risk Policy

#### (a) Company

Give a general description of the company’s risk management policy, setting out and assessing the risk/s covered by the

system (ranked according to priority), along with the objective behind the policy for each kind of risk:

#### RISK ASSESSMENT AND PRIORITIZATION POLICY

All units across the Bank should account for, quantify and assess the risks it takes through a risk assessment process at least annually. Each division or segment of the Bank shall update its Risk Profile when an emerging risk surfaces in conjunction with their business planning process; when there are new products, services or processes; and if new or emerging risks are identified. Hence, everyone has a responsibility to continually apply the risk management process when making business decisions and when conducting day-to-day management of the business.

#### OBJECTIVES

The Risk Assessment and Prioritization Process aims to:

- Ensure that risks are understood;
- Ensure that each unit of the Bank fully identifies and effectively manages its risks that is consistent with the Banks's risk appetite;
- Have a complete list of assessed risks (i.e. risk universe) and related information and provide aid for informed decisions in strategic and operational objectives;
- Provide a standard approach and risk assessment criteria across the Bank in identifying and measuring risks;
- Monitor and review risk levels to ensure that risk exposure remain within an acceptable level.

The process involves a series of ratings using a numeric system with qualitative equivalents after identifying the risk events. In summary, the rating process for each negative event entails:

RISK IDENTIFICATION	1. Enumerating risk events and identifying their causes and consequences
INHERENT RISK LEVEL	2. Rating its Probability 3. Rating its Severity along its impact areas 4. Using the highest severity impact rate as its Severity Rating 5. Using the Probability and Severity ratings to get the Inherent Risk Level 6. Identifying the qualitative value of the Inherent Risk Level and its matching quantitative value
EXISTING CONTROL LEVEL	7. Rating its Existing Control level
RESIDUAL RISK LEVEL	8. Using the Inherent Risk Level quantitative value and the Existing Control Level to get the Residual Risk 9. Identifying the Residual Risk qualitative value

Risk aggregation is a process of grouping correlated or similar identified negative events of all business units (i.e. an enterprise-wide scale), in order to obtain the Top Key Residual Risks of the Bank. It provides current risk information and an overall status of risks relevant to the management of the business, as of a certain cut-off date. Risk Names with High or Moderate Residual Risks items shall comprise the Top Key Residual Risks of the Bank.

The Top Key Residual Risks of the Bank are as follows:

Risk Exposure	Risk Management Policy	Objective
Operational Risk on: Deficiencies in Policies & Procedures	<p style="text-align: center;"><u>Action Plan</u></p> <ul style="list-style-type: none"> <li>• Policy updating &amp; enforcement for both procedure and products</li> <li>• Operational incident escalation process</li> <li>• Regular refresher training</li> <li>• Document Service Level Agreement for interdependencies between units.</li> <li>• Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>	<p style="text-align: center;"><u>Risk Treatment</u></p> <p>Risk Avoidance and Risk Reduction</p>
Operational Risk on: Errors in Transaction Processing	<ul style="list-style-type: none"> <li>• Adherence to policies &amp; procedures</li> <li>• Improve and standardize business processes including timely report generation</li> <li>• Communication of policy and process changes</li> <li>• Resolution of any reported system issues</li> </ul>	Risk Reduction

	<ul style="list-style-type: none"> <li>• Performance metrics for accuracy in processing</li> <li>• Enforce internal controls e.g. Maker-Checker</li> <li>• Training and refresher seminars</li> <li>• Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>	
<i>Operational Risk on: Non-conformance to other external regulations or ethical standards</i>	<ul style="list-style-type: none"> <li>• Monitor new circulars or regulations</li> <li>• Ensure dissemination of regulatory policies and procedures</li> <li>• Trainings to secure updates on recent developments in regulations</li> <li>• Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>	Risk Reduction
<i>Operational Risk on: Potential losses from dependability or readiness of hardware, software or utilities to provide regular service or continuous operation in contingencies</i>	<ul style="list-style-type: none"> <li>• Timely reporting of issues affective systems</li> <li>• Coordination between units on resolution of system issues</li> <li>• Upgrade or replacement of systems</li> <li>• Periodic system maintenance</li> <li>• Ensure presence of Business Continuity Plan (BCP)</li> <li>• Update BCP for e.g. emerging risks</li> <li>• Data back-up</li> <li>• Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>	Risk Reduction
<i>Operational Risk on: Errors or deficiencies in processing of transactions on the validity, propriety or absence of authorizations</i>	<ul style="list-style-type: none"> <li>• Improvement of Maker-Checker procedures</li> <li>• Monitor and regularize policy deviations</li> <li>• Embed controls in the system</li> <li>• Enhance or update system of limits and authorizations</li> <li>• Ensure compliance to existing procedures</li> <li>• Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>	Risk Reduction

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

None

Risk Exposure	Risk Management Policy	Objective

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

*Because of the Financial Assistance Agreement, there is no risk that Minority Shareholders will not be represented in the Board of Directors.*

Risk to Minority Shareholders

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
<u>Operational Risk on:</u> Deficiencies in Policies & Procedures	<ul style="list-style-type: none"> <li>Residual Risk Rating through Inherent Risk Rating and Control Assessment</li> <li>Reporting, recording and escalation through related Incident Reports, Loss Database, Operational Losses &amp; Key Risk Indicators Report, and Reports on Crimes and Losses</li> </ul>	<p style="text-align: center;"><u>Action Plan</u></p> <ul style="list-style-type: none"> <li>Policy updating &amp; enforcement for both procedure and products</li> <li>Operationalize incident escalation process</li> <li>Regular refresher training</li> <li>Document Service Level Agreements for interdependencies between units</li> <li>Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>
<u>Operational Risk on:</u> Errors in Transaction Processing	<ul style="list-style-type: none"> <li>Residual Risk Rating through Inherent Risk Rating and Control Assessment</li> <li>Reporting, recording and escalation through related Incident Reports, Loss Database, Operational Losses &amp; Key Risk Indicators Report, and Reports on Crimes and Losses</li> </ul>	<ul style="list-style-type: none"> <li>Adherence to policies &amp; procedures</li> <li>Improve and standardize business processes including timely report generation</li> <li>Communication of policy and process changes</li> <li>Resolution of any reported system issue</li> <li>Performance metrics for accuracy in processing</li> <li>Enforce internal controls e.g. Maker-Checker</li> <li>Training and refresher seminars</li> <li>Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>
<u>Operational Risk on:</u> Non-conformance to other external regulations or ethical standards	<ul style="list-style-type: none"> <li>Residual Risk Rating through Inherent Risk Rating and Control Assessment</li> <li>Reporting, recording and escalation through related Incident Reports, Loss Database, Operational Losses &amp; Key Risk Indicators Report, and Reports on Crimes and Losses</li> </ul>	<ul style="list-style-type: none"> <li>Monitor new circulars or regulations</li> <li>Ensure dissemination of regulatory policies and procedures</li> <li>Trainings to secure updates on recent developments in regulations</li> <li>Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>
<u>Operational Risk on:</u> Potential losses from dependability or readiness of hardware, software or utilities to provide regular service or continuous operation in contingencies	<ul style="list-style-type: none"> <li>Residual Risk Rating through Inherent Risk Rating and Control Assessment</li> <li>Reporting, recording and escalation through related Incident Reports, Loss Database, Operational Losses &amp; Key Risk Indicators Report, Technology Risk Indicators Report and Reports on Crimes and Losses</li> </ul>	<ul style="list-style-type: none"> <li>Timely reporting of issues affective systems</li> <li>Coordination between units on resolution of system issues</li> <li>Upgrade or replacement of systems</li> <li>Periodic system maintenance</li> <li>Ensure presence of Business Continuity Plan(BCP)</li> <li>Update BCP for e.g. emerging risk</li> <li>Data back-up</li> <li>Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>
<u>Operational Risk on:</u> Errors or deficiencies in processing of transactions on the validity, propriety or absence of authorizations	<ul style="list-style-type: none"> <li>Residual Risk Rating through Inherent Risk Rating and Control Assessment</li> <li>Reporting, recording and escalation through related Incident Reports, Loss Database, Operational Losses &amp; Key Risk Indicators Report, and Reports on Crimes and Losses</li> </ul>	<ul style="list-style-type: none"> <li>Improvement of Maker-Checker procedures</li> <li>Monitor and regularize policy deviations</li> <li>Embed controls in the system</li> <li>Enhance or update system of limits and authorizations</li> <li>Ensure compliance to existing procedures</li> <li>Reporting/Disclosure through: Incident Reports, Monthly report of units on losses and risk indicators; Internal Audit Reports</li> </ul>

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

N/A

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
<i>Board of Directors</i>	<i>Policy approval and accountability</i>	<p>Accountable for all risk-taking within the Bank; Establish and maintain a sound risk management system through:</p> <ul style="list-style-type: none"> <li>• Policy Structure &amp; Risk Management Framework</li> <li>• Setting Limits</li> <li>• Measuring Exposures</li> <li>• Decision-making</li> <li>• Implementation</li> <li>• Oversight</li> </ul>
<i>Risk Oversight Committee</i>	<i>Creation and oversight of corporate risk policy</i>	<ul style="list-style-type: none"> <li>• Review and recommend for approval of the Board: <ul style="list-style-type: none"> <li>• Corporate policies and guidelines for risk measurement, management and, accurate and timely reporting.</li> <li>• A system of risk limits</li> </ul> </li> <li>• Evaluate risk magnitude, direction and distribution</li> <li>• Ensure that business units provide for ongoing review and validation of the adequacy and soundness of policies and practices.</li> <li>• Create and promote a risk culture</li> </ul>
<i>Enterprise Risk Management Group</i>	<i>Review risk management policy</i>	<ul style="list-style-type: none"> <li>• Identify, analyze and measure risks</li> <li>• Recommend control policies and procedures</li> <li>• Establish standards to monitor and report compliance with limits.</li> <li>• Analyze exposures and recommend limits and enhancements to the risk limit structure to the Risk Oversight Committee.</li> </ul>
<i>Operations Committee</i>	<i>Policy-making and review for the Bank</i>	<p>Standardize operating procedures:</p> <ul style="list-style-type: none"> <li>• Establish policies &amp; procedures for uniform implementation</li> <li>• Review processes and identify areas for improvement</li> <li>• Require units to issue guidelines vis-à-vis their functions</li> </ul>
<i>Trust Committee</i>	<i>Policy-making and review for the Trust Group</i>	<ul style="list-style-type: none"> <li>• The maintenance of necessary controls and measures to protect assets under his custody and held in trust or other fiduciary capacity</li> </ul>
<i>Internal Audit Group</i>	<i>Validation of controls</i>	<ul style="list-style-type: none"> <li>• Periodic testing of adequacy and effectiveness of internal control system</li> </ul>
<i>Compliance Group</i>	<ul style="list-style-type: none"> <li>• Disseminate information on new/amended/revise circulars/laws/regulations from different regulatory agencies to all staff/officers and directors</li> <li>• Review bank's policy on Corporate Governance, Compliance and Anti-Money Laundering</li> </ul>	<ul style="list-style-type: none"> <li>• Identify, assess, monitor compliance risk</li> <li>• Identify at an early stage the risk associated with regulations which could harm the Bank's reputation, to avert such risk as far as possible and to guarantee the Bank's irreproachable business conduct</li> <li>• Identify and mitigate business risks which may erode the franchise value of the bank</li> <li>• Provides assistance and support for compliance activities</li> <li>• Report to senior management and the Board and/or Board Committees on any irregularities or breaches of laws, rules and standards</li> <li>• Oversee overall compliance to laws and regulations, corporate governance and anti-money-laundering of the Bank</li> <li>• Issue internal directives and ensure appropriate training of employees in areas of Compliance, Corporate Governance and</li> </ul>

		<p><i>Anti-Money Laundering</i></p> <ul style="list-style-type: none"> <li>• <i>Monitor developments for best practices in the banking industry and ensures that related Compliance Manual, Governance Manual and Money Laundering Prevention Program are updated accordingly</i></li> <li>• <i>Conduct independent validation of compliance testing plan</i></li> </ul>
--	--	--

**G. INTERNAL AUDIT AND CONTROL**

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

(a) Explain how the internal control system is defined for the company;

*Management is charged with the responsibility for establishing a network of processes with the objective of controlling the operations of the Bank in a manner which provides the Board of Directors' reasonable assurance regarding the achievement of objectives. The Board approves the policy and likewise renders oversight on the effectiveness while management implements.*

(b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;

*Such statement is found in the Bank's 2014 Annual Report wherein the Audit Committee assists the Board of Directors in fulfilling its statutory and fiduciary responsibilities with respect to internal control among others.*

(c) Period covered by the review;

*Annual*

(d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and

1. *Annual.*

2. *Criteria for assessing the effectiveness of the internal control system.*

- *Data and information published either internally or externally is accurate, reliable, and timely.*
- *The actions of Directors, Officers, and Employees are in compliance with the Bank's policies, standards, plans and procedures, and all relevant laws and regulations.*
- *The Bank's resources (including its people, systems, data/information bases, and customer goodwill) are adequately protected.*
- *Resources are acquired economically and employed profitably; quality business processes and continuous improvement are emphasized.*
- *The Bank's plans, programs, goals, and objectives are achieved.*

(e) Where no review was conducted during the year, an explanation why not.

*Not applicable.*

2) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/ Auditing Firm	Reporting process
------	-------	--	---	-------------------

<p><i>Internal Audit is an independent appraisal function that examines and evaluates bank activities as a service to management and the Board of Directors. The mission of Internal Audit is to support officers and staff of the bank in the effective discharge of their responsibilities. To this end, Internal Audit will furnish them with analyses, recommendations, counsel and information concerning the activities examined.</i></p>	<p><i>Internal Audit's coverage and service extends to all Business and operating units of the bank as well as to its subsidiaries.</i></p>	<p><i>In-house</i></p>	<p><i>Jeruel N. Lobien, MBA, CPA, CIA, CFSA</i></p>	<p><i>A written report is prepared and issued by the Chief Audit Executive following the conclusion of each audit engagement. Copies of the reports are provided to appropriate parties. Concerned management receiving the report is responsible for ensuring that progress is made toward correcting any unsatisfactory conditions. Internal Audit is responsible for determining whether the action taken is adequate to resolve the audit findings. If the action is not adequate, Internal Audit will inform Bank Management of the potential risk and exposure in allowing the unsatisfactory condition to continue.</i></p>
---	---	------------------------	---	--

- (b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee? Yes
- (c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?
- **Reporting Relationship.** *The Internal Audit Group reports operationally to the Board's Audit Committee with a dotted line reporting to the President and Chief Executive Officer for administrative matters.*
  - **Access.** *Yes. The Chief Audit Executive functionally reports directly to the Board's Audit Committee. The Internal Audit Group has the authority to audit all parts of the Bank and shall have full and complete access to any of the organization's records, physical properties, and personnel relevant to the performance of an audit. This authority is embodied in the Internal Audit Charter and the Bank's By-Laws.*

(d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
Arleen C. Monterey	Transferred to Post-Credit Review

(e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

<b>Progress Against Plans</b>	<i>The 2014 Plan was substantially met.</i>
<b>Issues<sup>6</sup></b>	<i>There were no "Issues" pertaining to compliance matters during audit engagements that arose from adopting different interpretations as defined under this report.</i>
<b>Findings<sup>7</sup></b>	<i>"Findings" were mostly composed of non-conformances manifesting certain lapses that generally points to operations risk.</i>
<b>Examination Trends</b>	<i>The audits generally point toward an emphasis on branches audit given the Bank's expansion through organic growth and acquisitions where significant expenditures have been incurred. As earlier discussed above, "findings" were mostly composed of non-conformances manifesting certain lapses that generally points to operations risk.</i>

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which

<sup>6</sup> "Issues" are compliance matters that arise from adopting different interpretations.

<sup>7</sup> "Findings" are those with concrete basis under the company's policies and rules.

involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings (“examination trends”) based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column “Implementation.”

Policies & Procedures	Implementation
<i>Annual Planning</i>	<i>Implemented</i>
<i>Deviations to the Annual Plan</i>	<i>Implemented</i>
<i>Annual Planning – Monitoring System</i>	<i>Implemented</i>
<i>Engagement Planning</i>	<i>Implemented</i>
<i>Performing and Supervising the Engagement</i>	<i>Implemented</i>
<i>Communicating the Results</i>	<i>Implemented</i>
<i>Monitoring Progress</i>	<i>Implemented</i>
<i>Monitoring Outstanding Audit Exceptions</i>	<i>Implemented</i>
<i>Management’s Acceptance of Risk</i>	<i>Implemented</i>
<i>Understanding Business Risks, Internal Controls, and Governance Processes</i>	<i>Implemented</i>
<i>Working Papers</i>	<i>Implemented</i>
<i>Audit Rating System</i>	<i>Implemented. Revised in 2014</i>
<i>Audit Time and Project Management</i>	<i>Implemented</i>
<i>Code of Conduct in Fieldwork</i>	<i>Implemented</i>
<i>Measuring the Effectiveness of the Audit Process</i>	<i>Implemented</i>
<i>Review of the Audit Group</i>	<i>Implemented</i>
<i>Quality Assurance and Improvement Program</i>	<i>Defined. For implementation in 2015</i>
<i>Control Objectives and Guidelines for IS Audit</i>	<i>Implemented</i>
<i>Audit’s Role in the System Development Lifecycle</i>	<i>Implemented</i>
<i>Personnel</i>	<i>Implemented</i>
<i>Training and Professional Development</i>	<i>Implemented</i>
<i>Performance Evaluation</i>	<i>Implemented</i>
<i>Audit’s Role in the Business Continuity Plan</i>	<i>Defined and periodically tested.</i>
<i>Audit’s Role after a Disaster</i>	<i>Defined and periodically tested.</i>

(g) Mechanism and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company’s shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
<p><b>Internal Audit.</b> <i>The Audit Committee Charter provides that:</i></p> <ul style="list-style-type: none"> <li>• <i>The Committee will ensure that the internal and external auditors act independently from each other and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions.</i></li> <li>• <i>The Committee will establish and identify the reporting line of the Chief Auditor to enable him to properly fulfill his duties and responsibilities. He shall functionally report directly to the Committee. The Committee shall</i></li> </ul>			

<p><i>ensure that, in the performance of the work of the Chief Auditor, he shall be free from interference by outside parties.</i></p> <ul style="list-style-type: none"> <li><i>The Committee will review recommendations of management with respect to the appointment, compensation, and replacement of the Chief Auditor prior to management's taking actions to hire, set compensation or replace the Chief Auditor.</i></li> </ul>			
<p><i>External Audit. The Audit Committee Charter provides that:</i></p> <ul style="list-style-type: none"> <li><i>The Committee has direct responsibility to select and appoint the external auditors... The Committee is responsible for setting the compensation of the external auditors, and the Committee shall periodically review the fees charged by the external auditors for all audit services and permitted audit-related, tax and other services.</i></li> <li><i>The Committee shall appoint, dismiss and re-appoint external auditors based on fair and transparent criteria...</i></li> <li><i>The Committee will ensure that the internal and external auditors act independently from each other...</i></li> <li><i>The Committee will receive from the external auditors written disclosures about their independence and discuss with them any factors that might detract from their independence....</i></li> <li><i>The Committee is responsible for the pre-approval of all audit and permitted non-audit services performed by the external auditors, and the Committee will not engage the external auditors to perform the specific non-audit services prescribed by law or regulation...</i></li> <li><i>The Committee will disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence...</i></li> <li><i>The Committee will prohibit management from hiring as a manager overseeing financial reporting matters of the Bank, any person who was employed by the external auditors and was the lead partner, concurring partner, or any other member of the audit engagement team who provided more than ten hours of audit, review or attest services for the Bank within the one-year period preceding the commencement of the audit of the current year's financial statements.</i></li> </ul>			

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

*Chairman, President & CEO and Chief Compliance Officer*

#### H. ROLE OF STAKEHOLDERS

1) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' welfare	<i>Employees must act fairly and in good faith towards clients while protecting the legitimate interest of the Bank.</i>	<i>Training on Service Fundamentals scheduled beginning April 2014 for all employees of the Bank</i>
Supplier/contract or selection practice	<i>The bank has a Policy on Supplier/Vendor Accreditation and Evaluation. Checklist of documents required for submission of prospective vendors/suppliers.</i>	<i>Site visit/inspection and evaluation is conducted to prospective Suppliers/Vendors. Checking/validation of documents submitted. Required to submit Non-Disclosure Agreement(NDA) before participation in bidding activities. Required to post bonds related to our orders, Conduct Suppliers Forum/Briefing every</i>

		year after the conduct of evaluation for issuance of Certificate of Accreditation.
Environmentally friendly value-chain	<i>none</i>	
Community interaction	<i>The Bank espouses being meaning and relevant to the communities where it is located and serves. The Bank also endeavors fulfill its corporate social responsibility by reaching communities in most need of help that the Bank can provide &amp; sustain.</i>	<i>The Prosperity Segment of the Bank has developed a calendar of interactions with its community and customers in an effort to serve them better. In 2013, PBCOM activated 'PBCOM Moves', in response to those affected by Typhoon Yolanda. Employees and the Corporation collaborated with Organizations on the Ground to deliver meaningful help to the Eastern Visayas communities</i>
Anti-corruption programmes and procedures?	<p><i>Bank's Code of Ethics states that Employees of PBCOM should ensure that their interest do not conflict with the duties which they must perform for the Bank or the duties which the Bank performs for its clients.</i></p> <p><i>Employees should not transact business on behalf of the Bank, with organizations with which they are affiliated with and has direct or indirect financial interest including close friends or relatives.</i></p> <p><i>Employees shall also not be involved in the business of "lending and investing" as well as the buying and selling of foreign exchange. Such acts deprive the Bank of legitimate business and directly competing with the Bank's business.</i></p> <p><i>Employees may not receive gifts, free travel, out-of-the-ordinary entertainment, or anything else of value in exchange for a favorable decision on Bank-related matters.</i></p>	<i>In 2014, the Code of Ethics will be updated, re-circularized, and orientation programs for managers to cascade the latest provisions are scheduled</i>
Safeguarding creditors' rights	<i>none</i>	

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

*Yes. There is a section in the company's website under Corporate Governance which talks about the Bank's Corporate Social Responsibility*

3) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare?

*The Bank maintains a healthcare plan under an HMO for every Bank employee and one nominated dependent. The plan provides out-patient and in-patient benefits in HMO accredited hospitals and clinic up to a maximum benefit limit of P200,000.00 per illness per year.*

*The Bank also complies with Labor Code requirement of providing a medical clinic with part-time physician and full-time nurse for offices with 200 or more employees. The medical clinic maintains and updates the medical records of all Bank employees under its health maintenance and wellness program.*

*The Bank's security program covers the safety and security of people, specifically, employees, customers, clients, and other stakeholders of the Bank. This includes the installation of electronic equipment, such as CCTV, card-activated door access system, biometric time recording systems, etc.*

*The bank also develops and maintains recreational and sports program to promote the physical fitness and development of all employees.*

(b) Show data relating to health, safety and welfare of its employees.

*For the last 5 years, only 3 accidents involving slight injuries were recorded within Bank premises  
 2009 – Slight injury to an employee when ATM glass door broke due to strong typhoon due to glass fragments  
 2011 – Slight foot injury to an employee when her foot got stuck in the ATM glass door.  
 2012 – Employee slipped in the stairwell and suffered facial injuries.*

(c) State the company’s training and development programmes for its employees. Show the data.

*For 2014, below table indicates the In-house training programs which were conducted for PBCom’s employees arranged per training category.*

<b>2014 LEARNING &amp; DEVELOPMENT CALENDAR</b>		
<b>CODE</b>	<b>TRAINING TITLE</b>	<b>DESCRIPTION</b>
<b>REGULATORY TRAININGS</b>		
<i>SigVer &amp; CoDe</i>	<i>Signature Verification and Counterfeit Detection Seminars</i>	<i>SigVer &amp; CoDe is an eleven-hour module conducted by subject matter experts from NBI which aims to:</i> <ul style="list-style-type: none"> <li>• <i>Provide basic training and information to selected employees whose work requires an understanding of the basic principles of signature verification and counterfeit detection</i></li> <li>• <i>Establish a pool of efficient verifiers familiar with signature comparison process and recognition of currency bills (foreign and local) who are able to detect possible fraudulent transactions involving fake signatures/ handwritings and currencies including the different kinds of forgery that may be encountered during regular official transactions</i></li> </ul>
<i>Corp. Gov.</i>	<i>Corporate Governance Course (Directors)</i>	<i>The Corporate Governance Course for Directors is a mandatory requirement for all Directors of the Bank as part of their qualifying requirements of BSP. Senior Officers are also included as this is part of best practice to have Senior Officers aware of and instill Corporate Governance.</i>
<b>ON-BOARDING ORIENTATION</b>		
<i>P-ONE</i>	<i>PBCom Orientation for New Employees</i>	<i>The PBCom Orientation for New Employees or P-ONE has the following general objectives for participants:</i> <ul style="list-style-type: none"> <li>• <i>Acquire the necessary information they need to hit the ground running and work productively</i></li> <li>• <i>Develop critical thinking about their work, which will inspire them to contribute</i></li> </ul>
<i>TA</i>	<i>BCOO: Training Academy</i>	<i>The BCOO Training Academy is a classroom training for newly-hired CRAs and BSAs. It is a 2-week training program conducted by BCOO SQ Trainers, supported by ROMs. The program consists of basic modules on tellering, new accounts, and maintenance functions of branches, business standards and cross-selling. At the end of the program is a commencement exercise where new hires are given a certificate of completion.</i>
<i>CIO</i>	<i>Corporate Image Orientation</i>	<i>"PBCom Corporate Image Orientation (CIO) is an hour program that has the following general objectives for participants:</i> <ul style="list-style-type: none"> <li>• <i>Project and promote the institutional and professional image of the Bank</i></li> <li>• <i>Define the uniform and corporate attire standards"</i></li> </ul>
<i>PBS-ST</i>	<i>PBS: On-boarding Orientation and Sales Training for New Hires</i>	<i>A five-day training program that orient all new hires and employee transferees of Prosperity Banking Segment on the following topics:</i> <ul style="list-style-type: none"> <li>• <i>Business overview of the bank</i></li> <li>• <i>Goals, KRAs, products and services of PBS</i></li> <li>• <i>Functional scope and coordination done with other segments/groups (i.e. Enterprise Banking, SME Banking, Convenience Banking, BCOO)</i></li> <li>• <i>Market Scanning and micro-marketing</i></li> <li>• <i>Prospecting, networking and sales planning</i></li> </ul>
<i>CBS-PLT</i>	<i>CBS: On-boarding Orientation for New Hires (Personal Loan Training)</i>	<i>A ten-day orientation program that allows new hires of Convenience Banking Segment to learn the various products and services of the group (i.e. Personal Loan, House Loan, Auto Loan) through on-the-job training or business center immersion.</i>

EBS-TMA	EBS: On-boarding Orientation for New Hires (Training for Marketing Assistant)	A five to ten-day orientation program of Enterprise Banking Segment for new-hired Marketing Assistant that aims to immerse MAs to different business centers within their region so they can learn and adapt effectively with the functional requirement of their job.
<b>BEHAVIORAL AND MANAGEMENT TRAININGS</b>		
BEST: Compliance	Compliance Group: Building Excellence through Synergy and Teamwork	Compliance BEST is a two-day workshop that aim to deliver the following training outcomes: <ul style="list-style-type: none"> <li>• Alignment of each individual roles to the Top Goals of the group so each member can deliver the set goals effectively and efficiently</li> <li>• Setting of norms that will help each team member become efficient in facilitating meetings and cascading information</li> <li>• Examination of individual and team differences to make relationships better</li> <li>• Development of plans of action for Compliance members to become effective individuals and team.</li> </ul>
BEST: Treasury	Treasury Segment: Building Excellence through Synergy and Teamwork	Treasury BEST is a whole day workshop that aim to deliver the following training outcomes: <ul style="list-style-type: none"> <li>• Alignment of each individual roles to the Top Goals of the group so each member can deliver the set goals effectively and efficiently</li> <li>• Examination of individual and team differences as well as feedback from other units of the bank to make relationships and processes better</li> <li>• Development of plans of action for Treasury members to become effective individuals and team.</li> </ul>
LDP	Leadership Development Program	The objectives of this 33-hour or 3-day Leadership Development Program are to help the participant: <ul style="list-style-type: none"> <li>• Appreciate the new realities and challenges of leadership in today's business enterprise</li> <li>• Enumerate the 7 significant roles a PBCom manager-leader must play to be effective</li> <li>• Get feedback on and gain practice of the prescribed leader behaviors, skills &amp; attitudes underlying each role</li> <li>• Identify areas of personal strength and areas for improvement</li> <li>• Commit to a plan of action to improve oneself as a leader &amp; apply learning back at work</li> </ul>
TDAD LS	TDAD Learning Session: 17 Essential Qualities of A Team Player	A one-hour learning session conducted by HRG-Talent Development and Advancement Division that aims to present a clear analysis of the personal characteristics necessary for becoming an effective team player based on the book titled <i>The 17 Essential Qualities of A Team Player</i> by John C. Maxwell.
SME Teambuilding	SME Banking Teambuilding	A one-day teambuilding or summer outing conducted by SME Banking Segment that aims to discuss marketing sales updates for SME Quarterly Performance Report and continuously form camaraderie among teammates.
ARL	Action Reflection Learning (ARL) Coaching Taster	A two-hour learning session that provide better understanding of ARL Team Coaching. At the end of the session, participants will gain learnings on the following aspects: <ul style="list-style-type: none"> <li>• Business: addressed 1 or 2 current business challenges;</li> <li>• Organization: identified how we can apply what we learned today and how we can learn more;</li> <li>• Team: acquired a few practical ways of better engaging our own team as well as our customers' teams;</li> <li>• Professional: a better understanding of ARL principles and tried out some ARL concepts and tools;</li> <li>• Personal: discovered more about ourselves and our colleagues.</li> </ul>
<b>TECHNICAL/JOB-SPECIFIC TRAININGS</b>		
T C/P	Trade Cash/Payment Workshop	A six-hour training program for Enterprise Banking Segment Unit Heads that will furnish them with the complete budget allocations for 2014 and teach them how to properly accomplish Trade Questionnaire to be used for assessing corporate loans.
CFMT	SME Banking: Cash Flow Management Training	Cash Flow Management Training for Account Officers of the SME Banking Segment is a one day training program that teaches participants to analyze cash flow using bank statements and equip them also to analyze financial statements using financial ratios.

BCIT	BCOO: Business Center Immersion Training	<p>The objectives of branch immersion are as follows:</p> <ul style="list-style-type: none"> <li>• Able for the participants to apply what they've learn to actual day-to-day scenarios in the branch</li> <li>• Evaluate the participants performance to determine their standing for regularization</li> </ul>
CBS Rollout	Convenience Banking Segment: Rollout	<p>The objectives of this one-hour training program are to:</p> <ul style="list-style-type: none"> <li>• Give an overview about Convenience Banking Segment and its Value Proposition to clients</li> <li>• Answer common questions of clients about Consumer Finance products and Cross-sell the same</li> <li>• Properly handle loan application referrals</li> <li>• Enable you to earn additional incentive while helping your clients, friends and PBCOM reach their goals</li> </ul>
TS: BIT	Enterprise Banking Segment (EBS) Trade Seminar: Basics of International Trade	<p>The specific objectives of this one day training program is to provide the participants proper and additional knowledge on International Trade including the following:</p> <ul style="list-style-type: none"> <li>• Risks and Payment Methods including its process flow, basics consideration, preliminary arrangements, modes of settlement;</li> <li>• Familiarity on LC issuance requirements and;</li> <li>• Awareness on UCP 600 and proper trade document examination</li> </ul>
TS: CRL	EBS Trade Seminar: Credit Policy, Remedial and Litigations	<p>This 4-hour training aims to enhance the knowledge of the participants on:</p> <ul style="list-style-type: none"> <li>• Credit Policy which focuses on import LC process and documentation deferral</li> <li>• Updates on Legal trade bulletins and trade litigation learnings</li> </ul>
RCCO	Meet & Greet: Risk, Control & Compliance Officers	<p>The specific objectives of this 4-hour training are to:</p> <ul style="list-style-type: none"> <li>• Facilitate effective risk management and compliance at the Business/Operating Unit level</li> <li>• Oversee the implementation of controls within the Business/Operating Unit to meet all regulatory and internal requirements</li> <li>• Monitor effectiveness of day-to-day controls, and coordinate the timely resolution of risk, compliance and audit issues</li> <li>• Institutionalize Risk ownership within the business units</li> </ul>
FOL	Fine-tuning Our Language	<p>A two-hour learning session which aims to clarify and simplify grammar concerns and sentence construction in English. Further, this workshop aims to help participants:</p> <ul style="list-style-type: none"> <li>• Understand writing principles by analyzing and editing their actual emails, letters, and reports</li> <li>• Learn how to read like a writer by providing essential materials that would enhance their language, reading and listening skills and;</li> <li>• Review grammar and language through active class discussion and exercises</li> </ul>
CTS	Credit Training Session: Securing the Homefront	<p>A two-hour training program designed to develop and equip the participants with the knowledge and awareness to determine and identify areas of possible current fraud trends within their functional responsibilities and respective businesses that can expose the institution to fraud risks, inclusive of financial and reputational risk.</p>
WMT	Wealth Management Training	<p>A comprehensive two-day training program that covers basic economics and investments and trust products and services. At the end of the program, participants undergo a UITF accreditation exam.</p>
ATM Recon	ATM Reconciliation	<p>A four-hour training which aims:</p> <ul style="list-style-type: none"> <li>• To review the ATM Reconciliation process (full cycle)</li> <li>• To understand and be familiar with daily HPS Internal reports such as approved and rejected transactions</li> <li>• To identify valid payables and credit these to Cardholder's account using Debit without expense, Dispense without debit and Cash retracted</li> </ul>
TCAF	BCOO: Training on Common Audit Findings	<p>A four-hour training conducted by BCOO Regional Operations Managers (ROMS) to educate business center personnel on the common audit findings rose in the business centers.</p>
FAS	Fraud Awareness Session	<p>A one and half hour learning session that informs and updates participants on the current fraud and cyber trends or schemes in the Banking institution.</p>
FWS	Financial Wellness Seminar	<p>A one-hour learning session initiated by PBCOM Insurance Services Agency Inc. (PISAI) in cooperation with Pru Life UK that enables participants to acquire</p>

		<i>additional knowledge and awareness on how to be in control of their work-life and financial wellness.</i>
CRT	<i>Credit Refresher Training</i>	<i>A two-hour training that aims to revalidate familiarity of Credit Investigators and Credit Officers on the Auto Loans policy and update them with the recent changes in CP2 and CP45.</i>
PRC-1st Aid	<i>Philippine Red Cross: First Aid Training and Certification</i>	<i>A one-day program aims to equip select bank employees with knowledge, skills and confidence in providing immediate care for another individual who gets injured or unexpectedly becomes ill. The training includes a series of lectures and actual demonstration in administering First Aid for sudden accidents or illnesses.</i>
SME Planning	<i>SME Banking Segment: Budget Planning Session</i>	<i>A eight-hour budget planning session of SME Banking Segment that aims to discuss the Team's 2014 Performance, establish their 2015 Goals and explain further current SME Products.</i>
<b>SYSTEMS TRAININGS</b>		
T-24 Immersion	<i>T-24 Immersion Part 2</i>	<i>This one-day training seeks to:</i> <ul style="list-style-type: none"> <li>• <i>Train the Subject Matter Experts (SMEs) of each branch for new and updated processes that were not covered during the first T24 Immersion</i></li> <li>• <i>Assist the SMEs in practicing the old processes taught during the first T24 Immersion (refresher)</i></li> </ul>
T24-HPS	<i>T-24 Training - HPS</i>	<i>This is a six-day training that seeks to provide users with hands-on exposure to the system for proper use of Powercard for Customer Care</i>
T-24 System Training	<i>T-24 System Training</i>	<i>"The T-24 System Training aims to target the following objectives for participants:</i> <ul style="list-style-type: none"> <li>• <i>Provide a venue to explore T24 functionalities thru practical learning</i></li> <li>• <i>Discover T24 modules and functionalities and be able to relate them to one's day-to-day work activities</i></li> <li>• <i>Be able to write high level test scenarios at the end of each module, which will also be the basis for UAT test cases"</i></li> </ul>
BIR: LBDES	<i>BIR: Local Bank Data Entry System Training</i>	<i>Local Bank Data Entry System (LBDES) is a BIR system, wherein branches encode all collections/tax returns for the day and transmit these to the branch assigned RDO. This 8-hour system navigation training is given to all the current and new users of the system.</i>
DOC	<i>Documentum Training</i>	<i>This is a 4-hour training that discusses the document management software called Documentum which provides management of document content system and a repository that stores all documents.</i>
T-24 Technical	<i>T-24 Technical Walkthrough Sessions</i>	<i>T-24 Walkthrough Session is a 6-day systems training which primarily covers bank's new core operating system. It emphasizes the testing analysis and advancement of all T-24 software applications, including the following software used by respective segments/groups:</i> <ol style="list-style-type: none"> <li>1. <i>Business Center Operation and Revenue Generating Groups: Accounts, Teller, Deposits, Payments, Retail and Corporate Lending</i></li> <li>2. <i>Governance Groups: AML Base 60 – Code</i></li> <li>3. <i>Operation and Technology Group: Interfaces on ATM, Swift &amp; RTGS Philpass, SSS and PCHC</i></li> <li>4. <i>Other systems: FMS, Salary Crediting, BIR Interface</i></li> </ol> <i>The session also intends to lead the bank's T-24 operating system in complying to all its requirements and to monitor possible risks that can affect the institution.</i>
AML B60	<i>AML Base 60 Walkthrough Learning Session</i>	<i>A 2-hour/ 4-hour orientation on the basic functionalities of the AML Base 60 System</i>
ET	<i>Edgeconnect Training</i>	<i>A five-day system training that focuses in learning the functionalities of the EdgeConnect Web Tool. This training primarily instill to participants the proper use of the application which will be a partner tool in operating the T24 system.</i>
TD	<i>T-24 User Training: Time Deposit</i>	<i>A four-hour T-24 UAT that aims to walkthrough business center employees and support groups in the time deposit function of the system.</i>
Sapphire	<i>Sapphire Ticketing System User Training</i>	<i>A nine-day system training on Sapphire Ticketing System that aims to:</i> <ul style="list-style-type: none"> <li>• <i>Introduce to end-users the importance of the paperless ticketing system for service requests raised to ISG</i></li> <li>• <i>Educate end-users on the system procedures and policies that come with the ticketing system when raising service requests to ISG</i></li> </ul>

CBT-UAT	Computer-Based Training: User Acceptance Testing	Computer-Based Training (CBT) is an interactive method of learning that provides a series of self-paced, hands-on, web-based courses. The PCom CBT will offer regulatory, management, supervisory and on-boarding training and development courses that can be effectively learned in this manner. These courses will contain modules for competency enhancement, human resource & culture management and business compliance.
---------	--	--

**For 2014, a total of 1,170 training hours were spent by the bank on its external training programs participated in by 71 Bank officers/employees.**

EXTERNAL TRAININGS/ CERTIFICATIONS/ EXAMINATIONS FOR 2014	TOTAL PAX	TOTAL TRAINING HOURS	SEGMENTS/GROUPS
Effective Project Management Seminar	1	25	Business Center Operations Oversight
1st AML Officers Workshop: Raising the Bar of Anti-Money Laundering (AML) and Combating Terrorist Financing (CTF) Compliance	3	48	Compliance Group
ASEAN Corporate Governance Scorecard Workshop for Publicly Listed Companies	3	54	
BSP Compliance, Trust and Governance Rating Systems	2	15	
Concentration Risk and Related Party Transactions Seminar	1	7	
FATCA Goes Live!	3	22.5	
Free Technical Session on Basic Fraud in Investment Banking	1	3	
Free Technical Session on Fraud Related Compliance	1	0	Credit Management Group
1st National Summit on Cybercrime: "CRIMES WITHOUT BORDERS"	1	18	
Comprehensive Real Estate Appraisal Seminar (CREAS)	1	135	
Credit Analysis Seminar	1	29	
Credit Risk Management	4	30	
Cybercrime Forum	1	3.5	
Fraud Risk Mgmt. and Forensics Technology Seminar	1	15	Enterprise Risk Management Group
30th Financial Modelling Masterclass	1	16	
31st Certified Internal Auditor (CIA) Seminar Series	1	40	
Advanced Credit Risk Management Program	1	7.5	
Advanced Enterprise and Operational Risk Management Program	1	7.5	
Asset Liability Management	2	15	
Concentration Risk and Related Party Transactions Seminar	2	7.5	
Credit Risk Management	2	7.5	
Identifying and Mitigating Risks in Consumer Loans Processes	2	17	
Introduction to Key Risk Indicators (KRI)	1	7.5	
Supervisory Expectation of ICAAP Implementation Seminar	1	7.5	Human Resources Group
4 Disciplines of Execution Overview	2	7	
High Impact Presentation Skills that Matter	1	7	
Identify. Enable. Retain. Optimal Talent Management Solutions (Realizing ROI through Training)	1	4	
Identify. Enable. Retain. Optimal Talent Management Solutions (The Art of Hiring Smart)	1	4	Information Systems Group
Retirement Plan Set-up and Fund Administration Seminar	1	4	
Administering System Center 2012 Configuration Manager Training	1	35	
F5 Application Security Management Training: Configuring BIG-IP ASM v11	2	80	
Fraud Risk Mgt and Forensics Technology Seminar	1	7.5	Internal Audit Group
The Fundamentals of IT Auditing Seminar	1	24	
Identifying and Mitigating Risks in Consumer Loans Processes	2	17	
Lean Six Sigma Tools for Internal Audit Fieldwork	1	17	
How to be an Effective Auditor-in-Charge	1	15	Treasury Segment
2014 Annual Convention (ACI: Surpassing Challenges Together)	6	144	
Market Reading Seminar	1	8	
2014 MART Annual Convention	2	32	
Market Reading Seminar	1	8	
2014 MART Annual Convention	2	32	Operations Group

Treasury: A Front to Back Overview	2	54	
63rd BAP Treasury Certification Program	1	99	Trust and Wealth Management Group
Standardized UITF Training Program	2	22	
Identifying and Mitigating Risks in Consumer Loans Processes	1	8.5	Convenience Banking Segment
<b>TOTAL (EXTERNAL)</b>	<b>71</b>		

**For 2014, a total of 30,790 training hours were spent by the bank on its in-house training programs participated in by 3,516 employees.**

IN-HOUSE TRAININGS FOR 2014	TOTAL PAX	TOTAL # OF HOURS	SEGMENT/ GROUP/ DIVISION
Signature Verification Seminar	184	1,012	Various Segments/Groups
Counterfeit Detection Seminar	155	853	Various Segments/Groups
Corporate Governance Course	55	378	BOD & Senior Officers
P-ONE (PBCom Orientation for New Employees)	222	5,320	Various Segments/Groups
BCOO: Training Academy	114	6,160	BCOO
Corporate Image Orientation	132	132	EBS, O&T
PBS: On-boarding Orientation and Sales Training for New Hires	26	896	Prosperity Banking Segment
CBS: On-boarding Orientation for New Hires (Personal Loan Training)	6	848	Convenience Banking Segment
EBS: On-boarding Orientation for New Hires (Training for MA)	3	120	Enterprise Banking Segment
BEST (Building Excellence through Synergy and Teamwork)	31	379	Compliance Group, Treasury Segment
LDP (Leadership Development Program)	45	1,372	Various Segments/Groups
TDAD Learning Session: 17 Essential Qualities of A Team Player	59	59	Human Resources Group
SME Banking Teambuilding	33	264	SME Banking Segment
Action Reflection Learning (ARL) Coaching Taster	7	14	Human Resources Group
Trade Cash/Payment Workshop	7	42	Enterprise Banking Segment
SME Banking: Cash Flow Management Training	25	200	SME Banking & Treasury Segments
BCOO: Business Center Immersion Training	13	1,776	BCOO
Convenience Banking Segment: Rollout	439	439	Various Segments/Groups
EBS Trade Seminar: Basics of International Trade	91	728	Various Segments/Groups
EBS Trade Seminar: Credit Policy, Remedial and Litigations	74	296	Various Segments/Groups
Meet & Greet: Risk, Control & Compliance Officers	57	200	Various Segments/Groups
Fine-tuning Our Language	24	48	CBS, CMG
Credit Training Session: Securing the Homefront	40	80	Convenience Banking Segment
Wealth Management Training	82	1,050	Various Segments/Groups
ATM Reconciliation	72	288	BCOO
BCOO: Training on Common Audit Findings	254	1,001	BCOO
Fraud Awareness Session	11	17	Prosperity Banking Segment
Financial Wellness Seminar	39	39	Various Segments/Groups
Credit Refresher Training	29	58	Convenience Banking Segment
Philippine Red Cross: First Aid Training and Certification	21	168	Various Segments/Groups
SME Banking Segment: Budget Planning Session	25	200	SME Banking Segment
T-24 Immersion Part 2	92	828	BCOO, PBS
T-24 Training – HPS	139	712	Various Segments/Groups
T-24 System Training	48	306	Various Segments/Groups
BIR: Local Bank Data Entry System Training	58	464	BCOO, ISG
Documentum Training	26	104	BCOO
T-24 Technical Walkthrough Sessions	81	567	Various Segments/Groups
AML Base 60 Walkthrough Learning Session	28	109	Various Segments/Groups
Edgeconnect Training	4	160	Information Systems Group
T-24 User Training: Time Deposit	419	1,676	Various Segments/Groups
Sapphire Ticketing System User Training	230	1,380	Various Segments/Groups
Computer-Based Training: User Acceptance Testing	16	48	Human Resources Group
<b>TOTAL (IN-HOUSE)</b>	<b>3,516</b>		

**The combined Total Training Hours for In-house and External Training Programs is 31,960. Since the closing employee**

**complement for 2014 is 1,544, the average total training hours per employee is 20.69 or 21 hours which is less than the target of 25 hours for the year 2014.**

(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.

*PBCom Compensation philosophy is grounded on 3 basic pillars: External Competitiveness, Internal Equity and Meritocracy. This is the means by which the company promotes excellence, fairness as well as attracts and retains talent. The company periodically undertakes a salary study comparing industry compensation with those of its employees. The salary structure is then set to guide salary administration. The company also administers a performance management system where performance is contracted, monitored and evaluated at the end of a semi-annual period. Overall performance of individuals versus performance contracts is the main basis of each one's eligibility to the merit increase and to what rates. In addition to this reward mechanism, different incentive programs are in place to reward and recognize contributions to the company: achievement of revenue goals, referral of clients, referral of employees and other measurable contributions to the company.*

4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.

*The Bank has an established policy requiring all Bank employees to report any and all instances of internal or external frauds and crimes as well as operational and fidelity losses arising from errors and negligence which may lead to losses for the Bank. Failure to report such incidents will be considered as a breach of duty which may lead to disciplinary action including suspension, dismissal, and prosecution of the officer/employee who is duty-bound to report. Covered by this reporting requirements are operational and/or fidelity losses regardless of whether these may have been paid or reimbursed by the officer/staff concerned.*

*1. All actual and/or potential losses arising from real or suspected fraudulent acts and crimes (whether consummated, frustrated or attempted) committed by any officer or employee of the bank or by third parties, regardless of amount, should be reported. Fraudulent acts shall refer to those acts intended to defraud, misappropriate assets of the Bank or circumvent regulations and internal policies. These shall include but shall not be limited to the following:*

- a. External fraud, forgery, theft, robbery, check kiting, etc.*
- b. Internal fraud such as embezzlement, padding of reimbursable expenses, unauthorized credit to personal account, lapping, temporary borrowing, etc.*
- c. Forgery of checks and other posting media, such as withdrawal slips, credit memos, etc.*
- d. Manipulation of internal records, such as attendance or other personnel records.*

*2. Also required to be reported are actual operational losses amounting to P5,000.00 and above (or its equivalent in foreign currency) arising from deviations from internal policies, unintentional processing errors, or negligence. These shall include but shall not be limited to the following:*

- a. Tellers' / ATM shortages*
- b. Double payment or misposting of remittance / loan proceeds to client's account which are no yet recovered by the Bank*
- c. Loans/advances and other forms of habitual temporary credit accommodation extended to third parties without the corresponding authority.*
- d. Other forms of continuing and/or regular arrangements with third parties which expose the Bank to possible losses (for example, the payment of funds based on verbal or invalid instructions even if subject to regularization after the fact).*
- e. Failure to regularly apply and collect the stipulated rates of interest and commissions/fees.*
- f. Misfeasance or engagement in activities that directly compete with the Bank or conflict with the Bank's interest, such as:*

- buying and selling of foreign currencies for personal benefit;*
- acting as agent for insurance companies, customs/insurance/stock brokerages, bonded warehouses, etc.;*
- receiving commissions or rebates, for one's personal account, on transactions of the bank (such as purchases, service contracts, etc.); and*
- undertaking directly or indirectly lending activities to third parties.*

*3. Reports should be made immediately by the officer/staff upon discovery or knowledge of any potential or actual losses incurred. Delays in reporting should be avoided as this may result in a loss or increased loss to the Bank, facilitate cover-up and render investigation more difficult.*

*4. A drop box, with lock and key, was installed in the branches and Head Office for use by the employees in reporting suspected improprieties, malpractices or fraudulent activities. Should the reporting employee feel that the drop box might not be secure reporting method, the report may be filed directly in any form or in any manner to the Chairman of the Audit Committee.*

Chairman if the audit Committee shall contact appropriate unit to establish the necessary investigation team and procedures

5. The Bank has also a policy that aims to encourage and protect officers and staff in reporting possible improprieties or malpractices to persons or entities that have power to take corrective action. As such, retaliation for filing a good faith report is prohibited by the policy, and is cause for disciplinary action, up to and including termination. The guideline likewise discourages “witch-hunting” and filing of malicious and unwarranted or false information against another employee. Such actions shall be subjected to administrative sanctions pursuant to the Banks Manual of Personnel Policies and Procedures and the Code of Conduct.

## I. DISCLOSURE AND TRANSPARENCY

### 1) Ownership Structure

#### (a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
P.G. Holdings, Inc.	181,080,608	37.67%	Same as record owner
PCD Nominee Corporation	96,918,224	20.17	various
Eric O. Recto	66,529,424	13.84%	Same as record owner
Ralph C. Nubla, Jr.	51,779,374	10.77	Same as record owner
Telengtan Brothers & Sons, Inc.	31,859,844	6.63%	Same as record owner

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Not Applicable			
<b>TOTAL</b>			

At present, no senior officer/s of the Bank has any substantial interest direct or indirect of more than 5%.

### 2) Does the Annual Report disclose the following: **(SEC Form 17A – Annual Report)**

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	No
Number of board of directors/commissioners meetings held during the year	No
Attendance details of each director/commissioner in respect of meetings held	No
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

Those items not disclosed in the Annual Report (SEC 17A) are included in the SEC Form 17-C Manual on Corporate Governance and Annual Report - Audited Financial Statement .

### 3) External Auditor’s fee

Name of auditor	Audit Fee	Non-audit Fee
Sycip, Gorres, Velayo and Co. (2014)	P3,018,400	P1,601,600

### 4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

As a listed company, the Bank submits required disclosures to PSE and SEC such as financial reports and other information relating to material corporate actions and transactions. The bank maintains its website and regularly updates the published information relevant to its business and financial performance.

The Bank also maintain a Public Relations Officer/Company to disseminate information to its target market and stakeholders through print media or internet regarding its latest products, programs or projects with emphasis on the current business direction and strategy.

- 5) Date of release of audited financial report:  
The 2014 Audited Financial Statements were authorized for issue by the Board of Directors of the Bank on March 25,2015.

- 6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	N/A – no analyst & media briefings held
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

- 7) Disclosure of Related Party Transaction (RPT)

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Bank's transactions with related parties include key management personnel, affiliates (i.e. entities which are controlled significantly influenced by or for which significant voting power is held by the Bank or key management personnel or their close family members and retirement plan for the benefit of the Bank's employee). These transactions are made in the ordinary course of business and on substantially same terms with that of other parties.

The Bank's related party transactions below are also presented and discussed in details in Note 27 of the Audited Financial Statements

Related Party	Transaction with the Bank
Post-retirement Plan	Investment made in retirement plan is approved by the Bank's Retirement Board. Interest income from such service and total deposits maintained with the Bank in 2014 amounted P1.61M and P 23,042, respectively while interest expenses paid by the Bank to the deposits was P196,578.
Provident Fund	Outstanding deposit and interest paid by the Bank as of year-end was P5.37M and P0.5M, respectively while trust fees earned from such service amounted to P2.78M.
Key Management Personnel	Senior Management Team constitutes key management personnel for purposes of PAS 24. Short term benefits and post-employment benefits given to SMT in 2014 amounted to P160.2M and P51.9M, respectively. Year-end balance of deposits and interest expenses increased amounted to P623.9M and P7.3M, respectively. Outstanding balance of loans and interest income earned from SMT amounted to P1.781M and P0.1M, respectively.
Affiliates	Year-end balance of deposits and interest expenses incurred by the Bank amounted P11.7M and P0.02M, respectively. Rental income earned for the year is P0.12M.
Subsidiaries	Year-end balance of deposits and interest expenses incurred by the Bank amounted P263.93M and P1.196M, respectively. While interest income on deposit placements by PBCom amounted to P0.05M during the year.
Significant Investors	Year-end balance of deposits and interest expenses incurred by the Bank amounted to P21.897B and P10.08M, respectively. Rental income and expenses during the year amounted to P7.25M and P3.712M.

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

*The transactions with related parties are made in the ordinary course of business, under commercial terms and on an arm's length basis. For DOSRI Loans, the Bank adheres at all times the legal limits prescribed under current BSP regulations. Full disclosures of these transactions were made through reports with the appropriate regulatory agency. As of December 31, 2014, the bank is in compliance with such regulations.*

## J. RIGHTS OF STOCKHOLDERS

### 1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

#### (a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

<b>Quorum Required</b>	<i>No stockholders' meeting shall be competent to decide any matter or transact any business unless a majority of the outstanding capital stock is present or represented thereat, except in cases in which the law requires a larger quorum.</i>
------------------------	---

#### (b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

<b>System Used</b>	<i>Voting is based on the number of shares held.</i>
<b>Description</b>	<i>Voting upon all questions at all meetings of the stockholders shall be by the number shares of stock and not per capita. In the election of Directors cumulative voting shall be allowed. A majority of the votes cast shall decide every question submitted to the shareholders at any meeting, except in cases where the law or the By-laws require the affirmative vote of a greater number.</i>

#### (c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

*The Bank's Manual on Corporate Governance nor its By-laws does not provide any Stockholders' Rights concerning Annual/Special Stockholders' meeting that differ from those laid down in the Corporation Code.*

Stockholders' Rights under The Corporation Code	Stockholders' Rights <b>not</b> in The Corporation Code
<i>Not Applicable</i>	

Dividends

Declaration Date	Record Date	Payment Date
<i>Not Applicable</i>		

*Note : The Bank has not declared any stock or cash dividend for the past three (3) years.*

#### (d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
<i>Sending of notice of stockholders' meeting and information statement</i>	<i>Disclosures to the PSE and SEC; The information statement is mailed to the addresses of the stockholders' recorded in the books of the Corporation. They are given the option to contact the Bank, thru the Office of the Corporate Secretary.</i>
<i>Open Forum during the stockholders' meeting</i>	<i>During all stockholders' meeting, all stockholders present are given the right to object to or oppose to any proposed action to be voted upon. All stockholders present are also invited to ask questions to the board of directors and management during the meeting. All questions will be answered by the board and management.</i>

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
- Amendments to the company's constitution
  - Authorization of additional shares
  - Transfer of all or substantially all assets, which in effect results in the sale of the company

*The shareholders' shall have appraisal right or right to dissent and demand payment of the fair value of their shares in the manner provided under section 82 of the Corporation Code of the Philippines*

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

*Notices to the Annual General Meeting where there are items to be resolved by the shareholders are sent fifteen (15) business days prior to the meeting.*

- Date of sending out notices: *March 17, 2014*
- Date of the Annual Stockholders' Meeting: *April 7, 2014*

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

*Shareholders are allowed to ask questions but only significant points are minuted.*

5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
<ul style="list-style-type: none"> <li>• <i>Approval of the Minutes of the ASM held on 25 June 2013</i></li> <li>• <i>Annual Report of Management &amp; Approval of the Audited Financial Statements for 2013</i></li> <li>• <i>Ratification of Acts of the Board of Directors &amp; Management Since the last Annual Meeting of the Shareholders</i></li> <li>• <i>Amendment of the Articles of Incorporation to specify the address of the principal office of the Bank</i></li> <li>• <i>Election of Directors</i></li> <li>• <i>Appointment of External Auditor</i></li> </ul>	<i>Approved by all</i>		

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

*April 7, 2014*

- (e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

*None*

Modifications	Reason for Modification

<i>Not applicable</i>	
-----------------------	--

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
<i>Annual</i>	<i>Eric O. Recto Mario J. Locsin Henry Y. Uy Nina D. Aguas Carlos Bunsit G. Chung Ralph C. Nubla, Jr. Gregorio T. Yu Teresita Ang See Rodolfo Ma. A. Ponferrada Jovita D.S. Larrazabal Roberto Ma. Hizon Evelyn Vinluan Rose Margaret Cuatico Emmanuel S. Santiago Victor Q. Lim Daniel Ang Tan Chai Concepcion Barcenas Melissa Angela Henson Belle Rosamond Justiniani Bremel Peter R. Guiao Patrick Peter R. Santos</i>	<i>April 7, 2014</i>				
<i>Special</i>	<i>NA</i>					

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?  
Yes, SGV & Co.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares. Yes

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	<i>Stockholders may vote at all meeting either in person or by proxy duly given in writing and presented to the Secretary for inspection and record five days prior to the opening of the said meeting.</i>
Notary	<i>No requirement to notarize.</i>
Submission of Proxy	<i>Proxy must be submitted to the office of the Corporate Secretary five (5) banking days prior to the opening of the said meeting.</i>
Several Proxies	<i>Allowed.</i>
Validity of Proxy	<i>Proxies are valid only for the meeting for which it was intended.</i>
Proxies executed abroad	<i>None</i>
Invalidated Proxy	<i>none</i>
Validation of Proxy	<i>Validation of Proxies is conducted five (5) business days prior to the meeting.</i>

Violation of Proxy	None
--------------------	------

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
<i>Notice of meeting, written or printed for regular or special meeting of the stockholders shall be prepared and send to each stockholders at his last address registered in the books of the Bank by registered mail, postage prepaid at least two (2) weeks before the date of meeting, provided however that if the registered address of the shareholder be outside the Philippines, notice may be waived in writing by stockholders.</i>	<i>Notice shall be send to each stockholders at his last address registered in the books of the Bank by registered mail, postage prepaid at least two (2) weeks before the date of meeting, provided however that if the registered address of the shareholder be outside the Philippines, notice may be waived in writing by stockholders.</i>

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	402 Shareholders
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	March 17, 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	March 17, 2014
State whether CD format or hard copies were distributed	<i>The Definitive Information Statement and Management Report and Other materials were distributed to the shareholders in CD format.</i>
If yes, indicate whether requesting stockholders were provided hard copies	<i>The Definitive Information Statement and Management Report and Other materials were distributed to the shareholders in CD format.</i>

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	<i>Yes (in the Information Statement)</i>
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	<i>Yes (in the Information Statement)</i>
The auditors to be appointed or re-appointed.	<i>Yes (in the Information Statement)</i>
An explanation of the dividend policy, if any dividend is to be declared.	<i>Not applicable. No dividend declared</i>
The amount payable for final dividends.	<i>Not applicable. No dividend declared</i>
Documents required for proxy vote.	<i>No. The Bank does not solicit proxies.</i>

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
----------	----------------

<i>Voting Right</i>	<ul style="list-style-type: none"> <li>• Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code;</li> <li>• Cumulative voting shall be used in the election of directors; and</li> <li>• A director shall not be removed without cause if it will deny minority shareholders representation in the Board.</li> </ul>
<i>Pre-emptive Right</i>	<ul style="list-style-type: none"> <li>• The pre-emptive rights of shareholders are denied in the Articles of Incorporation.</li> </ul>
<i>Power of Inspection</i>	<ul style="list-style-type: none"> <li>• All shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code and shall be furnished with annual reports, including financial statements, without cost or restrictions.</li> </ul>
<i>Right to Information</i>	<ul style="list-style-type: none"> <li>• The Shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the company's shares, dealings with the company, relationships among directors and key officers, and the aggregate compensation of directors and officers.</li> <li>• The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes;</li> <li>• The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters which the management shall include such information, and if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of legitimate purposes.</li> </ul>
<i>Right to Dividends</i>	<ul style="list-style-type: none"> <li>• Shareholders shall have the right to receive dividends subject to the discretion of the Board.</li> </ul>
<i>Appraisal Right</i>	<ul style="list-style-type: none"> <li>• The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines.</li> </ul>

(b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes

#### K. INVESTORS RELATIONS PROGRAM

- 1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

*The Bank does not have an Investor Relation Officer. These functions are handled by the Bank's Corporate Information Officer and Corporate Communications Department.*

- 2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

*None.*

	Details
(1) Objectives	
(2) Principles	
(3) Modes of Communications	
(4) Investors Relations Officer	

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

For 2013, the Bank did not enter into any such transactions. However, in the event that the Bank will consider entering into such transactions, it does the necessary due diligence for the project. Moreover, all such transactions shall be submitted to the Executive Committee of the Board of Directors, then to the full Board of Directors for approval.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

None for 2014.

**L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
<p><i>PBCom Moves – Employee-Initiated Project initially to raise funds to respond to Typhoon Yolanda victims. They donated personal, solicited funds which ground-swelled. Then they decided to do Christmas Caroling for this purpose and they went on to donate the employees’ Christmas Ham and party budgets. The Bank decided to match whatever employees contributed by 150%. All these monies totaled in excess of P3.0M</i></p>	<p><i>In lieu of providing relief goods, a committee overseeing PBCom Moves was formed to explore the best means of responding to the community. Two partnerships were formed: 1)Ormoc Sugar Planters Foundation, Inc. where funds were spent for repairs on the Training Center which was damaged by the typhoon and 2) Pinoy Relief where funds were spent on constructing fishing boats for fishermen, houses for those who lost homes and school houses for the children in Guian, Samar.</i></p>

**M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL**

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
<p>Board of Directors</p>	<p><i>Director’s Evaluation of Board Performance - The director assigns a number from 1–10 (the lowest being not observed and the highest being largely observed to reflect his/her personal assessment of the degree of the Board’s compliance with the following corporate governance mechanisms. After the director’s assessment, the Governance Committee (GC) will indicate its own evaluation of the Board’s performance on the corresponding spaces provided. For data on attendance, the PBCom Corporate Secretary’s Office will provide the official records.</i></p>	<ul style="list-style-type: none"> <li>▪ <i>Evaluation of the Board’s Qualitative Performance</i></li> <li>• <i>Actual Director’s Attendance in Board/Board Committee meetings, Section E.2. of the Revised Code of Corporate Governance (SEC Memorandum Circular 6 of 2009) states that the “Board may also provide for the temporary disqualification of a director for any of the following reasons: x x x (ii) Absence in more than fifty (50) percent of all regular and special meetings of the Board during his incumbency, or any twelve (12) months period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. x x x”</i></li> </ul>
<p>Board Committees</p>	<p><i>Board Committee’s Performance - The Director accomplishes a separate evaluation form for each Committee he/she is a member. The director will go over each question carefully and assign a number from 1–10 (the lowest being not observed and the highest being largely observed to reflect his/her personal assessment of the degree of the particular Committee’s compliance with the following corporate governance mechanisms. After the director’s assessment, the Chairman will evaluate each individual Committee member’s assessment. The Compliance Group will then compile/tabulate the individual member’s respective assessments as evaluated by the Chairman and submit summary/ tabulation to the committee</i></p>	<ul style="list-style-type: none"> <li>• <i>Evaluation of Board Committee’s Qualitative Performance</i></li> <li>• <i>Actual Director’s Attendance in Board Committee meetings, Section E.2. of the Revised Code of Corporate Governance (SEC Memorandum Circular 6 of 2009) states that the “Board may also provide for the temporary disqualification of a director for any of the following reasons: x x x (ii) Absence in more than fifty (50) percent of all regular and special</i></li> </ul>

	<p><i>en banc. The committee will then evaluate its own performance by separately accomplishing a similar form (Annex D-3) and using said summary/tabulation as basis. The committee's en banc evaluation will then be submitted to the Governance Committee for review prior to submission to the Board of Directors for notation/ confirmation. For data on attendance, the PBCom Corporate Secretary's Office will provide the official records.</i></p> <p><i>Board Committee's en banc evaluation - The Board Committee will accomplish this evaluation form en banc. The Committee en banc will go over each question carefully and assign a number from 1–10 (the lowest being not observed and the highest being largely observed which reflect the committee's collective self-assessment of the degree of their committee's compliance with the following corporate governance mechanisms using as basis the individual members' personal evaluation. After the committee's self-assessment, the Governance Committee (GC) will review and evaluate the Committee's collective assessment prior to the submission to the Board of Directors for notation/confirmation. For data on actual attendance, the PBCom Corporate Secretary's Office will provide the official records.</i></p>	<p><i>meetings of the Board during his incumbency, or any twelve (12) months period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. x x x</i></p>
Individual Directors	<p><i>Director's Self-assessment Questionnaire – Every director accomplishes a Performance Evaluation self-assessment questionnaire by going over each question carefully and assigning a number from 1–10 (the lowest being not observed and the highest being largely observed to reflect his/her self-assessment of the degree of his/her compliance with the following corporate governance mechanisms. After the director's self-assessment, the Governance Committee (GC) will indicate its own evaluation of the Director's performance on the corresponding spaces provided. For data on actual attendance, the PBCom Corporate Secretary's Office will provide the official records.</i></p>	<ul style="list-style-type: none"> <li>• <i>Evaluation of Director's Qualitative Performance – Maximum of 80 points.</i></li> <li>• <i>On a Director's Attendance, Section E.2. of the Revised Code of Corporate Governance (SEC Memorandum Circular 6 of 2009) states that the "Board may also provide for the temporary disqualification of a director for any of the following reasons: x x x (ii) Absence in more than fifty (50) percent of all regular and special meetings of the Board during his incumbency, or any twelve (12) months period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. x x x" – Maximum of 40 points.</i></li> </ul>
CEO/ President	<p><i>All efforts and energy of Bank's employees shall be aligned and maximized towards the achievement of Bank's corporate goals, therefore, quality performance of each individual employee at all levels in the organization is to be managed and recognized.</i></p> <p><i>In order to achieve this mission, the Bank utilize the Performance Management System to provide the company a systematic method of Planning, Monitoring and Evaluating the contribution and efficiency of its employees against expectations and work standards.</i></p> <p><i>The process involves Business Planning, Performance Planning/ Contracting, Performance Monitoring &amp; Coaching, Performance Assessment/ Appraisal and Performance Rewarding/ Recognizing</i></p>	<ul style="list-style-type: none"> <li>• <i>Financial results - Deliver sustainable financial results with balanced risk</i></li> <li>• <i>Franchise/Customer - Become the bank of choice in every market serve and most admired for customer care</i></li> <li>• <i>People/Teamwork – Ensure the full engagement of Human Capital while working for One Bank, One team and for One Mission</i></li> <li>• <i>Process/Risk/Compliance – Build a strong, reliable, creditable and compliant bank</i></li> </ul>

**N. INTERNAL BREACHES AND SANCTIONS**

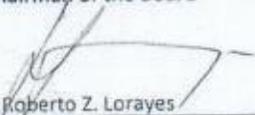
Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees.

Violations	Sanctions
<p>The seriousness of an act or omission is determined by combination of factors which include the subject matter of the act, the degree of malice intended and the actual harm, damage or loss arising from such act.</p> <p>Hence, all acts or omissions as a consequence of any breach of the provision of the Code of Conduct shall be categorized as: Minor Offense, Major Offense and Grave Offense</p>	<p>Written warning – a written reminder to the employee and advises him of the acceptable norms of behavior in relation to act or omission committed;</p> <p>Written reprimand – a documented censure to the employee for an established offense with stern warning that repetition of the same offense shall subject the offender to penalty of suspension;</p> <p>Suspension – a physical detachment from service and Bank premises for a determined period of time without salary and benefits for the duration of the suspension; and</p> <p>Dismissal – a dishonorable separation from the service in cases of dismissal, the employee automatically forfeits all benefits which would normally accrue to an retirement or separation for reason other than for cause.</p>

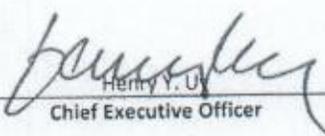
Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on 23 June 2014.

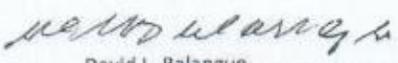
**SIGNATURES**

  
 Eric O. Recto  
 Chairman of the Board

  
 Roberto Z. Lorayes  
 Independent Director

  
 Rose Margaret T. Cuatico  
 Compliance Officer

  
 Henry Y. Uy  
 Chief Executive Officer

  
 David L. Balangue  
 Independent Director

**MAKATI CITY**

SUBSCRIBED AND SWORN to before me this 15 day of APR 2015, affiant(s) exhibiting to me their SSS/TIN, as follows:

NAME/NO.	SSS/TIN No.
Eric O. Recto	108-730-891
Henry Y. Uy	122-824-523
Roberto Z. Lorayes	110-129-867
David L. Balangue	123-304-967
Rose Margaret T. Cuatico	033-9525227

Doc No. 304  
 Page No. 62  
 Book No. 177 III  
 Series of 208

  
**FELIPE I. ILEDAN JR.**  
 Notary Public for and **NOTARY PUBLIC**  
 Until Dec. 31, 2016, Appt. No. M-03  
 Roll No. 27625, TIN 136897808  
 Rm. 412, 4<sup>th</sup> Flr. VGP Center, Ayala, Makati City  
 2015 PTR No. 3798094; issued 12/11/2014; Mla.  
 IBP No. 974042; 8/18/14  
 MCLE Comp. IV-0018386; 4/24/2013

# Philippine Bank of Communications and Subsidiaries

Financial Statements  
December 31, 2014 and 2013  
And Years Ended December 31, 2014, 2013 and 2012

and

Independent Auditors' Report



**SGV**  
Building a better  
working world

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY  
FOR FINANCIAL STATEMENTS**

The Management of Philippine Bank of Communications (the Group) is responsible for the preparation and fair presentation of the financial statements for the years ended December 31, 2014, 2013 and 2012, including the additional components attached therein, in accordance with the prescribed Philippine Financial Reporting Standards. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the financial statements and submits the same to the Stockholders.

Sycip, Gorres, Velayo and Co., the independent auditors, appointed by the stockholders has examined the financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.



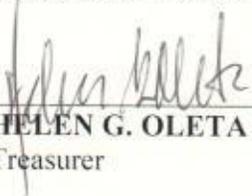
---

**ERIC O. RECTO**  
Chairman of the Board



---

**HENRY Y. UY**  
Vice Chairman and Acting President



---

**HELEN G. OLETA**  
Treasurer



---

**ARLENE M. DATU**  
Controller

Signed this 25<sup>th</sup> day of March 2015

*Chief Finance Officer resigned effective January 1, 2015*

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

SUBSCRIBED AND SWORN TO before me this APR 14 2015 at  
CITY OF MAKATI affiants, Eric O. Recto, Henry Y. Uy, Helen G. Oleta and Arlene  
M. Datu, exhibiting to me their TIN 108-730-891, TIN 122-824-523, SSS # 33-3786481-9  
and SSS # 03-5663345-1, respectively.

Doc. No. 246  
Page No. 71  
Book No. XX  
Series of 2015



**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2016  
IBP No. 656155-Lifetime Member  
MCLE Compliance No. III-0014282  
Appointment No. M-199-(2015-2016)  
PTR No. 4748512 Jan. 5, 2015  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City

## **INDEPENDENT AUDITORS' REPORT**

The Stockholders and the Board of Directors  
Philippine Bank of Communications

### **Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Philippine Bank of Communications and subsidiaries (the Group) and the parent company financial statements of Philippine Bank of Communications (the Parent Company), which comprise the statements of financial position as at December 31, 2014 and 2013, and the statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2014, and a summary of significant accounting policies and other explanatory information.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Philippine Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



*Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Group and of the Parent Company as at December 31, 2014 and 2013, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2014, in accordance with Philippine Financial Reporting Standards.

**Report on the Supplementary Information Required Under Revenue Regulations 15-2010**

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 38 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of the Parent Company. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as whole.

SYCIP GORRES VELAYO & CO.



Josephine Adrienne A. Abarca

Partner

CPA Certificate No. 92126

SEC Accreditation No. 0466-AR-2 (Group A),

February 4, 2013, valid until February 3, 2016

Tax Identification No. 163-257-145

BIR Accreditation No. 08-001998-61-2015,

February 27, 2015, valid until February 26, 2018

PTR No. 4751251, January 5, 2015, Makati City

March 25, 2015



**PHILIPPINE BANK OF COMMUNICATIONS AND SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION**

	Consolidated		Parent Company	
	December 31			
	2014	2013	2014	2013
(Amounts in Thousands)				
<b>ASSETS</b>				
<b>Cash and Other Cash Items</b>	<b>₱1,181,592</b>	₱740,012	<b>₱1,153,418</b>	₱740,012
<b>Due from Bangko Sentral ng Pilipinas</b> (Notes 20 and 21)	<b>12,522,613</b>	9,573,407	<b>12,463,067</b>	9,573,407
<b>Due from Other Banks</b>	<b>1,636,641</b>	661,308	<b>1,375,645</b>	661,308
<b>Interbank Loans Receivable and Securities</b> <b>Purchased Under Resale Agreements</b> (Note 9)	<b>832,604</b>	202,550	<b>832,604</b>	202,550
<b>Financial Assets at Fair Value through Profit or</b> <b>Loss (Note 10)</b>	<b>684,219</b>	104,909	<b>684,219</b>	104,909
<b>Equity Securities at Fair Value through Other</b> <b>Comprehensive Income (Note 11)</b>	<b>42,975</b>	–	<b>42,975</b>	–
<b>Available-for-Sale Investments (Note 12)</b>	–	20,090,082	–	20,090,082
<b>Investment Securities at Amortized Cost</b> (Note 13)	<b>13,270,864</b>	–	<b>13,256,310</b>	–
<b>Loans and Receivables (Note 14)</b>	<b>33,545,766</b>	24,997,424	<b>32,306,710</b>	24,997,424
<b>Investments in Subsidiaries and an Associate</b> (Note 8)	<b>11,645</b>	11,284	<b>854,841</b>	2,000
<b>Property and Equipment (Note 15)</b>				
At cost	<b>1,401,991</b>	1,329,540	<b>1,320,698</b>	1,329,540
At appraised value	<b>489,039</b>	417,029	<b>441,307</b>	417,029
<b>Investment Properties (Note 16)</b>				
Condominium units for lease	<b>3,959,178</b>	3,341,665	<b>3,959,178</b>	3,341,665
Foreclosed properties	<b>780,036</b>	482,554	<b>566,058</b>	482,554
<b>Goodwill (Note 7)</b>	<b>162,547</b>	–	–	–
<b>Intangible Assets (Note 17)</b>	<b>823,392</b>	333,533	<b>554,742</b>	333,533
<b>Other Assets (Note 18)</b>	<b>589,624</b>	313,358	<b>579,546</b>	313,358
<b>TOTAL ASSETS</b>	<b>₱71,934,726</b>	₱62,598,655	<b>₱70,391,318</b>	₱62,589,371
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>Deposit Liabilities (Notes 20 and 33)</b>				
Demand	<b>₱9,221,026</b>	₱7,183,260	<b>₱9,450,291</b>	₱7,183,260
Savings	<b>4,228,369</b>	3,089,981	<b>3,487,510</b>	3,089,981
Time	<b>45,661,826</b>	37,007,256	<b>44,818,420</b>	37,007,256
	<b>59,111,221</b>	47,280,497	<b>57,756,221</b>	47,280,497
<b>Bills Payable (Note 21)</b>	<b>3,425,427</b>	9,458,241	<b>3,421,652</b>	9,458,241
<b>Outstanding Acceptances</b>	<b>25,620</b>	43,188	<b>25,620</b>	43,188
<b>Manager's Checks</b>	<b>211,130</b>	173,501	<b>211,130</b>	173,501
<b>Accrued Interest, Taxes and Other Expenses</b> (Note 22)	<b>531,803</b>	507,545	<b>521,673</b>	507,545
<b>Income Tax Payable</b>	<b>25,258</b>	–	<b>8,770</b>	–
<b>Deferred Tax Liabilities (Note 32)</b>	<b>746,556</b>	524,116	<b>621,893</b>	524,116
<b>Other Liabilities (Note 23)</b>	<b>636,272</b>	537,952	<b>600,824</b>	537,952
<b>TOTAL LIABILITIES</b>	<b>64,713,287</b>	58,525,040	<b>63,167,783</b>	58,525,040

(Forward)



	Consolidated		Parent Company	
	December 31			
	2014	2013	2014	2013
	(Amounts in Thousands)			
<b>EQUITY ATTRIBUTABLE TO EQUITY</b>				
<b>HOLDERS OF THE PARENT COMPANY</b>				
Common stock (Note 25)	<b>₱7,489,114</b>	₱7,489,114	<b>₱7,489,114</b>	₱7,489,114
Subscribed common stock - net (Note 25)	<b>1,792,698</b>	–	<b>1,792,698</b>	–
Additional paid-in capital (Note 25)	<b>813,601</b>	813,601	<b>813,601</b>	813,601
Surplus reserves (Note 25)	<b>105,772</b>	105,772	<b>105,772</b>	105,772
Deficit (Note 25)	<b>(2,947,623)</b>	(3,076,034)	<b>(2,951,928)</b>	(3,085,318)
Net unrealized loss on available-for-sale investments (Note 12)	–	(1,219,413)	–	(1,219,413)
Unrealized gain on equity securities carried at fair value through other comprehensive income (Note 11)	<b>24,354</b>	–	<b>24,354</b>	–
Revaluation increment on land and condominium properties (Notes 15 and 16)	<b>247,743</b>	209,546	<b>247,743</b>	209,546
Cumulative translation adjustment	<b>(27,392)</b>	(11,611)	<b>(27,392)</b>	(11,611)
Remeasurement losses on defined benefit liability (Note 29)	<b>(271,352)</b>	(237,360)	<b>(270,427)</b>	(237,360)
	<b>7,226,915</b>	4,073,615	<b>7,223,535</b>	4,064,331
<b>NON-CONTROLLING INTERESTS</b>	<b>(5,476)</b>	–	–	–
<b>TOTAL EQUITY</b>	<b>7,221,439</b>	4,073,615	<b>7,223,535</b>	4,064,331
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>₱71,934,726</b>	₱62,598,655	<b>₱70,391,318</b>	₱62,589,371

See accompanying Notes to Financial Statements.



**PHILIPPINE BANK OF COMMUNICATIONS AND SUBSIDIARIES**  
**STATEMENTS OF INCOME**

	Consolidated			Parent Company		
	Years Ended December 31					
	2014	2013	2012	2014	2013	2012
	(Amounts in Thousands, Except Earnings per Share)					
<b>INTEREST INCOME</b>						
Loans and receivables (Notes 14 and 33)	<b>₱2,084,877</b>	₱1,275,529	₱1,100,749	<b>₱2,036,406</b>	₱1,275,529	₱1,100,749
Investment securities (Note 28)	<b>798,169</b>	1,256,063	1,295,874	<b>798,154</b>	1,256,063	1,295,874
Deposits with other banks	<b>27,368</b>	27,703	15,223	<b>27,397</b>	27,703	15,223
Interbank loans receivable and securities purchased under resale agreements (Note 9)	<b>21,715</b>	10,076	44,024	<b>21,715</b>	10,076	44,024
Others (Note 23)	<b>197,642</b>	774,557	684,016	<b>197,642</b>	774,557	684,016
	<b>3,129,771</b>	3,343,928	3,139,886	<b>3,081,314</b>	3,343,928	3,139,886
<b>INTEREST AND FINANCE CHARGES</b>						
Deposit liabilities (Notes 20 and 33)	<b>883,214</b>	689,479	784,564	<b>871,840</b>	689,479	784,564
Bills payable, borrowings and others (Note 21)	<b>300,315</b>	936,699	850,316	<b>299,919</b>	936,699	850,316
	<b>1,183,529</b>	1,626,178	1,634,880	<b>1,171,759</b>	1,626,178	1,634,880
<b>NET INTEREST INCOME</b>	<b>1,946,242</b>	1,717,750	1,505,006	<b>1,909,555</b>	1,717,750	1,505,006
Service charges, fees and commissions	<b>326,464</b>	215,477	153,588	<b>297,601</b>	215,477	153,588
Rent income (Notes 30 and 33)	<b>313,424</b>	256,294	295,759	<b>313,350</b>	256,294	295,759
Fair value gain (loss) from investment properties (Note 16)	<b>380,407</b>	248,914	(4,492)	<b>380,407</b>	248,914	(4,492)
Trading and securities gain - net (Note 28)	<b>61,699</b>	1,540,600	754,080	<b>61,699</b>	1,540,600	754,080
Foreign exchange gain (loss) - net	<b>31,805</b>	(17,767)	24,299	<b>31,805</b>	(17,767)	24,299
Gain (loss) on assets exchange - net (Note 16)	<b>(21,435)</b>	23,385	–	<b>(21,539)</b>	23,385	–
Income from trust operations (Notes 27 and 29)	<b>19,055</b>	22,481	15,386	<b>19,055</b>	22,481	15,386
Profit from assets sold (Note 16)	<b>9,019</b>	10,703	123,281	<b>8,865</b>	10,703	123,281
Miscellaneous	<b>22,289</b>	3,795	10,871	<b>19,631</b>	2,533	10,373
<b>TOTAL OPERATING INCOME</b>	<b>3,088,969</b>	4,021,632	2,877,778	<b>3,020,429</b>	4,020,370	2,877,280

(Forward)



	Consolidated			Parent Company		
	Years Ended December 31					
	2014	2013	2012	2014	2013	2012
(Amounts in Thousands, Except Earnings per Share)						
<b>OPERATING EXPENSES</b>						
Compensation and fringe benefits (Notes 29 and 33)	<b>₱1,365,949</b>	₱1,080,179	₱707,756	<b>₱1,345,892</b>	₱1,080,179	₱707,756
Taxes and licenses (Note 32)	<b>380,124</b>	456,926	323,633	<b>375,008</b>	456,926	323,633
Occupancy and other equipment-related costs (Notes 30 and 33)	<b>210,472</b>	130,531	97,034	<b>207,097</b>	130,531	97,034
Depreciation and amortization (Note 15)	<b>198,045</b>	133,239	77,892	<b>192,927</b>	133,239	77,892
Reversal of credit and impairment losses - net (Note 19)	<b>(194,853)</b>	(402,675)	(1,265)	<b>(198,541)</b>	(402,675)	(1,265)
Insurance	<b>102,877</b>	38,594	61,903	<b>100,913</b>	38,594	61,903
Security, clerical, messengerial and janitorial services	<b>96,430</b>	60,220	53,354	<b>94,712</b>	60,220	53,354
Entertainment, amusement and recreation	<b>81,825</b>	67,665	22,867	<b>81,756</b>	67,665	22,867
Management and professional fees	<b>80,827</b>	172,824	105,078	<b>78,266</b>	172,824	105,078
Communications	<b>67,379</b>	45,268	36,945	<b>66,612</b>	45,268	36,945
Miscellaneous (Note 31)	<b>285,495</b>	208,931	117,640	<b>269,929</b>	208,931	117,640
<b>TOTAL OPERATING EXPENSES</b>	<b>2,674,570</b>	1,991,702	1,602,837	<b>2,614,571</b>	1,991,702	1,602,837
<b>INCOME BEFORE INCOME TAX</b>	<b>414,399</b>	2,029,930	1,274,941	<b>405,858</b>	2,028,668	1,274,443
<b>PROVISION FOR INCOME TAX</b> (Note 32)	<b>302,887</b>	397,046	290,159	<b>288,949</b>	397,046	290,159
<b>NET INCOME</b>	<b>₱111,512</b>	₱1,632,884	₱984,782	<b>₱116,909</b>	₱1,631,622	₱984,284
Attributable to:						
Equity holders of the Parent Company	<b>₱111,930</b>	₱1,632,884	₱984,782			
Non-controlling interests	<b>(418)</b>	—	—			
	<b>₱111,512</b>	₱1,632,884	₱984,782			
<b>Basic Earnings Per Share Attributable to Equity Holders of the Parent Company</b> (Note 34)	<b>₱0.37</b>	₱5.87	₱3.54			
<b>Diluted Earnings Per Share Attributable to Equity Holders of the Parent Company</b> (Note 34)	<b>₱0.35</b>	₱5.87	₱3.54			

See accompanying Notes to Financial Statements.



**PHILIPPINE BANK OF COMMUNICATIONS AND SUBSIDIARIES**

**STATEMENTS OF COMPREHENSIVE INCOME**

	Consolidated			Parent Company		
	Years Ended December 31					
	2014	2013	2012	2014	2013	2012
	(Amounts in Thousands)					
<b>NET INCOME FOR THE YEAR</b>	<b>₱111,512</b>	<b>₱1,632,884</b>	<b>₱984,782</b>	<b>₱116,909</b>	<b>₱1,631,622</b>	<b>₱984,284</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS) FOR THE YEAR</b>						
Items that may be reclassified to profit or loss in subsequent periods:						
Net movement in cumulative translation adjustment	(15,781)	(6,725)	17,767	(15,781)	(6,725)	17,767
Net unrealized gain (loss) on available-for-sale investments (Note 12)	–	(1,892,202)	(1,050,374)	–	(1,892,202)	(1,050,374)
	<b>(15,781)</b>	<b>(1,898,927)</b>	<b>(1,032,607)</b>	<b>(15,781)</b>	<b>(1,898,927)</b>	<b>(1,032,607)</b>
Items that may not be reclassified to profit or loss in subsequent periods:						
Change in remeasurement losses on defined benefit liability (Note 29)	(34,001)	(33,800)	(49,960)	(33,067)	(33,800)	(49,960)
Net movement in revaluation increment on land and condominium properties (Notes 15 and 16)	54,567	32,367	19,469	54,567	32,367	19,469
Income tax effect of revaluation increment on land and condominium properties (Notes 15 and 16)	(16,370)	(9,710)	(5,841)	(16,370)	(9,710)	(5,841)
Unrealized gain on equity securities carried at fair value through other comprehensive income (Note 11)	197	–	–	197	–	–
	<b>4,393</b>	<b>(11,143)</b>	<b>(36,332)</b>	<b>5,327</b>	<b>(11,143)</b>	<b>(36,332)</b>
	<b>(11,388)</b>	<b>(1,910,070)</b>	<b>(1,068,939)</b>	<b>(10,454)</b>	<b>(1,910,070)</b>	<b>(1,068,939)</b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS), NET OF TAX</b>	<b>₱100,124</b>	<b>(₱277,186)</b>	<b>(₱84,157)</b>	<b>₱106,455</b>	<b>(₱278,448)</b>	<b>(₱84,655)</b>
Attributable to:						
Equity holders of the Parent Company	₱100,551	(₱277,186)	(₱84,157)			
Non-controlling interests	(427)	–	–			
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>₱100,124</b>	<b>(₱277,186)</b>	<b>(₱84,157)</b>			

See accompanying Notes to Financial Statements.



**PHILIPPINE BANK OF COMMUNICATIONS AND SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN EQUITY**

Consolidated															
Year Ended December 31, 2014															
Equity Attributable to Equity Holders of the Parent Company															
	Preferred Stock	Common Stock (Note 25)	Subscribed Common Stock - net (Note 25)	Deposit for Future Subscription	Additional Paid-in Capital	Surplus Reserves (Note 25)	Deficit	Net Unrealized Gain (Loss) on Available-for-Sale Investments (Note 13)	Unrealized Gain on Equity Securities Through Other Comprehensive Income (Note 11)	Revaluation Increment on Land and Condominium Properties (Note 16)	Cumulative Translation Adjustment	Remeasurement Losses on Defined Benefit Liability (Note 29)	Total	Non-Controlling Interests	Total Equity
(Amounts in Thousands)															
<b>Balances at January 1, 2014</b>	₱-	₱7,489,114	₱-	₱-	₱813,601	₱105,772	(₱3,076,034)	(₱1,219,413)	₱-	₱209,546	(₱11,611)	(₱237,360)	₱4,073,615	₱-	₱4,073,615
Effect of early adoption of PFRS 9 (Note 2)	-	-	-	-	-	-	16,481	1,219,413	24,157	-	-	-	1,260,051	-	1,260,051
Effect of business combination	-	-	-	-	-	-	-	-	-	-	-	-	-	(5,049)	(5,049)
Subscription of common stock	-	-	1,792,698	-	-	-	-	-	-	-	-	-	1,792,698	-	1,792,698
Total comprehensive income (loss) for the year	-	-	-	-	-	-	111,930	-	197	38,197	(15,781)	(33,992)	100,551	(427)	100,124
<b>Balances at December 31, 2014</b>	₱-	₱7,489,114	₱1,792,698	₱-	₱813,601	₱105,772	(₱2,947,623)	₱-	₱24,354	₱247,743	(₱27,392)	(₱271,352)	₱7,226,915	(₱5,476)	₱7,221,439
Balances at January 1, 2013	₱3,000,000	₱5,259,897	₱-	₱3,552,598	₱476,012	₱105,772	(₱8,653,840)	₱672,789	₱-	₱186,889	(₱4,886)	(₱203,560)	₱4,391,671	₱-	₱4,391,671
Conversion of preferred stock to common stock (3,000,000)	(3,000,000)	3,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-
Reduction of par value of common stock	-	(3,944,922)	-	-	3,944,922	-	-	-	-	-	-	-	-	-	-
Issuance of additional common stock	-	3,174,139	-	(3,552,598)	337,589	-	-	-	-	-	-	-	(40,870)	-	(40,870)
Application of additional paid-in capital against deficit	-	-	-	-	(3,944,922)	-	3,944,922	-	-	-	-	-	-	-	-
Total comprehensive income (loss) for the year	-	-	-	-	-	-	1,632,884	(1,892,202)	-	22,657	(6,725)	(33,800)	(277,186)	-	(277,186)
<b>Balances at December 31, 2013</b>	₱-	₱7,489,114	₱-	₱-	₱813,601	₱105,772	(₱3,076,034)	(₱1,219,413)	₱-	₱209,546	(₱11,611)	(₱237,360)	₱4,073,615	₱-	₱4,073,615
Balances at January 1, 2012	₱3,000,000	₱5,259,897	₱-	₱2,373,033	₱476,012	₱105,772	(₱9,638,622)	₱1,723,163	₱-	₱173,261	(₱22,653)	(₱153,600)	₱3,296,263	₱-	₱3,296,263
Proceeds from deposit for future stock subscription	-	-	-	1,179,565	-	-	-	-	-	-	-	-	1,179,565	-	1,179,565
Total comprehensive income (loss) for the year	-	-	-	-	-	-	984,782	(1,050,374)	-	13,628	17,767	(49,960)	(84,157)	-	(84,157)
<b>Balances at December 31, 2012</b>	₱3,000,000	₱5,259,897	₱-	₱3,552,598	₱476,012	₱105,772	(₱8,653,840)	₱672,789	₱-	₱186,889	(₱4,886)	(₱203,560)	₱4,391,671	₱-	₱4,391,671

See accompanying Notes to Financial Statements.



**Parent Company**  
**Year Ended December 31, 2014**

	Preferred Stock	Common Stock (Note 25)	Deposit for Future Subscription	Additional Paid-in Capital	Surplus Reserves (Note 25)	Deficit	Net Unrealized Gain (Loss) on Available-for- Sale Investments (Note 13)	Unrealized Gain on Equity Securities at Fair Value Through Other Comprehensive Income (Note 11)	Revaluation Increment on Land and Condominium Properties (Note 16)	Cumulative Translation Adjustment	Remeasurement Losses on Defined Benefit Liability (Note 29)	Total Equity
(Amounts in Thousands)												
<b>Balances at January 1, 2014</b>	₱–	₱7,489,114	₱–	₱813,601	₱105,772	(₱3,085,318)	(₱1,219,413)	₱–	₱209,546	(₱11,611)	(₱237,360)	₱4,064,331
Effect of early adoption of PFRS 9 (Note 2)	–	–	–	–	–	16,481	1,219,413	24,157	–	–	–	1,260,051
Subscription of common stock	–	–	1,792,698	–	–	–	–	–	–	–	–	1,792,698
Total comprehensive income (loss) for the year	–	–	–	–	–	116,909	–	197	38,197	(15,781)	(33,067)	106,455
<b>Balances at December 31, 2014</b>	₱–	₱7,489,114	₱1,792,698	₱813,601	₱105,772	(₱2,951,928)	₱–	₱24,354	₱247,743	(₱27,392)	(₱270,427)	₱7,223,535
Balances at January 1, 2013	₱3,000,000	₱5,259,897	₱3,552,598	₱476,012	₱105,772	(₱8,661,862)	₱672,789	₱–	₱186,889	(₱4,886)	(₱203,560)	₱4,383,649
Conversion of preferred stock to common stock	(3,000,000)	3,000,000	–	–	–	–	–	–	–	–	–	–
Reduction of par value of common stock	–	(3,944,922)	–	3,944,922	–	–	–	–	–	–	–	–
Issuance of additional common stock	–	3,174,139	(3,552,598)	337,589	–	–	–	–	–	–	–	(40,870)
Application of additional paid-in capital against deficit	–	–	–	(3,944,922)	–	3,944,922	–	–	–	–	–	–
Total comprehensive income (loss) for the year	–	–	–	–	–	1,631,622	(1,892,202)	–	22,657	(6,725)	(33,800)	(278,448)
Balances at December 31, 2013	₱–	₱7,489,114	₱–	₱813,601	₱105,772	(₱3,085,318)	(₱1,219,413)	₱–	₱209,546	(₱11,611)	(₱237,360)	₱4,064,331
Balances at January 1, 2012	₱3,000,000	₱5,259,897	₱2,373,032	₱476,012	₱105,772	(₱9,646,146)	₱1,723,163	₱–	₱173,261	(₱22,653)	(₱153,600)	₱3,288,738
Proceeds from deposit for future stock subscription	–	–	1,179,566	–	–	–	–	–	–	–	–	1,179,566
Total comprehensive income (loss) for the year	–	–	–	–	–	984,284	(1,050,374)	–	13,628	17,767	(49,960)	(84,655)
Balances at December 31, 2012	₱3,000,000	₱5,259,897	₱3,552,598	₱476,012	₱105,772	(₱8,661,862)	₱672,789	₱–	₱186,889	(₱4,886)	(₱203,560)	₱4,383,649

See accompanying Notes to Financial Statements.



**PHILIPPINE BANK OF COMMUNICATIONS AND SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS**

	Consolidated			Parent Company		
	Years Ended December 31					
	2014	2013	2012	2014	2013	2012
(Amounts in Thousands)						
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Income before income tax	₱414,399	₱2,029,930	₱1,274,941	₱405,858	₱2,028,668	₱1,274,443
Adjustments to reconcile income before income tax to net cash generated from (used in) operations:						
Gain from sale of available for sale investments (Notes 12 and 28)	–	(1,520,583)	(738,069)	–	(1,520,583)	(738,069)
Loss from sale of investment securities at amortized cost (Notes 13)	258	–	–	258	–	–
Accretion of interest on bills payable (Note 21)	210,893	802,373	706,659	210,893	802,373	706,659
Amortization of unearned income credited to interest income - others (Note 23)	(197,642)	(774,557)	(684,016)	(197,642)	(774,557)	(684,016)
Share in net income of associate (Note 8)	(361)	(1,262)	(498)	–	–	–
Accretion of interest on unquoted debt securities (Note 14)	(262,937)	(262,920)	(362,449)	(262,937)	(262,920)	(362,449)
Profits from assets sold or exchanged (Note 16)	(9,019)	(10,703)	(123,281)	(8,865)	(10,703)	(123,281)
Gain on assets exchanged (Note 16)	21,435	(23,385)	–	21,539	(23,385)	–
Depreciation and amortization (Note 15 and 17)	198,045	133,239	77,892	192,927	133,239	77,892
Fair value loss (gain) on investment properties (Note 16)	(380,407)	(248,913)	4,492	(380,407)	(248,913)	4,492
Provision for (reversal of) credit and impairment losses (Note 19)	(194,853)	(402,675)	(1,265)	(198,541)	(402,675)	(1,265)
Changes in operating assets and liabilities:						
Decrease (increase) in the amounts of:						
Financial assets at FVPL	1,428,430	(104,909)	–	1,428,430	(104,909)	–
Loans and receivables	(7,352,754)	(8,461,923)	(5,021,969)	(7,112,505)	(8,461,923)	(5,021,969)
Other assets	(226,571)	(169,105)	(58,839)	(224,642)	(169,105)	(58,839)
Increase (decrease) in the amounts of:						
Deposit liabilities	10,281,808	15,924,183	3,538,424	10,475,724	15,924,183	3,538,424
Manager's checks	37,629	106,451	33,250	37,629	106,451	33,250
Accrued interest, taxes and other expenses	(9,743)	63,356	(16,614)	(18,939)	63,356	(16,614)
Other liabilities	260,134	(2,217)	(55,008)	260,514	(2,217)	(55,008)
Net cash generated from (used in) operations	4,218,744	7,076,380	(1,426,350)	4,629,294	7,076,380	(1,426,350)
Income taxes paid (Note 32)	(196,222)	(302,412)	(291,498)	(198,772)	(302,412)	(291,498)
Net cash provided by (used in) operating activities	4,022,522	6,773,968	(1,717,848)	4,430,522	6,773,968	(1,717,848)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>						
Decrease (increase) in interbank loans receivable (Note 9)	(44,769)	(3,422)	2,590	(44,769)	(3,422)	2,590
Acquisitions of:						
Available-for-sale investments (Note 12)	–	(63,878,979)	(31,507,479)	–	(63,878,979)	(31,507,479)
Subsidiaries (Notes 7 and 8)	(43,599)	–	–	(852,841)	–	–
Additions to equity investments	–	–	–	–	–	–
Property and equipment (Note 15)	(512,523)	(409,340)	(205,371)	(509,729)	(409,340)	(205,371)
Chattel mortgage	(19,978)	–	–	(19,978)	–	–
Software cost (Note 17)	(150,255)	(301,659)	(56,561)	(150,255)	(301,659)	(56,561)
Investment properties (Notes 15 and 16)	(1,133)	(20,479)	(6,421)	(1,133)	(20,479)	(6,421)
Investment Securities at amortized cost	(1,026,686)	–	–	(1,016,670)	–	–
Proceeds from:						
Sale of available-for-sale investments	–	60,196,080	30,559,174	–	60,196,080	30,559,174
Proceeds of matured investment securities	6,562,880	–	–	6,562,880	–	–
Disposals of investment properties (Note 16)	172,157	62,379	177,000	171,507	62,379	177,000
Disposals of property and equipment (Note 15)	₱24,720	₱17,815	₱5,877	₱23,551	₱17,815	₱5,877
(Forward)						



	Consolidated			Parent Company		
	Years Ended December 31					
	2014	2013	2012	2014	2013	2012
	(Amounts in Thousands)					
Disposal of chattel mortgage	900	-	5,000	900	-	5,000
Investment Securities at amortized cost	496,837	-	-	496,836	-	-
Net cash provided by (used in) investing activities	5,458,551	(4,337,605)	(1,026,191)	4,660,299	(4,337,605)	(1,026,191)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>						
Proceeds from shares subscription	1,792,698	-	1,179,566	1,792,698	-	1,179,566
Transaction cost on shares issuance		(40,869)			(40,869)	
Availments of:						
Bills payable	25,647,949	14,045,317	11,392,737	25,647,949	14,045,317	11,392,737
Outstanding acceptances	1,248,917	2,825,687	1,461,406	1,248,917	2,825,687	1,461,406
Marginal deposits	7,602	269,007	6,134	(7,602)	269,007	6,134
Settlements of:						
Bills payable	(31,936,967)	(13,212,961)	(11,631,731)	(31,895,431)	(13,212,961)	(11,631,731)
Outstanding acceptances	(1,266,485)	(2,814,821)	(1,486,089)	(1,266,485)	(2,814,821)	(1,486,089)
Marginal deposits	(7,602)	(270,252)	(4,890)	7,602	(270,252)	(4,890)
Net cash provided by (used in) financing activities	(4,513,888)	801,108	917,133	(4,472,352)	801,108	917,133
<b>EFFECT OF FOREIGN CURRENCY TRANSLATION ADJUSTMENT</b>	<b>(15,781)</b>	<b>(6,726)</b>	<b>17,767</b>	<b>(15,781)</b>	<b>(6,726)</b>	<b>17,767</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>4,951,404</b>	<b>3,230,745</b>	<b>(1,809,139)</b>	<b>4,602,688</b>	<b>3,230,745</b>	<b>(1,809,139)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>						
Cash and other cash items	740,012	551,097	369,164	740,012	551,097	369,164
Due from Bangko Sentral ng Pilipinas	9,573,407	5,511,067	6,040,783	9,573,408	5,511,067	6,040,783
Due from other banks	661,308	887,143	514,812	661,308	887,143	514,812
Interbank loans receivable and securities purchased under resale agreements (Note 35)	157,879	952,555	2,786,242	157,879	952,555	2,786,242
	11,132,606	7,901,862	9,711,001	11,132,607	7,901,862	9,711,001
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>						
Cash and other cash items	1,181,592	740,012	551,097	1,153,418	740,012	551,097
Due from Bangko Sentral ng Pilipinas	12,522,613	9,573,408	5,511,067	12,463,067	9,573,408	5,511,067
Due from other banks	1,636,641	661,308	887,143	1,375,646	661,308	887,143
Interbank loans receivable and securities purchased under resale agreements (Note 35)	743,164	157,879	952,555	743,164	157,879	952,555
	16,084,010	11,132,607	7,901,862	15,735,295	11,132,607	7,901,862

**OPERATIONAL CASH FLOWS FROM INTEREST**

	Consolidated			Parent Company		
	Years Ended December 31					
	2014	2013	2012	2014	2013	2012
	(Amounts in Thousands)					
Interest paid	986,131	809,982	927,303	979,207	809,982	927,303
Interest received	3,026,918	2,184,973	2,086,125	2,996,212	2,184,973	2,086,125

See accompanying Notes to Financial Statements.



**PHILIPPINE BANK OF COMMUNICATIONS AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**

**1. Corporate Information**

Philippine Bank of Communications (the “Parent Company”) is a publicly listed domestic commercial bank organized in the Philippines, primarily to engage in commercial banking services such as deposit products, loans and trade finance, domestic and foreign fund transfers, treasury, foreign exchange and trust services through a network of 76 local branches and 9 other banking offices. The Parent Company’s principal place of business is at the PBCom Tower, 6795 Ayala Avenue corner V. A. Rufino Street, Makati City.

The Parent Company’s original Certificate of Incorporation was issued by the Securities and Exchange Commission (SEC) on August 23, 1939. On June 21, 1988, the Board of Directors (BOD) of the Parent Company approved the amendment of Article IV of its Amended Articles of Incorporation to extend the corporate life of the Parent Company, which expired on August 23, 1989, for another 50 years or up to August 23, 2039. The Amended Articles of Incorporation was approved by the SEC on November 23, 1988.

The Parent Company acquired a license to operate as an expanded commercial bank from the Bangko Sentral ng Pilipinas (BSP) on December 24, 1993. On March 31, 2000, the BSP’s Monetary Board approved the amendment of the Parent Company’s license to regular commercial banking.

On February 26, 2014, the BOD of the Parent Company approved the acquisitions of the Rural Bank of Nagcarlan, Inc. (RBNI) and Banco Dipolog, Inc. (BDI). The acquisitions were completed in 2014 and both RBNI and BDI were consolidated with the Parent Company from the time the latter gained control (see Note 7).

On May 9, 2014, the SEC approved the incorporation of the Parent Company’s wholly-owned subsidiary, PBCOM Insurance Services Agency, Inc. (PISAI).

The Parent Company’s subsidiaries and associate, which are all incorporated in the Philippines, are engaged in the following businesses:

Entity	Effective Percentage of Ownership			Line of Business
	2014	2013	2012	
<b>Subsidiaries</b>				
RBNI	<b>96.32%</b>	–	–	Rural Bank
BDI	<b>99.80%</b>	–	–	Rural Bank
PISAI	<b>100.00%</b>	–	–	Insurance Agent
<b>Associate</b>				
PBCom Finance Corporation (PBCom Finance)	<b>40.00%</b>	40.00%	40.00%	Financing Company



### Rehabilitation Plan

On March 15, 2004, the Parent Company and its majority stockholders entered into a Financial Assistance Agreement (FAA) with the Philippine Deposit Insurance Corporation (PDIC) with the following salient provisions:

1. Fresh capital infusion from the existing major stockholders amounting to ₱3.00 billion;
2. Compliance at all times with a risk-based capital adequacy ratio (RBCAR) of at least 12.50%, with any shortfall thereof to be covered by additional capital infusion from the major stockholders (see Note 25);
3. Prohibition against the sale of, or lien or encumbrances on the controlling interest;
4. Sale of certain nonperforming assets (NPAs) to a Special Purpose Vehicle (SPV) and amortization of losses from such sale based on SPV guidelines, with the necessary modifications or amendments thereto;
5. Maximum direct loan from PDIC amounting to ₱7.64 billion payable at the end of ten (10) years with interest rate of 1.00% per annum;
6. Unless the loan is prepaid in accordance with the FAA, the major stockholders agree to absolutely divest, sell or transfer their controlling interest to a strategic third party investor; and
7. Prior approval from PDIC on the declaration, distribution, or payment of cash or stock dividends; effecting any profit sharing or distribution of bonuses to directors and officers of the Parent Company; transactions or activities not in accordance with the rehabilitation plan; and any single major capital expenditure.

On March 25, 2004, the BSP, through its Monetary Board, approved the revised Financial Recovery and Rehabilitation Program of the Parent Company subject to the following conditions, among others:

- a. Infusion of the ₱3.00 billion fresh capital (as required under the FAA discussed above) within 30 days from the approval date of the rehabilitation plan; and
- b. Existing appraisal increment reserve shall be allowed as part of unimpaired capital for purposes of computing the regulatory ratios.

On March 26, 2004, the major stockholders infused the ₱3.00 billion fresh capital to the Parent Company as advances for future stock subscriptions, awaiting the approval of the SEC on the amendment of the Parent Company's Articles of Incorporation covering the increase in the authorized capital stock of the Parent Company by the creation of new preferred shares. On April 1, 2006, the SEC approved the capital increase of the Parent Company from ₱14.50 billion to ₱17.50 billion.

### *Financial assistance*

Proceeds from the PDIC loan amounting to ₱7.64 billion were used by the Parent Company to purchase government securities (GS Collateral), which were pledged to PDIC to secure such obligation (see Notes 12 and 21). The 12.375% interest income on these securities, net of all taxes and the corresponding 1.00% interest expense on the PDIC loan, represents PDIC's income support to the Parent Company. Any interest income in excess of 85.00% of the actual losses from the sale of NPAs to an SPV shall inure to PDIC's benefit. The actual loss on the sale of the NPAs amounting to ₱10.77 billion, which was charged on the year it was incurred, is the difference between the net book value of the NPAs and the proceeds from such sale. For regulatory purposes, the loss was allowed under the regulations issued by the BSP for banks and financial institutions availing the provisions of Republic Act No. 9182, *The Special Purpose Vehicle Act of 2002*, to be deferred and amortized to profit or loss over ten (10) years.



On September 29, 2011, the Parent Company requested for the substitution of the government securities currently being used as collateral for the ₱7.64 billion PDIC loan with other obligations of the Republic of the Philippines and/or other acceptable risk-free instruments. With the prevailing favorable market conditions, the existing GS Collateral provided a key opportunity for the Parent Company to counteract the income support deficiency amidst the full recognition of the SPV losses.

On January 5, 2012, the PDIC approved the Parent Company's request for the substitution of the government securities pledged as collateral for its ₱7.64 billion loan from PDIC, subject to the following conditions:

1. The existing government securities shall be replaced only with a similar type of government securities maturing not earlier than the March 2014 loan maturity but no later than 2020, with interest enough to (i) cover 20.00% final tax and 1.00% interest due to PDIC and (ii) provide continuing income support to the Parent Company up to March 2014 as originally intended under the 2004 FAA;
2. The substitution of the existing government securities shall be allowed in tranches with a minimum of ₱500.00 million per tranche and must be completed within a 4-month period reckoned from the 1<sup>st</sup> tranche of government securities substitution. Once the substitution of the entire ₱7.64 billion government securities have been completed, no further substitution shall be allowed by PDIC until the loan matures in March 2014;
3. The existing government securities or a portion thereof, shall be released only after the substitute government securities have been pledged to PDIC;
4. During the substitution period and until the settlement in full of the ₱7.64 billion loan from PDIC, the Parent Company commits to maintain a total market value of the government securities at ₱7.80 billion (see Notes 12 and 21);
5. A periodic determination of the market value of the collateral aspect shall be made on a monthly basis and every time a substitution is made and in cases of significant interest rate movement in the market;
6. In the event of shortfall or decrease in the market value of the substitute government securities, the Parent Company is bound to deliver additional collateral as may be acceptable to PDIC, to restore and maintain the market value of government securities collateral to at least ₱7.80 billion (see Note 12). PDIC may allow release of excess collateral upon written request of the Parent Company;
7. Any yield (including the gain as a result of the substitution) on the substitute government securities in excess of the cap of 85.00% of the actual SPV losses, shall inure to the benefit of PDIC, pursuant to the FAA;
8. In no case shall any portion of the PDIC income support, including the gain as a result of the substitution, be used to declare, distribute or pay cash or stock dividends, or effect any profit sharing or distribution of bonuses to directors and officers of the Parent Company.

On November 14, 2012, the BOD of PDIC approved the request of the Parent Company for the extension of the substitution to December 31, 2013, to complete the GS Collateral substitution process.

For the years ended December 31, 2013 and 2012, total income received by the Parent Company, which includes the gain arising from the sale of GS Collateral, net of all taxes and the corresponding 1.00% interest expense on the PDIC loan, amounted to ₱6.14 billion and ₱5.28 billion, respectively. The total income received by the Parent Company from the income support is below 85.00% of the actual losses incurred from the sale of NPAs.



On March 26, 2014, the Parent Company exited the 10-year FAA with the settlement of the ₱7.64 billion PDIC loan that matured on that date.

*Strategic third party investors*

On July 26, 2011, pursuant to the FAA, the major shareholders of the Parent Company, namely the Chung, Luy, and Nubla Groups, signed a Memorandum of Agreement (MOA) with ISM Communications Corporation (the “ISM Group”), involving the sale of their entire stake in the Parent Company to the ISM Group and the commitment of the Chung and Nubla groups to reinvest the proceeds of the sale of their respective shares amounting to ₱2.80 billion in the Parent Company (see Note 25).

On October 31, 2011, the Monetary Board approved the ISM Group’s acquisition of the controlling interest in the Parent Company.

On December 23, 2011, the ISM Group’s acquisition of the Parent Company was successfully transacted through the Philippine Stock Exchange (PSE) via a special block sale.

On August 5, 2014, the Parent Company signed a subscription agreement with P.G. Holdings Inc. (PGH), for the latter’s subscription of the Parent Company’s 181,080,608 common shares at ₱33.00 per share. These shares will be issued out of the unissued portion of the Parent Company’s authorized capital stock. On August 6, 2014, in compliance with banking law and regulations, the Parent Company and PGH submitted the subscription agreement to the BSP for its approval.

The subscription by PGH to new shares of the Parent Company amounting to ₱5.97 billion was approved by the BSP on September 23, 2014. The first installment of ₱1.79 billion was paid by PGH on September 25, 2014. Subsequently, on October 1, 2014, VFC Land Resources Inc. (VFC) bought 59.24 million shares at ₱33.00 per share from ISM Group. Both PGH and VFC are owned by Lucio Co, bringing his total stake in the Parent Company to 49.99% (see Note 25).

BSP Approvals

The BSP, in its Resolution No. 2088 dated December 14, 2012, approved the request of the Parent Company to book ₱1.92 billion revaluation increment resulting from the revaluation of PBCom Tower and allowed the Parent Company to include the revaluation increment as part of unimpaired and qualifying capital in computing for net worth and capital adequacy ratio. Out of the ₱1.92 billion revaluation increment, ₱1.57 billion was included in the carrying value of condominium units for lease included under ‘Investment properties’. Deferred tax liability recognized and charged to the statement of income from the revaluation increment amounted to ₱470.95 million. The remaining revaluation increment of ₱359.29 million on condominium units included under ‘Property and equipment’ was not recognized in the financial statements because the Parent Company’s accounting policy for property and equipment, except land, is to carry these assets at cost.

---

## 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the financial statements of the Parent Company and its subsidiaries (collectively referred to herein as the “Group”) as of December 31, 2014 and 2013, and for each of the three years in the period ended December 31, 2014, and of the Parent Company as of December 31, 2014 and 2013, and for each of the three years in the period ended December 31, 2014.



As discussed in Note 1, the subsidiaries were acquired/incorporated only in 2014. Thus, this is the Group's first consolidated financial statements. The comparative financial statements presented pertain to the Parent Company's primary financial statements issued in those years. This is also the first time that the Parent Company is presenting Parent-only financial statements.

The accompanying financial statements have been prepared on a historical cost basis, except for financial assets at fair value through profit or loss (FVTPL), equity securities at fair value through other comprehensive income (FVTOCI), available-for-sale (AFS) investments and investment properties that are measured at fair value, and land classified as 'Property and equipment' that is measured at appraised value. The financial statements are presented in Philippine peso (PHP or ₱) and all values are rounded to the nearest thousand, unless otherwise stated.

The financial statements of the Parent Company include the accounts maintained in the Regular Banking Unit (RBU) and Foreign Currency Deposit Unit (FCDU). The functional currency of the RBU and the FCDU is the PHP and United States dollar (USD), respectively. For financial reporting purposes, FCDU accounts and foreign currency-denominated accounts in the RBU are translated into their equivalents in PHP, which is the Parent Company's presentation currency (see accounting policy on Foreign Currency Translation). The financial statements individually prepared for these units are combined after eliminating inter-unit accounts and transactions.

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The functional currency of the Parent Company's subsidiaries is the PHP.

#### Statement of Compliance

The accompanying financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

#### Presentation of Financial Statements

The Group and the Parent Company present its statement of financial position broadly in order of liquidity. An analysis regarding recovery or settlement within twelve (12) months after the statement of financial position date (current) and more than twelve (12) months after the statement of financial position date (non-current) is presented in Note 24.

#### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries. The consolidated financial statements of the Group are prepared for the same reporting year as the Parent Company using consistent accounting policies. Subsidiaries are consolidated from the date on which control is transferred to the Parent Company. Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Parent Company controls an investee if, and only if, the Parent Company has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns



Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Parent Company has less than a majority of the voting or similar rights of an investee, the Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual agreements
- The Parent Company's voting rights and potential voting rights

The Parent Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three (3) elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Parent Company gains control until the date the Parent Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with the Parent Company's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between entities in the Group are eliminated in full on consolidation.

A change in ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

When a change in ownership interest in a subsidiary occurs, which results in loss of control over the subsidiary, the Parent Company:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- Derecognizes the carrying amount of any non-controlling interest;
- Derecognizes the related other comprehensive income (OCI) recorded in equity and recycle the same to the statement of income or surplus;
- Recognizes the fair value of the consideration received;
- Recognizes the fair value of any investment retained; and
- Recognizes any surplus or deficit in the statement of income.

#### Non-controlling Interests

Non-controlling interests represent the portion of profit or loss and net assets not owned, directly or indirectly, by the Parent Company.

Non-controlling interests are presented separately in the consolidated statement of income, consolidated statement of comprehensive income, and within equity in the consolidated statement of financial position, separately from equity attributable to the equity holders of the Parent Company. Any losses applicable to the non-controlling interests are allocated against the interests of the non-controlling interests even if this results in the non-controlling interests having a deficit balance.



### Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the early adoption of PFRS 9, *Financial Instruments* (2010 version) and the following new and amended standards and interpretation, which became effective beginning January 1, 2014. Unless otherwise indicated, adoption of these new and amended standards and interpretation did not have any significant impact on the Group's financial position and financial performance.

- Investment Entities (Amendments to PFRS 10, *Consolidated Financial Statements*, PFRS 12, *Disclosure of Interests in Other Entities*, and Philippine Accounting Standards (PAS) 27, *Separate Financial Statements*)  
These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at FVTPL. The amendments must be applied retrospectively, subject to certain transition relief.
- PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities* (Amendments)  
These amendments clarify the meaning of 'currently has a legally enforceable right to set-off' and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting and are applied retrospectively.
- PAS 36, *Impairment of Assets - Recoverable Amount Disclosures for Non-financial Assets* (Amendments)  
These amendments remove the unintended consequences of PFRS 13, *Fair Value Measurement*, on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for assets or cash-generating units (CGUs) for which impairment loss has been recognized or reversed during the period. The amendments resulted to additional disclosures relating to reversal of impairment losses on branch licenses (see Note 17).
- PAS 39, *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting* (Amendments)  
These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria and retrospective application is required.
- Philippine Interpretation of IFRIC 21, *Levies* (IFRIC 21)  
IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. Retrospective application is required for IFRIC 21.
- Annual Improvements to PFRSs (2010-2012 cycle)  
In the 2010-2012 annual improvements cycle, seven (7) amendments to six (6) standards were issued, which included an amendment to PFRS 13, *Fair Value Measurement*. The amendment to PFRS 13 is effective immediately and it clarifies that short-term receivables and payables with no stated interest rates can be measured at invoice amounts when the effect of discounting is immaterial.



- Annual Improvements to PFRSs (2011-2013 cycle)  
In the 2011-2013 annual improvements cycle, four (4) amendments to four (4) standards were issued, which included an amendment to PFRS 1, *First-time Adoption of PFRS*. The amendment to PFRS 1 is effective immediately. It clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but permits early application, provided either standard is applied consistently throughout the periods presented in the entity's first PFRS financial statements.

The impact on the financial statements of the Group's adoption of PFRS 9 (2010 version) is described below:

- PFRS 9, *Financial Instruments* (2010 Version)  
PFRS 9 (2010 version) reflects the first phase on the replacement of PAS 39, *Financial Instruments: Recognition and Measurement* and applies to the classification and measurement of financial assets and financial liabilities as defined in PAS 39. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at FVTPL. All equity financial assets are measured at fair value either through OCI or profit or loss. Equity financial assets held for trading must be measured at FVTPL. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. The remainder of the change in fair value is presented in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO.

PFRS 9 (2010 version) is effective for annual periods beginning on or after January 1, 2015. This mandatory adoption date was moved to January 1, 2018 when the final version of PFRS 9 was adopted by the Philippine Financial Reporting Standards Council (FRSC). Such adoption, however, is still for approval by the Board of Accountancy (BOA).

The Monetary Board of BSP approved the guidelines governing the implementation and early adoption of PFRS 9 on December 23, 2010, and issued the implementing guidelines under BSP Circular Nos. 708, 733 and 761 on January 10, 2011, August 5, 2011 and July 20, 2012, respectively. The SEC also issued guidelines on the implementation of PFRS 9 on May 16, 2011 under SEC Memorandum Circular No. 3 Series of 2011 which was later revised on May 28, 2012.

On July 30, 2014, the Parent Company's BOD approved the early adoption of PFRS 9 (2010 version) with initial application date of January 1, 2014. The Parent Company opted to adopt the said standard due to the following merits:

- Fewer financial assets classification, with clearer, principles-based classification requirements that minimizes different interpretations and improves reporting comparability than PAS 39;
- Emphasis on fair value reporting which is more relevant to investors, shareholders, and other financial reports users; and



- Gives greater emphasis to the relationship of the financial instruments acquired or originated to what the Parent Company looks to do as a business.

The Parent Company chose to apply the option not to restate comparative information, thereby resulting in the following impact:

- Comparative information for prior periods will not be restated. The classification and measurement requirements previously applied in accordance with PAS 39 and disclosures required in PFRS 7 will be retained for the comparative periods.
- The Group will disclose the accounting policies for both the current period and the comparative periods, one applying PFRS 9 (2010 version) and one applying PAS 39.
- The difference between the previous carrying amount and the carrying amount at the beginning of the annual reporting period that includes the date of initial application will be recognized in the opening Surplus (Deficit) or other component of equity, as appropriate.
- As comparative information is not restated, the Group is not required to provide a third statement of financial information at the beginning of the earliest comparative period in accordance with PAS 1, *Presentation of Financial Statements*.

Presented below is the impact of the application of PFRS 9 (2010 version) as of January 1, 2014 on the Parent Company's financial instruments:

	Original Measurement Category under PAS 39	New Measurement Category under PFRS 9	Original Carrying Amount under PAS 39	New Carrying Amount under PFRS 9
<b>Financial assets:</b>				
Cash and other cash items	Loans and receivables	Financial assets at amortized cost	₱740,012	₱740,012
Due from BSP	Loans and receivables	Financial assets at amortized cost	9,573,408	9,573,408
Due from other banks	Loans and receivables	Financial assets at amortized cost	661,308	661,308
Interbank loans receivable and securities purchased under resale agreements	Loans and receivables	Financial assets at amortized cost	202,550	202,550
Loans and receivables	Loans and receivables	Financial assets at amortized cost	24,997,424	24,997,424
Held-for-trading (HFT) (Government securities)	Financial assets at FVPL	Financial assets at FVTPL	104,909	104,909
AFS investments:				
Government securities	AFS investments	Financial assets at FVTPL	2,007,740	2,007,740
	AFS investments	Financial assets at amortized cost	18,039,565	19,299,616
Equity securities	AFS investments	Financial assets at FVTOCI	42,777	42,777
<b>Financial liabilities:</b>				
Deposit liabilities	Financial liabilities at amortized cost	Financial liabilities at amortized cost	47,280,497	47,280,497
Bills payable	Financial liabilities at amortized cost	Financial liabilities at amortized cost	9,458,241	9,458,241
Outstanding acceptances	Financial liabilities at amortized cost	Financial liabilities at amortized cost	43,188	43,188
Manager's check	Financial liabilities at amortized cost	Financial liabilities at amortized cost	173,501	173,501
Accrued interest and other expenses	Financial liabilities at amortized cost	Financial liabilities at amortized cost	263,639	263,639
Other liabilities*	Financial liabilities at amortized cost	Financial liabilities at amortized cost	121,443	121,443

\*Consists of Accounts payable and Due to the Treasurer of the Philippines

In accordance with the transition provisions of PFRS 9 (2010 version), the classification of debt financial assets that the Parent Company held at the date of initial application (i.e., January 1, 2014) was based on the facts and circumstances of the business model in which the financial assets were held at that date and on their contractual cash flow characteristics.



The initial application of PFRS 9 (2010 version) has had an impact on the following financial instruments of the Parent Company:

- a. The Parent Company's investments in debt instruments previously classified as AFS investments that met the criteria to be classified as at amortized cost under PFRS 9 were classified as investment securities at amortized cost, because the business model is to hold these instruments in order to collect contractual cash flows. The accumulated net unrealized loss on these securities as of January 1, 2014 amounting to ₱1.26 billion was reversed upon reclassification. Had the securities not been reclassified, fair value gain of ₱0.57 billion would have been recognized in OCI in the statement of comprehensive income in 2014.
- b. Investments in debt instruments previously classified as AFS investments that did not meet the criteria to be classified as at amortized cost under PFRS 9 have been classified as financial assets at FVTPL. The accumulated net unrealized gain on these securities as of January 1, 2014 amounting to ₱9.31 million was adjusted to the opening 'Deficit' upon reclassification. Had the securities not been reclassified, fair value gain in 2014 amounting to ₱18.68 million would have been recognized in OCI in the statement of comprehensive income.
- c. The Parent Company did not have any financial assets that were previously designated as at FVTPL but are no longer so designated. Neither did it designate any financial asset as at FVTPL on initial application of PFRS 9.
- d. Investments in equity securities previously classified as AFS investments have been classified as equity securities at FVTOCI under PFRS 9 as these are not held for trading. The accumulated impairment loss previously charged to the statement of income amounting to ₱7.17 million as of January 1, 2014 was reclassified from the opening 'Deficit' to OCI. The reclassification had no impact on the Parent Company's profit or loss for the year ended December 31, 2014.
- e. The Parent Company did not have any financial liabilities that were previously designated as at FVPL but are no longer so designated. Neither did it designate any financial liability as at FVTPL on initial application of PFRS 9. The adoption of PFRS 9 had no material impact on the Parent Company's financial liabilities. As of January 1, 2014, all of the Parent Company's financial liabilities are measured at amortized cost.

As a result of the adoption of PFRS 9 (2010 version), the following adjustments were made to the Parent Company's financial statements as of January 31, 2014:

	<u>Amount</u>
Net increase in financial assets	₱1,260,051
Net decrease in opening deficit	16,481
Net decrease in net unrealized losses on AFS investments	1,219,413
Net increase in net unrealized gains on equity securities at FVTOCI	24,157
Net increase in equity	1,260,051



### Foreign Currency Translation

#### *RBU*

As at statement of financial position date, foreign currency-denominated monetary assets and monetary liabilities of the RBU are translated in PHP based on the Philippine Dealing System (PDS) closing rate prevailing at end of the year and foreign currency-denominated income and expenses, based on the spot rate at date of transactions. Foreign exchange differences arising from the restatement of foreign currency-denominated assets and foreign currency-denominated liabilities in the RBU are credited to or charged against the statement of income in the year in which the rates change. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

#### *FCDU*

As at statement of financial position date, the FCDU's assets and liabilities are translated into the Parent Company's presentation currency, PHP, at the PDS closing rate prevailing at the statement of financial position date, and income and expenses are translated at PDSWAR for the year. Exchange differences arising on translation are taken directly to the statement of comprehensive income as 'Cumulative translation adjustment'.

### Fair Value Measurement

The Group measures financial instruments, such as financial assets at FVTPL, derivatives, AFS investments and equity securities at FVOCI, and non-financial assets such as land under 'Property and equipment' and investment properties, at fair value at each statement of financial position date. Also, fair values of financial instruments measured at amortized cost are disclosed in Note 4.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.



All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each statement of financial position date.

External valuers are involved for the valuation of investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and fair value hierarchy as explained above.

#### Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash and other cash items, amounts due from BSP and other banks, and interbank loans receivable and securities purchased under resale agreements (SPURA) with original maturities of three (3) months or less from dates of placements and that are subject to insignificant risks of changes in value. Due from BSP includes the statutory reserves required by the BSP which the Group considers as cash equivalents as withdrawals can be made to meet the Group's cash requirements as allowed by the BSP. The components of cash and cash equivalents are shown in the statement of cash flows. Cash and cash equivalents are carried at amortized cost in the statement of financial position.

#### SPURA

The Group enters into short-term purchases of securities under resale agreements of identical securities with the BSP. Resale agreements are contracts under which a party purchases securities and resells such securities to the same selling party at a specified future date at a fixed price. The amounts advanced under resale agreements are carried as SPURA in the statement of financial position. SPURA are carried at cost. Interest earned on resale agreements is reported as 'Interest income' in the statement of income.

#### Financial Instruments - Date of Recognition

The Group recognizes financial instruments when, and only when, it becomes a party to the contractual terms of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date. Settlement date accounting refers to:

- a. The recognition of an asset on the day it is received by the Group; and
- b. The derecognition of an asset and recognition of any gain or loss on disposal on the day that such asset is delivered by the Group.

Any change in fair value of unrecognized financial asset is recognized in the statement of income or in equity, depending on the classification of the financial asset. Loans and receivables are recognized when cash is advanced to the borrowers while financial liabilities are recognized when



cash is received by the Group.

Classification, Measurement, Reclassification and Impairment of Financial Assets (Upon Adoption of PFRS 9)

*Classification and measurement of financial assets*

For purposes of classifying financial assets, an instrument is an 'equity instrument' if it is a non-derivative and meets the definition of 'equity' for the issuer (under PAS 32, *Financial Instruments: Presentation*). All other non-derivative financial instruments are 'debt instruments'.

a. Financial Assets at Amortized Cost

Financial assets are measured at amortized cost if both of the following conditions are met:

- The asset is held within the Group's business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets meeting these criteria are measured initially at fair value plus transaction costs. These are subsequently measured at amortized cost using the effective interest method, less any impairment in value, with the interest calculated recognized as 'Interest income' in the statement of income.

The Group classified 'Cash and other cash items', 'Due from BSP', 'Due from other banks', 'Interbank loans receivable and SPURA', 'Loans and receivables', and 'Investment securities at amortized cost' as financial assets at amortized cost.

The Group may irrevocably elect at initial recognition to classify a financial asset that meets the amortized cost criteria above as at FVTPL if that designation eliminates or significantly reduces an accounting mismatch had the financial asset been measured at amortized cost. As at January 1, 2014, the Group has not made such designation.

b. Financial Assets at FVTOCI

At initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate equity instruments at FVTOCI. Designation at FVTOCI is not permitted if the investment in equity instrument is held for trading.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, these are measured at fair value, with no deduction for sale or disposal costs. Gains and losses arising from changes in fair value are recognized in OCI and accumulated in 'Unrealized gain (loss) on equity securities carried at FVTOCI' in the statement of financial position. When the asset is disposed of, the cumulative gain or loss previously recognized in 'Unrealized gain on equity securities carried at FVTOCI' is not reclassified to statement of income, but is reclassified to 'Deficit'.



The Group has designated certain equity instruments that are not held for trading as at FVTOCI on initial application of PFRS 9 (see Note 11).

Dividends earned on these investments in equity instruments are recognized in the statement of income when the Group's right to receive the dividends is established in accordance with PAS 18, *Revenue*, unless the dividends clearly represent recovery of a part of the cost of the investment. Dividends earned are recognized in the statement of income, under 'Miscellaneous income'.

c. Financial Assets at FVTPL

Debt instruments that do not meet the amortized cost criteria, or that meet the criteria but the Group has chosen to designate as at FVTPL at initial recognition, are measured at fair value through profit or loss.

Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity instrument that is not held for trading as at FVTOCI at initial recognition.

The Group's financial assets at FVTPL include government securities held for trading purposes.

As of January 1, 2014, the Group has not designated any debt instrument that meets the amortized cost criteria as at FVTPL.

Financial assets at FVTPL are carried at fair value, and realized and unrealized gains and losses on these instruments are recognized as 'Trading and securities gain (loss) - net' in the statement of income. Interest earned on these investments is reported as 'Interest income' in the statement of income while dividend income is reported under 'Miscellaneous income' in the statement of income when the right of payment has been established.

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the PDS closing rate at the statement of financial position date. The foreign exchange component forms part of its fair value gain or loss. For financial assets classified as at FVTPL, the foreign exchange component is recognized in the statement of income. For financial assets designated as at FVTOCI, any foreign exchange component is recognized in OCI.

d. Derivative Instruments

The Parent Company uses derivative instruments such as currency forwards as a means for managing its foreign exchange exposures and its liquidity. Such derivative instruments are initially recorded at fair value and carried as financial assets when their fair value is positive and as financial liabilities when their fair value is negative.

Any gains or losses arising from changes in fair value of derivative instruments that do not qualify for hedge accounting are taken directly to the statement of income.

The fair value of currency forward contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of PFRS 9 (e.g., financial liabilities and non-financial host contracts) are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL. Otherwise, the hybrid



financial asset is classified in its entirety. The Group assesses the existence of an embedded derivative on the date it first becomes a party to the contract, and performs reassessment only where there is a change to the contract that significantly modifies the contractual cash flows.

#### *Reclassification of financial assets*

The Group can reclassify financial assets if the objective of its business model for managing those financial assets changes. The Group is required to reclassify as follows:

- From amortized cost to FVTPL if the objective of the business model changes so that the amortized cost criteria are no longer met; and
- From FVTPL to amortized cost if the objective of the business model changes so that the amortized cost criteria start to be met and the instrument's contractual cash flows are solely payments of principal and interest on the principal outstanding.

Reclassification of financial assets designated as at FVTPL at initial recognition is not permitted. A change in the objective of the Group's business model must be effected before the reclassification date. The reclassification date is the beginning of the next reporting period following the change in the business model.

#### *Impairment of financial assets*

The Group assesses at each statement of financial position date whether there is any objective evidence that a financial asset or a group of financial assets measured at amortized cost is impaired. A financial asset or a group of financial assets is deemed to be impaired, if and only if, there is objective evidence as a result of one or more events that had occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the borrower or a group of borrowers is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant.

For individually assessed financial assets, the amount of the loss is measured as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (EIR). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR, adjusted for the original credit risk premium. The calculation of the present value of the estimated future cash flows of a collateralized financial asset reflects the cash flow that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.



For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of such credit risk characteristics as industry, past-due status and term. Future cash flows on a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. Estimates of changes in future cash flows reflect, and are directionally consistent with, changes in related observable data from year to year (such as changes in unemployment rates, property prices, commodity prices, payment status, or other factors that are indicative of incurred losses in the group and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

The carrying amount of the financial asset at amortized cost is reduced by the impairment loss (included under 'Reversal of credit and impairment losses - net' in the statement of income) directly for all financial assets at amortized cost with the exception of 'Loans and receivables', where the carrying amount is reduced through the use of an allowance account. Loans and receivables, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery and all collateral has been realized. The amount of impairment loss is recognized under 'Reversal of credit and impairment losses - net' in the statement of income. Interest income continues to be recognized based on the original EIR of the asset. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the statement of income to the extent that the carrying amount of the financial asset at the date the impairment reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

#### *Restructured loans*

Where possible, the Group seeks to restructure loans rather than to take possession of collateral. This may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, the loan is no longer considered as past due. Management continuously reviews restructured loans to ensure that all criteria are met and that future payments are likely to occur. The loan continues to be subject to an individual or collective impairment assessment, calculated using the loan's original EIR. The difference between the recorded value of the original loan and the present value of the restructured cash flows, discounted at the original EIR, is recognized in 'Reversal of credit and impairment losses - net' in the statement of income.

#### Classification, Measurement, Reclassification and Impairment of Financial Assets (Prior to Adoption of PFRS 9)

##### *Classification and measurement of financial assets*

The classification of financial assets at initial recognition depends on the purpose for which the financial instruments were acquired and their characteristics. The Group categorizes its financial assets as: financial assets at FVTPL, differentiating those that are held-for-trading and those designated as such, loans and receivables, held-to-maturity (HTM) investments and AFS investments. Management determines the classification of its investments at initial recognition and, where allowed and appropriate, re-evaluates such designation at every statement of financial position date.

##### a. HFT Investments

Financial instruments held for trading include government debt securities and quoted equity securities purchased and held principally with the intention of selling them in the near term. These securities are carried at fair value; realized and unrealized gains and losses on these



instruments are recognized as 'Trading and securities gain (loss) - net' in the statement of income. Interest earned or incurred on financial instruments held for trading is reported under 'Interest income' in the statement of income.

b. Financial Assets Designated at FVTPL

Financial assets classified in this category are designated by management on initial recognition when any of the following criteria is met:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on them on a different basis;
- The assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- The financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

Financial assets designated at FVTPL are initially recognized in the statement of financial position at fair value. Changes in fair value of financial assets designated at FVTPL are recorded under 'Trading and securities gain (loss) - net' in the statement of income. Interest earned is recognized as 'Interest income' in the statement of income.

The Group has no financial assets designated at FVTPL as of December 31, 2013.

c. Derivative Instruments

The Parent Company uses derivative instruments such as currency forwards as a means for managing its foreign exchange exposures and its liquidity. Such derivative instruments are initially recorded at fair value on the date at which the derivative contract is entered into and are subsequently remeasured at fair value. Derivative instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivative instruments that do not qualify for hedge accounting are taken directly to the statement of income.

The fair value of currency forward contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

d. Embedded Derivatives

The Group assesses the existence of an embedded derivative when it first becomes a party to the contract and performs reassessment if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

An embedded derivative is separated from the host financial or non-financial contract and accounted for as a derivative if all of the following conditions are met:

- The economic characteristics and risks of the embedded derivative are not closely related to the economic characteristic of the host contract;
- A separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- The hybrid or combined instrument is not recognized at FVTPL.



The Group determines whether a modification to cash flows is significant by considering the extent to which the expected future cash flows associated with the embedded derivative, the host contract or both have changed and whether the change is significantly relative to the previously expected cash flows on the contract.

Embedded derivatives that are bifurcated from the host contracts are accounted for as financial assets or financial liabilities at FVTPL. Changes in fair values of embedded derivatives are included in the statement of income. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The Group has no outstanding embedded derivatives as of December 31, 2013.

e. HTM Investments

HTM investments are quoted non-derivative financial assets with fixed or determinable payments and with fixed maturities for which the Group has the positive intention and ability to hold to maturity. If the Group were to sell more than an insignificant amount of HTM investments before maturity (other than in certain specific circumstances), the entire category would be tainted and would have to be reclassified as AFS investments. Furthermore, the Group would be prohibited from classifying any financial assets as HTM investments for the following two (2) years.

HTM investments are measured initially at fair value plus transaction costs that are directly attributable to the acquisition of these assets. After initial recognition, these investments are subsequently measured at amortized cost using the effective interest method, less any impairment in value.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the EIR. The amortization is included in 'Interest income' in the statement of income. Gains and losses are recognized in the statement of income when HTM investments are derecognized and impaired, as well as through the amortization process. The losses arising from impairment of such investments are recognized in the statement of income under 'Reversal of credit and impairment losses - net'. The effects of restatement on foreign currency-denominated HTM investments are recognized in the statement of income.

f. Loans and Receivables

These are financial assets with fixed or determinable payments and fixed maturities that are not quoted in an active market, other than:

- Those that the Group intends to sell immediately or in the near term and those that the Group, upon initial recognition, designates as at FVTPL;
- Those that the Group, upon initial recognition, designates as AFS; and,
- Those for which the Group may not cover substantially all of its initial investment, other than because of credit deterioration.

Loans and receivables are measured initially at fair value plus transaction costs that are directly attributable to the acquisition of these assets. After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest method, less allowance for credit losses.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees and costs that are an integral part of the EIR. The amortization is included in



'Interest income' in the statement of income. The losses arising from impairment are recognized in 'Reversal of credit and impairment losses - net' in the statement of income.

This accounting policy relates to the statement of financial position captions 'Due from BSP', 'Due from other banks', 'Interbank loans receivable and SPURA' and 'Loans and receivables'.

g. AFS Investments

AFS investments are those which are designated as such or do not qualify to be classified as designated as financial assets at FVTPL, HTM investments or loans and receivables. They are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. These include government securities, treasury notes and shares of stock.

AFS investments are measured initially at fair value plus transaction costs that are directly attributable to the acquisition of these assets. After initial measurement, AFS investments are subsequently measured at fair value.

The effective yield component of AFS debt securities, as well as the impact of restatement on foreign currency-denominated AFS debt securities, is reported in the statement of income. The unrealized gains and losses arising from the fair valuation of AFS investments are excluded from reported earnings and are reported as 'Net unrealized gain (loss) on AFS investments' under OCI in the statement of comprehensive income.

When the security is disposed of, the cumulative gain or loss previously recognized in OCI is recognized as 'Trading and securities gain (loss) - net' in the statement of income. Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a specific identification basis. Interest earned on holding AFS investments are reported as 'Interest income' using the EIR. Dividends earned on holding AFS investments are recognized in the statement of income as 'Miscellaneous income' when the right of payment has been established. The losses arising from impairment of such investments are recognized as 'Reversal of credit and impairment losses - net' in the statement of income.

*Reclassification of financial assets*

The Group may reclassify, in certain circumstances, non-derivative financial assets out of the HFT investments category and into the AFS investments, loans and receivables or HTM investments categories. The Group may also reclassify, in certain circumstances, financial instruments out of the AFS investments to loans and receivables category. Reclassifications are recorded at fair value at the date of reclassification, which becomes the new amortized cost.

The Group may reclassify a non-derivative trading asset out of HFT investments and into the loans and receivables category if it meets the definition of loans and receivables and the Group has the intention and ability to hold the financial assets for the foreseeable future or until maturity.

For a financial asset reclassified out of the AFS investments category to loans and receivables or HTM investments, any previous gain or loss on that asset that has been recognized in OCI is amortized to statement of income over the remaining life of the investment using the effective interest method. If the asset is subsequently determined to be impaired, the amount recorded in OCI is recycled to the statement of income.

Reclassification is at the election of management, and is determined on an instrument-by-instrument basis. The Group does not reclassify any financial instrument into the FVTPL category after initial recognition.



*Impairment of financial assets*

The Group assesses at each statement of financial position date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the borrower or a group of borrowers is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

a. Financial Assets Carried at Amortized Cost

For financial assets carried at amortized cost, which include HTM investments and loans and receivables, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows (excluding future credit losses that have not been incurred). The estimated future cash flows are discounted at the financial asset's original EIR.

If a financial asset carried at amortized cost has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR, adjusted for the original credit risk premium. The calculation of the present value of the estimated future cash flows of a collateralized financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable. The carrying amount of the asset is reduced through use of an allowance account and the amount of loss is charged to the statement of income. Interest income continues to be recognized based on the original EIR of the asset. Loans and receivables, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery and all collateral has been realized. If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reduced by adjusting the allowance account. If a future write-off is later recovered, any amounts formerly charged are credited to the 'Reversal of credit and impairment losses - net' in the statement of income.

If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment for impairment.



For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of such credit risk characteristics as industry, past-due status and term. Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of historical loss experience for assets with credit risk characteristics similar to those in the group. Historical loss experience is adjusted on the basis of current observable data to reflect the effects of current conditions that did not affect the period in which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. Estimates of changes in future cash flows reflect and are directionally consistent with changes in related observable data from period to period (such as changes in unemployment rates, property prices, commodity prices, payment status, or other factors that are indicative of incurred losses in the group and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

b. AFS Investments

For AFS investments, the Group assesses at each statement of financial position date whether there is objective evidence that a financial asset or group of financial assets is impaired.

In the case of equity investments classified as AFS investments, this would include a significant or prolonged decline in the fair value of the investments below its cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the statement of income - is removed from OCI and recognized in the statement of income.

Impairment losses on equity investments are not reversed through the statement of income. Increases in fair value after impairment are recognized in OCI.

In the case of debt instruments classified as AFS investments, impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on that investment previously recognized in the statement of income. Future interest income is based on the reduced carrying amount and is accrued based on the rate of interest used to discount future cash flows for the purpose of measuring impairment loss. Such accrual is recorded as part of 'Interest income' in the statement of income. If, in subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the statement of income, the impairment loss is reversed through statement of income.

c. Restructured Loans

Where possible, the Group seeks to restructure loans rather than to take possession of collateral. This may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, the loan is no longer considered past due. Management continuously reviews restructured loans to ensure that all criteria are met and that future payments are likely to occur. The loans continue to be subject to an individual or collective impairment assessment, calculated using the loan's original EIR. The difference between the recorded value of the original loan and the present value of the restructured cash flows, discounted at the original EIR, is recognized in 'Reversal of credit and impairment losses - net' in the statement of income.



### Financial Liabilities - Classification and Measurement

Financial liabilities are classified, at initial recognition, either as financial liabilities at FVTPL or other financial liabilities at amortized cost.

#### *Financial liabilities at amortized cost*

These liabilities are classified as such when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component on the date of issue.

These financial liabilities are measured initially at fair value, net of directly attributable transaction costs. After initial measurement, these liabilities are subsequently measured at amortized cost using the effective interest method.

Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the EIR.

This accounting policy relates to the statement of financial position caption 'Deposit liabilities', 'Bills payable' and 'Other borrowed funds', which are not designated at FVTPL.

### Derecognition of Financial Assets and Financial Liabilities

#### *Financial assets*

A financial asset (or, when applicable, a part of a financial asset or part of a group of financial assets) is derecognized when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
  - a. The Group has transferred substantially all the risks and rewards of the asset; or
  - b. The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

The transfer of risks and rewards is evaluated by comparing the Group's exposure, before and after the transfer, with the variability in the amounts and timing of the net cash flows of the transferred asset. The Group has retained substantially all the risks and rewards of ownership of a financial asset if its exposure to the variability in the present value of the future net cash flows from the financial asset does not change significantly as a result of the transfer (e.g., because the entity has sold a financial asset subject to an agreement to buy it back at a fixed price or the sale



price plus a lender's return). The Group has transferred substantially all the risks and rewards of ownership of a financial asset if its exposure to such variability is no longer significant in relation to the total variability in the present value of the future net cash flows associated with the financial asset (e.g., because the entity has sold a financial asset subject only to an option to buy it back at its fair value at the time of repurchase or has transferred a fully proportionate share of the cash flows from a larger financial asset in an arrangement).

Whether the Group has retained control of the transferred asset depends on the transferee's ability to sell the asset. If the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without needing to impose additional restrictions on the transfer, the entity has not retained control.

#### *Financial liabilities*

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of income.

#### Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position, if and only if, there is a legally enforceable right to offset the recognized amounts and there is an intention to either settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, therefore, the related assets and liabilities are presented gross in the statement of financial position.

#### Investments in Subsidiaries and an Associate

##### *Subsidiaries*

A subsidiary is an entity in which the Parent Company holds more than half of the issued share capital or controls more than 50% of the voting power, or exercises control over the operations and management of the subsidiary.

Investments in subsidiaries in the Parent Company's separate financial statements are accounted for under the cost method of accounting. Dividends received are reported as dividend income when the right to receive the payment is established.

##### *Associate*

An associate is an entity in which the Parent Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

Under the equity method, an investment in an associate is carried in the statement of financial position at cost plus post-acquisition changes in the Parent Company's share of the net assets of the associate. Goodwill relating to an associate is included in the carrying value of the investments and is not amortized. The statement of income reflects the share of the results of operations of the associate. Where there has been a change recognized directly in the equity of the associate, the Parent Company recognizes its share of any changes and discloses thus, when applicable, in the statement of changes in equity. When the Parent Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Parent Company does not recognize further losses, unless it has incurred obligations between the Parent Company and an associate are eliminated to the extent of the interest in the associate.



The financial statements of the associate are prepared for the same reporting period as the Parent Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Parent Company.

In the separate or parent company financial statements, investments in associates are carried at cost, less accumulated impairment in value. Dividends earned on these investments are recognized in the Parent Company's statement of income as declared by the respective BOD of the investees.

Upon loss of significant influence over the associate, the Parent Company measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in the statement of income.

#### Property and Equipment

Property and equipment, except land, are stated at cost less accumulated depreciation and amortization and impairment in value. Land is stated at appraised value. The appraisal values were determined by professionally qualified and independent appraisers. The revaluation increment resulting from revaluation is credited to 'Revaluation increment on land and condominium properties' under OCI, net of deferred tax liability.

The initial cost of property and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance are charged against statement of income in the year in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Construction in progress is stated at cost and includes cost of construction and other direct costs. Construction in progress is not depreciated until such time that the relevant asset is completed and put into operational use.

Depreciation on property and equipment is computed using the straight-line method based on the estimated useful life (EUL) of the depreciable assets. Leasehold improvements are amortized over the EUL of the improvements or the terms of the related leases, whichever is shorter.

The EULs of components of property and equipment are as follows:

	Years
Condominium properties	50
Buildings and improvements	25
Furniture, fixtures and equipment	5
Leasehold improvements	1-5

The residual values, EULs and methods of depreciation and amortization of property and equipment are reviewed at each statement of financial position date and adjusted prospectively, if appropriate.

Fully depreciated property and equipment are retained in the accounts until these are no longer used and no further depreciation and amortization is charged to statement of income.



An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Upon derecognition, the cost and the related accumulated depreciation and amortization and any impairment in value of the asset are removed from the accounts, and any resulting gain or loss (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is reflected as income or loss in the statement of income.

#### Investment Properties

Investment properties include real properties acquired in settlement of loans and receivables and investments in condominium units which are measured initially at cost, including certain transaction costs.

Real properties acquired through a nonmonetary asset exchange is measured initially at fair value unless:

- a. The exchange lacks commercial substance; or
- b. The fair value of neither the asset received nor the asset given up is reliably measurable.

Subsequent to initial recognition, investment properties are stated at fair value, which reflects the prevailing market conditions at the statement of financial position date. Gains or losses resulting from changes in the fair values of investment properties are recognized in the statement of income under 'Fair value gain (loss) from investment properties' in the period in which they arise.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sell.

For a transfer from investment property carried at fair value to owner-occupied property, the asset's deemed cost for subsequent accounting is its fair value at the date of change in use. For transfers from owner-occupied property to investment property under the fair value model, the related properties are accounted for under property and equipment up to the time of change in use. At that date, any difference between the carrying amount of the property and the fair value is to be treated in the same way as a revaluation and be recognized in OCI and accumulated in equity.

Under the revaluation model, after recognition as an asset, an item of property, plant and equipment whose fair value can be measured reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period.

The revaluation surplus included in equity in respect of an item of property, plant and equipment may be transferred directly to retained earnings when the asset is derecognized. This may involve transferring the whole of the surplus when the asset is retired or disposed of. However, some of the surplus may be transferred as the asset is used by an entity. In such a case, the amount of the surplus transferred would be the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Transfers from revaluation surplus to retained earnings are not made through profit or loss.

Investment properties are derecognized when they have either been disposed of or when they are permanently withdrawn from use and no future benefit is expected from its disposal. Any gains or



losses on retirement or disposal of investment properties are recognized in the statement of income in the year of retirement or disposal under 'Profit from assets sold'.

#### Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer elects whether to measure the non-controlling interest in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in the statement of income.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PFRS 9, is measured at fair value with changes in fair value recognized in the statement of income. If the contingent consideration is not within the scope of PFRS 9, it is measured in accordance with the appropriate PFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the statement of income.

#### Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Following initial recognition, intangible assets, excluding goodwill and branch licenses, are carried at cost less any accumulated amortization and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and method for an intangible asset with a finite useful life are reviewed at least at each statement of financial position date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of income.



Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually or more frequently, either individually or at the CGU level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of income when the asset is derecognized.

Intangible assets consist of goodwill, branch licenses and software costs.

*Goodwill*

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of the business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

*Branch licenses*

These intangible assets were determined to have indefinite useful lives and are therefore not amortized. The useful life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

*Software costs*

Costs related to software purchased by the Group for use in operations are recognized as 'Intangible assets' in the statement of financial position. Capitalized computer software costs are amortized on a straight-line basis over two (2) to five (5) years.

Impairment of Non-financial Assets

At each statement of financial position date, the Group assesses whether there is any indication that its non-financial assets may be impaired. When an indicator of impairment exists or when an annual impairment testing for an asset is required, the Group makes a formal estimate of the recoverable amount.

Recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent from those other assets or groups of assets, in which case, the recoverable amount is assessed as part of the CGU to which it belongs.

When the carrying amount of an asset (or CGU) exceeds its recoverable amount, the asset (or CGU) is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or CGU).



An impairment loss is recognized only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged against the statement of income in the period in which it arises, unless the asset is carried at a revalued amount, in which case, the impairment loss is charged against the revaluation increment of the said asset.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is credited to current statement of income, unless the asset is carried at a revalued amount, in which case, the reversal of the impairment loss is credited to the revaluation increment of the said asset.

The following criteria are also applied in assessing impairment of specific assets:

*Property and equipment*

The carrying values of the property and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying values may not be recoverable. If any such indication exists and when the carrying values exceed the estimated recoverable amounts, the assets or CGUs are written down to their recoverable amounts.

*Goodwill*

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of the CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU (or group of CGUs) is less than the carrying amount of the CGU (or group of CGUs) to which goodwill has been allocated, an impairment loss is recognized immediately in the statement of income. Impairment losses relating to goodwill cannot be reversed for subsequent increases in its recoverable amount in future periods.

*Branch licenses*

Branch licenses are tested for impairment annually at the statement of financial position date either individually or at the CGU level, as appropriate.

*Software costs*

Software costs are assessed for impairment whenever there is an indication that these assets may be impaired.

Government Loans with Low Interest Rates

Government loans with low interest rates are recognized initially at fair value and the difference between the fair value of the loan and the proceeds of the loan is considered a form of government grant (recorded under 'Unearned income') and is recognized as income over the period of the loan using the effective interest method.

Common Stock and Additional Paid-in Capital

Common stocks are recorded at par. Proceeds in excess of par value are recognized under equity as 'Additional-paid-in capital' in the statement of financial position. Incremental costs incurred which are directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax.



Subscribed Common Stock

Subscribed common stock is recognized at subscribed amount net of subscription receivable. This will be debited upon full payment of the subscription and issuance of the shares of stock.

Subscription Receivable

Subscription receivable refers to the total amount of subscription to be received. The Parent Company accounted for the subscription receivable as a contra equity.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The following specific recognition criteria must also be met before revenue is recognized:

*Interest income*

Interest on financial instruments is recognized based on the effective interest method of accounting.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and allocating the interest income or interest expense over the relevant period.

The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

When calculating the EIR, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) including any fees or incremental costs that are directly attributable to the instrument and are an integral part of the EIR, but not future credit losses. Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognized thereafter using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

*Service charges and penalties*

Service charges and penalties are recognized only upon collection or accrued when there is reasonable degree of certainty as to its collectability.

*Fees and commissions*

Loan fees that are directly related to acquisition and origination of loans are included in the cost of the loan and are amortized using the effective interest method over the term of the loan. Loan commitment fees are recognized as earned over the term of the credit lines granted to each borrower. Loan syndication fees are recognized upon completion of all syndication activities and where the Group does not have further obligation to perform under the syndication agreement.

*Trading and securities gain (loss) - net*

Trading and securities gain - net represents results arising from trading activities, including gains and losses from changes in fair value of financial assets at FVTPL and disposal of AFS investments.

*Dividends*

Dividends are recognized when the Group's right to receive the payments is established.



### *Rental*

Rental income arising from leased premises is accounted for on a straight-line basis over the lease terms of ongoing leases.

### Expense Recognition

An expense is recognized when it is probable that a decrease in future economic benefit related to a decrease in an asset or an increase in liability has occurred and the decrease in economic benefits can be measured reliably. Revenues and expenses that relate to the same transaction or other event are recognized simultaneously.

### Interest Expense

Interest expense for all interest-bearing financial liabilities are recognized in 'Interest expense' in the statement of income using the EIR of the financial liabilities to which they relate to.

### Retirement Benefits

#### *Defined benefit plans*

The Parent Company, BDI and RBNI maintain separate defined benefit plans covering all of its officers and regular employees.

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the statement of financial position date reduced by the fair value of plan assets and adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The defined benefit obligation is calculated annually by an independent actuary. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates on government bonds that have terms to maturity approximating the terms of the related defined benefit liability. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Service costs, which include current service costs, past service costs and gains or losses on non-routine settlements, are recognized as expense in the statement of income. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time, which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in the statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to statement of income in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. The fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risks associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).



The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

*Defined contribution plans*

The Parent Company also contributes to its contributory, defined-contribution type staff provident plan based on a fixed percentage of the employees' salaries as defined in the plan.

BDI also has another plan where it contributes an amount equal to 5.00% of the member's plan salary plus the contribution of the member as deducted from his plan salary.

Payments to the defined contribution plans are recognized as expenses when employees have rendered service in exchange for these contributions.

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

- a. There is a change in contractual terms, other than a renewal or extension of the arrangement;
- b. A renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;
- c. There is a change in the determination of whether fulfillment is dependent on a specified asset;  
or
- d. There is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios a, c or d above, and at the date of renewal or extension period for scenario b.

*Group as lessee*

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the statement of income on a straight-line basis over the lease term.

*Group as lessor*

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating leases.

Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Income Taxes

*Current tax*

Current tax assets and current tax liabilities are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the statement of financial position date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



*Deferred tax*

Deferred tax is provided, using the balance sheet liability method, on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits from the excess of Minimum Corporate Income Tax (MCIT) over the Regular Corporate Income Tax (RCIT) and unused Net Operating Loss Carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward of unused tax credits from excess MCIT and unused NOLCO can be utilized. Deferred tax, however, is not recognized on temporary differences that arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income or loss.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences, with certain exceptions.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are applicable to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the statement of financial position date.

Current tax and deferred tax relating to items recognized directly in equity is recognized in OCI and not in the statement of income.

Provisions

Provisions are recognized when an obligation (legal or constructive) is incurred as a result of a past event and when it is probable that an outflow of assets embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of income, net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as an 'Interest expense' in the statement of income.

Contingent Assets and Contingent Liabilities

Contingent assets are not recognized but are disclosed in the notes to financial statements when an inflow of economic benefits is probable. Contingent liabilities are not recognized in the financial statements but are disclosed in the notes to financial statements, unless the possibility of an outflow of assets embodying economic benefits is remote.



#### Earnings Per Share (EPS)

Basic EPS is computed by dividing the net income for the year by the weighted average number of common shares outstanding during the year after giving retroactive effect to stock dividends declared and stock rights exercised during the year, if any.

Diluted EPS is calculated by dividing the net income attributable to common shareholders by the weighted average number of common shares outstanding during the year adjusted for the effects of any dilutive potential common shares.

As of December 31, 2014, the Parent Company has partially paid subscribed common stock which will cause dilution of earnings per share.

#### Dividends on Common Shares

Dividends on common shares are recognized as a liability and deducted from equity when approved by the BOD of the Parent Company. Dividends for the year that are approved after the statement of financial position date are dealt with as an event after the statement of financial position date.

#### Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Financial information on business segments are presented in Note 6. The Group's assets producing revenues are located in the Philippines (i.e., one geographical location). Therefore, geographical segment information is no longer presented.

#### Fiduciary Activities

Assets and income arising from fiduciary activities, together with related undertakings to return such assets to customers, are excluded from the financial statements where the Parent Company acts in a fiduciary capacity such as nominee, trustee or agent.

#### Events after the Statement of Financial Position Date

Post year-end events that provide additional information about the Group's position at the statement of financial position date (adjusting event) are reflected in the financial statements. Post year-end events that are not adjusting events, if any, are disclosed when material to the financial statements.

#### Future Changes in Accounting Policies

Standards issued but are not yet effective up to the date of issuance of the financial statements are listed below. This is a listing of standards and interpretation issued, which the Group reasonably expects to be applicable at a future date. Except as otherwise indicated, the Group does not expect the adoption of these new and amended standards and interpretation to have a significant impact on the financial statements.

#### Philippine Interpretation of IFRIC 15, *Agreements for the Construction of Real Estate*

This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The SEC and the FRSC have deferred the effectivity of this interpretation until the final Revenue standard is issued by the IASB and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed.



*Effective January 1, 2015*

PAS 19, *Employee Benefits - Defined Benefit Plans: Employee Contributions* (Amendments)

PAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service.

*Annual Improvements to PFRSs (2010-2012 cycle)*

The *Annual Improvements to PFRSs (2010-2012 cycle)* are effective for annual periods beginning on or after January 1, 2015. These include:

- PFRS 2, *Share-based Payment - Definition of Vesting Condition*  
This improvement is applied prospectively and clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including:
  - A performance condition must contain a service condition.
  - A performance target must be met while the counterparty is rendering service.
  - A performance target may relate to the operations or activities of an entity, or to those of another entity in the same group.
  - A performance condition may be a market or non-market condition.
  - If the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied.
- PFRS 3, *Business Combinations - Accounting for Contingent Consideration in a Business Combination*  
The amendment is applied prospectively for business combinations for which the acquisition date is on or after July 1, 2014. It clarifies that a contingent consideration that is not classified as equity is subsequently measured at FVTPL whether or not it falls within the scope of PFRS 9, *Financial Instruments*.
- PFRS 8, *Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*  
The amendments are applied retrospectively and clarify that:
  - An entity must disclose the judgments made by management in applying the aggregation criteria in the standard, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g., sales and gross margins) used to assess whether the segments are 'similar'.
  - The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.
- PAS 16, *Property, Plant and Equipment*, and PAS 38, *Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Depreciation and Amortization*  
The amendment is applied retrospectively and clarifies in PAS 16 and PAS 38 that the asset may be revalued by reference to the observable data on either the gross or the net carrying amount. In addition, the accumulated depreciation or amortization is the difference between the gross and carrying amounts of the asset.



- *PAS 24, Related Party Disclosures - Key Management Personnel*

The amendment is applied retrospectively and clarifies that a management entity, which is an entity that provides key management personnel services, is a related party subject to the related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services.

*Annual Improvements to PFRSs (2011-2013 cycle)*

The *Annual Improvements to PFRSs (2011-2013 cycle)* are effective for annual periods beginning on or after January 1, 2015. These include:

- *PFRS 3, Business Combinations - Scope Exceptions for Joint Arrangements*

The amendment is applied prospectively and clarifies the following regarding the scope exceptions within PFRS 3:

- Joint arrangements, not just joint ventures, are outside the scope of PFRS 3.
- This scope exception applies only to the accounting in the financial statements of the joint arrangement itself.

- *PFRS 13, Fair Value Measurement - Portfolio Exception*

The amendment is applied prospectively and clarifies that the portfolio exception in PFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts.

- *PAS 40, Investment Property*

The amendment is applied prospectively and clarifies that PFRS 3, and not the description of ancillary services in PAS 40, is used to determine if the transaction is the purchase of an asset or business combination. The description of ancillary services in PAS 40 only differentiates between investment property and owner-occupied property (i.e., property, plant and equipment).

*Effective January 1, 2016*

*PFRS 10, Consolidated Financial Statements and PAS 28, Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

These amendments address an acknowledged inconsistency between the requirements in PFRS 10 and those in PAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

*PFRS 11, Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations (Amendments)*

The amendments to PFRS 11 require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business must apply the relevant PFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to PFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party.



The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are prospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.

*PFRS 14, Regulatory Deferral Accounts*

PFRS 14 is an optional standard that allows an entity, whose activities are subject to rate-regulation, to continue applying most of its existing accounting policies for regulatory deferral account balances upon its first-time adoption of PFRS. Entities that adopt PFRS 14 must present the regulatory deferral accounts as separate line items on the statement of financial position and present movements in these account balances as separate line items in the statement of income and OCI. The standard requires disclosures on the nature of, and risks associated with, the entity's rate-regulation and the effects of that rate-regulation on its financial statements. PFRS 14 is effective for annual periods beginning on or after January 1, 2016. Since the Group is an existing PFRS preparer, this standard would not apply.

*PAS 16, Property, Plant and Equipment, and PAS 38, Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortization (Amendments)*

The amendments clarify the principle in PAS 16 and PAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are effective prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted.

*PAS 16, Property, Plant and Equipment, and PAS 41, Agriculture - Bearer Plants (Amendments)*

The amendments change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants will no longer be within the scope of PAS 41. Instead, PAS 16 will apply. After initial recognition, bearer plants will be measured under PAS 16 at accumulated cost (before maturity) and using either the cost model or revaluation model (after maturity). The amendments also require that produce that grows on bearer plants will remain in the scope of PAS 41 measured at fair value less costs to sell. For government grants related to bearer plants, PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, will apply. The amendments are retrospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.

*PAS 27, Separate Financial Statements - Equity Method in Separate Financial Statements (Amendments)*

The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements. Entities already applying PFRS and electing to change to the equity method in its separate financial statements will have to apply that change retrospectively. For first-time adopters of PFRS electing to use the equity method in its separate financial statements, they will be required to apply this method from the date of transition to PFRS. The amendments are effective for annual periods beginning on or after January 1, 2016, with early adoption permitted.



*Annual Improvements to PFRSs (2012-2014 cycle)*

The *Annual Improvements to PFRSs (2012-2014 cycle)* are effective for annual periods beginning on or after January 1, 2016. These include:

- *PFRS 5, Non-current Assets Held for Sale and Discontinued Operations - Changes in Methods of Disposal*  
The amendment is applied prospectively and clarifies that changing from a disposal through sale to a disposal through distribution to owners and vice-versa should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is, therefore, no interruption of the application of the requirements in PFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.
- *PFRS 7, Financial Instruments: Disclosures - Servicing Contracts*  
PFRS 7 requires an entity to provide disclosures for any continuing involvement in a transferred asset that is derecognized in its entirety. The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance in PFRS 7 in order to assess whether the disclosures are required. The amendment is to be applied such that the assessment of which servicing contracts constitute continuing involvement will need to be done retrospectively. However, comparative disclosures are not required to be provided for any period beginning before the annual period in which the entity first applies the amendments.
- *PAS 19, Employee Benefits - Regional Market Issue Regarding Discount Rate*  
This amendment is applied prospectively and clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.

*Effective January 1, 2018*

*PFRS 9, Financial Instruments - Hedge Accounting* and Amendments to PFRS 9, PFRS 7 and PAS 39 (2013 version)

PFRS 9 (2013 version) already includes the third phase of the project to replace PAS 39 which pertains to hedge accounting. This version of PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a derivative instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.

PFRS 9 (2013 version) has no mandatory effective date. The mandatory effective date of January 1, 2018 was eventually set when the final version of PFRS 9 was adopted by the FRSC. The adoption of the final version of PFRS 9, however, is still for approval by BOA.



*PFRS 9, Financial Instruments (2014 or final version)*

In July 2014, the final version of PFRS 9, *Financial Instruments*, was issued. PFRS 9 reflects all phases of the financial instruments project and replaces PAS 39, *Financial Instruments: Recognition and Measurement*, and all previous versions of PFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of PFRS 9 is permitted if the date of initial application is before February 1, 2015.

The adoption of the final version of PFRS 9 will have an effect on the Group's impairment methodology for its financial assets. The Group is currently assessing the impact of adopting this standard.

*Standard issued by the IASB but not yet been adopted by the FRSC*

*IFRS 15, Revenue from Contracts with Customers*

IFRS 15 was issued by IASB in May 2014 and establishes a new 5-step model that will apply to revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IFRS. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2017 with early adoption permitted.

---

### 3. Significant Accounting Judgments and Estimates

The preparation of the financial statements in compliance with PFRS requires the Group to make judgments and estimates that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the financial statements:

#### *Operating leases*

- Group as Lessor  
The Group has entered into commercial property leases on its investment property portfolio. The Group has determined based on the evaluation of the terms and conditions of the arrangements (i.e., the lease does not transfer the ownership of the asset to the lessee by



the end of the lease term, the lessee has no option to purchase the asset at a price that is expected to be sufficiently lower than the fair value at the date the option is exercisable and the lease term is not for the major part of the asset's economic life), that it retains all the significant risks and rewards of ownership of these properties and so accounts for the contracts as operating leases.

- **Group as Lessee**

The Group has entered into leases on premises it uses for its operations. The Group has determined, based on the evaluation of the terms and conditions of the lease agreements (i.e. the lease does not transfer ownership of the asset to the lessee by the end of the lease term and the lease term is not for the major part of the asset's economic life), that the lessor retains all significant risks and rewards of the ownership of these properties and so accounts for these contracts as operating leases.

*Fair value of financial instruments*

Where the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The input to these models is taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values.

The carrying values and corresponding fair values of financial assets and financial liabilities, as well as the manner in which fair values were determined, are discussed in more detail in Note 4.

*Embedded derivatives (upon adoption of PFRS 9)*

Where a host instrument is not a financial asset within the scope of PFRS 9, the Group evaluates whether the embedded derivative should be bifurcated and accounted for separately. This includes assessing whether the embedded derivative has a close economic relationship to the host contract.

*Embedded derivatives (prior to the adoption of PFRS 9)*

Where a hybrid instrument is not classified as financial assets at FVTPL, the Group evaluates whether the embedded derivatives should be bifurcated and accounted for separately. This includes assessing whether the embedded derivative has a close economic relationship to the host contract.

*Business model test (upon adoption of PFRS 9)*

The Group's business model can be to hold financial assets to collect contractual cash flows even when sales of certain financial assets occur. PFRS 9, however, emphasizes that if more than an infrequent number of sales are made out of a portfolio of financial assets carried at amortized cost, the entity should assess whether and how such sales are consistent with the objective of collecting contractual cash flows. In making this judgment, the Group considers the following:

- a. Sales or derecognition of debt instrument under any of the circumstance spelled out under paragraph 7, section 2 of BSP Circular No. 708, Series of 2011;
- b. Sales made due to occurrence of events specific to the Group that severely curtails the Group's access to regular sources of liquidity other than the lending facilities of the BSP as lender of last resort in order to forestall the Group's having to default on obligations or entering into financial distress; and
- c. Sales made due to occurrence of systemic events affecting the industry that severely curtails access to credit and funding other than the lending facilities of the BSP as lender of last resort in order to forestall the need for the Group to draw on the said emergency lending facilities.



*Cash flow characteristics test (upon adoption of PFRS 9)*

When the financial assets are held within a business model to collect its contractual cash flows, the Group assesses whether the contractual terms of these financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, with interest representing time value of money and credit risk associated with the principal amount outstanding. The assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual term that changes the timing or amount of cash flows (unless it is a variable interest rate that represents time value of money and credit risk) does not meet the amortized cost criteria.

*Contingencies*

The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the Group's defense in these matters and is based upon an analysis of potential results. The Group currently does not believe that these proceedings will have a material adverse effect on the financial statements. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (see Note 26).

*Functional currency*

PAS 21 requires management to use its judgment to determine the entity's functional currency such that it most faithfully represents the economic effects of the underlying transactions, events and conditions that are relevant to the entity. In making this judgment, the Parent Company and its subsidiaries consider the following:

1. The currency that mainly influences sales prices for financial instruments and services (this will often be the currency in which sales prices for its financial instruments and services are denominated and settled);
2. The currency in which funds from financing activities are generated; and
3. The currency in which receipts from operating activities are usually retained.

*Fair value of investment properties*

Fair values of investment properties are determined using valuation methodologies acceptable under PFRS and valuation standards. Management determines the applicable valuation model based on the related income generated from the asset.

Fair value measurement disclosures on investment properties are in Note 4.

*Change in use of assets*

PAS 40 requires management to use its judgment to determine whether a property qualifies as an investment property. The Group has developed criteria so it can exercise its judgment consistently. A property that is held to earn rentals or for capital appreciation or both and which generates cash flows largely independently of the other assets held by the Group is accounted for as investment properties. On the other hand, a property that is used for operations or in the process of providing services or for administrative purposes and which do not directly generate cash flows as a stand-alone asset are accounted for as property and equipment. The Group assesses on an annual basis the accounting classification of its properties taking into consideration the current use of such properties.

Reclassifications from and to investment properties are discussed in Notes 15 and 16.



## Estimates

### *Impairment of loans and receivables*

The Group reviews its loans and receivables at each statement of financial position date to assess whether an allowance for credit losses should be recorded in the statement of income. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

In addition to specific allowance against individually significant loans and receivables, the Group also makes a collective impairment allowance against exposures which, although not specifically identified as requiring a specific allowance, have a greater risk of default than when originally granted. This collective allowance is based on any deterioration in the internal rating of the loan or investment since it was granted or acquired. These internal ratings take into consideration factors such as any deterioration in country risk, industry, and technological obsolescence, as well as identified structural weaknesses or deterioration in cash flows.

The carrying value of loans and receivables and allowance for credit losses on loans and receivables are disclosed in Notes 14 and 19, respectively.

### *Impairment of AFS equity investments (prior to the adoption of PFRS 9)*

The Group determines that AFS equity investments are impaired when there has been a significant or prolonged decline in the fair value below its cost.

The determination of what is 'significant' or 'prolonged' requires judgment. The Group treats 'significant' generally as 20.00% or more and 'prolonged' as greater than twelve (12) months. In addition, the Group evaluates among other factors, the normal volatility in share price and evidence of deterioration in the financial health of the investee, industry and sector performance, changes in technology, and operational and financing cash flows.

The carrying value of AFS equity investments and related allowance for impairment losses are disclosed in Notes 12 and 19, respectively.

### *Impairment of AFS debt investments (prior to the adoption of PFRS 9)*

The Group determines that AFS debt investments are impaired based on the same criteria as loans and receivables.

As of December 31, 2013, no impairment losses were recognized on AFS debt investments, which comprise bonds issued by the Philippine Government.

The carrying value of AFS debt investments is disclosed in Note 12.

### *Amortized cost of financial instruments*

The determination of amortized cost on financial instruments includes estimating future payments or receipts from such financial instruments. The Group assesses annually whether new information warrants revisions to such estimates which will require adjusting the carrying amounts of financial instruments, except for reclassified financial assets, to reflect actual or revised estimates of cash flows. The Group recalculates the carrying amount by computing the present value of estimated future cash flows at the financial instrument's original EIR. The adjustment is recognized in the statement of income as income or expense.



In 2012, the Group reassessed its estimates of the timing of settlement for its investments in MRT Bonds as a result of the rating upgrade for MRT III notes and payment of MRT notes tranches 2E and 2D based on expected maturity dates instead of the legal maturity dates, where actual payments made are two (2) years earlier than the original estimates.

The change in estimates reflecting the revised timing of payment based on the actual payment pattern of earlier tranches of MRT notes had the effect of increasing the carrying value of the Group's investment in MRT amounting to \$4.99 million (₱204.84 million) as of December 31, 2012 (see Note 14).

*Impairment of non-financial assets*

- Investments in Subsidiaries and an Associate and Property and Equipment

The Parent Company assesses impairment on its investments in subsidiaries and an associate whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Among others, the factors that the Parent Company considers important which could trigger an impairment review on its investment in subsidiaries and an associate include the following:

- a. Deteriorating or poor financial condition;
- b. Recurring net losses; and
- c. Significant changes with an adverse effect on the subsidiary or associate have taken place during the period, or will take place in the near future, the technological, market, economic, or legal environment in which the subsidiary operates.

The Group assesses impairment on its property and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Factors that the Group considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- Significant negative industry or economic trends.

The Group recognizes an impairment loss whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is computed based on the higher of the asset's fair value less cost to sell or value in use. Recoverable amounts are estimated for individual assets or, if it is not possible, for the CGU to which the asset belongs.

The carrying values of investments in subsidiaries and an associate and property and equipment and are disclosed in Notes 8 and 15, respectively.

- Intangible Assets

The Group's management conducts an annual review for any impairment in value of its intangible assets. Intangible assets are written down for impairment where the recoverable amount is insufficient to support its carrying value.

An impairment loss recognized in prior periods shall be reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If this is the case, the carrying amount of the asset shall be increased to its recoverable amount. That increase is a reversal of an impairment loss.



The carrying value of intangible assets is disclosed in Note 17.

*EULs of property and equipment and software costs*

The Group reviews on an annual basis the EULs of property and equipment and software costs based on expected asset utilization as anchored on business plans and strategies that also consider expected future technological developments and market behavior.

It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the EULs of property and equipment and software costs would increase the recorded depreciation and amortization expense and decrease noncurrent assets.

The EULs of property and equipment and software cost are disclosed in Note 2.

*Fair value determination of investment properties and revaluation of land*

The Group carries its investment properties at fair value, with changes in fair value being recognized in the statement of income. In addition, it measures land at revalued amounts with changes in appraised value being recognized in OCI. The Group engages independent valuation specialists to determine fair and appraised values on a periodic basis.

For condominium units under 'Investment properties', the valuer used a valuation technique based on the income capitalization approach since these properties generate cash flows through rental income.

The fair value of condominium units is most sensitive to the capitalization rate. The key assumptions used to determine the fair value of condominium units are further discussed in Note 4.

*Present value of defined benefit obligation*

The cost of defined benefit plans, as well as the present value of the defined benefit obligation, is determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates and future salary increase rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each statement of financial position date.

In determining the appropriate discount rate, management considers the present value of cash flows (expected benefit payments) as of valuation date determined using the rates from the derived zero yield curve. The discount rate used is the single-weighted uniform discount rate, which when applied to the same cash flows, results in the same present value as of the valuation date. Future salary increase rates are based on expected future inflation rates.

The net defined benefit liability as of December 31, 2014 and 2013 is disclosed in Note 29.

*Recognition of deferred tax assets*

Deferred tax assets are recognized for unused tax losses and temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses and temporary differences can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The recognized and unrecognized deferred tax assets are disclosed in Note 32.



#### 4. Fair Value Measurement

The following table provides the fair value hierarchy of the Group's and the Parent Company's assets and liabilities measured at fair value and those for which fair values should be disclosed:

	Consolidated				
	2014				
	Carrying Value	Total	Fair Value		
Quoted Prices in Active Market (Level 1)			Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets measured at fair value</b>					
<b>Financial assets</b>					
Financial assets at FVTPL:					
Government securities	₱307,644	₱307,644	₱235,987	₱71,657	₱-
Private bonds	376,575	376,575	376,575	-	-
Equity securities at FVTOCI	31,668	31,668	-	31,668	-
	715,887	715,887	612,562	103,325	-
<b>Non-financial assets</b>					
Investment properties:					
Foreclosed properties:					
Land	452,571	452,571	-	-	452,571
Building and improvements	327,465	327,465	-	-	327,465
Condominium units for lease	3,959,178	3,959,178	-	-	3,959,178
Land classified under Property and equipment	489,039	489,039	-	-	489,039
	5,228,253	5,228,253	-	-	5,228,253
<b>Assets for which fair values are disclosed</b>					
Investment securities at amortized cost:					
Government securities	12,096,616	11,402,317	9,216,374	2,185,943	-
Private bonds	1,174,248	1,174,382	1,159,828	-	14,554
Loans and receivables:					
Receivables from customers:					
Corporate loans	21,114,876	22,044,782	-	-	22,044,782
Consumer loans	6,794,468	8,116,299	-	-	8,116,299
Unquoted debt securities	4,638,689	5,586,182	-	-	5,586,182
	45,818,897	48,323,962	10,376,202	2,185,943	35,761,817
	₱51,763,037	₱54,268,102	₱10,988,764	₱2,289,268	₱40,990,070
<b>Liabilities for which fair values are disclosed</b>					
Financial liabilities at amortized cost:					
Time deposits:	₱45,661,827	₱45,626,482	₱-	₱-	₱45,626,482
Bills payable:					
Banks and other financial institutions	-	-	-	-	-
	₱45,661,827	₱45,626,482	₱-	₱-	₱45,626,482

	Consolidated				
	2013				
	Carrying Value	Total	Fair Value		
Quoted Prices in Active Market (Level 1)			Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets measured at fair value</b>					
<b>Financial assets</b>					
Held-for-trading					
	₱104,909	₱104,909	₱104,909	₱-	₱-
AFS investments					
Government securities	20,047,305	20,047,305	8,879,880	11,167,425	-
Equity securities	31,470	31,470	-	31,470	-
	20,183,684	20,183,684	8,984,789	11,198,895	-
<b>Non-financial assets</b>					
Investment properties:					
Foreclosed properties:					
Land	366,226	366,226	-	-	366,226
Building and improvements	116,328	116,328	-	-	116,328

(Forward)



Consolidated					
2013					
	Carrying Value	Total	Fair Value		
			Quoted Prices in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Condominium units for lease	₱3,341,665	₱3,341,665	₱-	₱-	₱3,341,665
Land classified under Property and equipment	417,029	417,029	-	-	417,029
	4,241,248	4,241,248	-	-	4,241,248
<b>Assets for which fair values are disclosed</b>					
Loans and receivables:					
Receivables from customers:					
Corporate loans	16,246,830	16,541,077	-	-	16,541,077
Consumer loans	2,106,037	2,941,204	-	-	2,941,204
Unquoted debt securities	5,696,615	6,775,255	-	-	6,775,255
	24,049,482	26,257,536	-	-	26,257,536
	₱48,474,414	₱50,682,468	₱8,984,789	₱11,198,895	₱30,498,784
<b>Liabilities for which fair values are disclosed</b>					
Financial liabilities at amortized cost:					
Time deposits:	₱37,007,256	₱37,226,453	₱-	₱-	₱37,226,453
Bills payable:					
Banks and other financial institutions	7,439,150	7,652,200	-	-	7,652,200
	₱44,446,406	₱44,878,653	₱-	₱-	₱44,878,653

Parent Company					
2014					
	Carrying Value	Total	Fair Value		
			Quoted Prices in Active Market (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets measured at fair value</b>					
<b>Financial assets</b>					
Financial assets at FVTPL:					
Government securities	₱307,644	₱307,644	₱235,987	₱71,657	₱-
Private bonds	376,575	376,575	376,575	-	-
Equity securities at FVTOCI	31,668	31,668	-	31,668	-
	715,887	715,887	612,562	103,325	-
<b>Non-financial assets</b>					
Investment properties:					
Foreclosed properties:					
Land	259,185	259,185	-	-	259,185
Building and improvements	306,873	306,873	-	-	306,873
Condominium units for lease	3,959,178	3,959,178	-	-	3,959,178
Land classified under Property and equipment	441,307	441,307	-	-	441,307
	4,966,543	4,966,543	-	-	4,966,543
<b>Assets for which fair values are disclosed</b>					
Investment securities at amortized cost:					
Government securities	12,096,616	11,402,317	9,216,374	2,185,943	-
Private bonds	1,159,694	1,159,828	1,159,828	-	-
Loans and receivables:					
Receivables from customers:					
Corporate loans	21,114,876	22,044,782	-	-	22,044,782
Consumer loans	5,589,667	6,911,498	-	-	6,911,498
Unquoted debt securities	4,638,689	5,586,182	-	-	5,586,182
	44,599,542	47,104,607	10,376,202	2,185,943	34,542,462
	₱50,281,972	₱52,787,037	₱10,988,764	₱2,289,268	₱39,509,005
<b>Liabilities for which fair values are disclosed</b>					
Financial liabilities at amortized cost:					
Time deposits:	₱44,818,420	₱44,783,076	₱-	₱-	₱44,783,076
Bills payable:					
Banks and other financial institutions	-	-	-	-	-
	₱44,818,420	₱44,783,076	₱-	₱-	₱44,783,076



	Parent Company				
	2013				
	Carrying Value	Total	Fair Value		
Quoted Prices in Active Market (Level 1)			Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<b>Assets measured at fair value</b>					
<b>Financial assets</b>					
Held-for-trading	₱104,909	₱104,909	₱104,909	₱-	₱-
AFS investments:					
Government securities:	20,047,305	20,047,305	8,879,880	11,167,425	-
Equity securities	31,470	31,470	-	31,470	-
	20,183,684	20,183,684	8,984,789	11,198,895	-
<b>Non-financial assets</b>					
Investment properties					
Foreclosed properties:					
Land	366,226	366,226	-	-	366,226
Building and improvements	116,328	116,328	-	-	116,328
Condominium units for lease	3,341,665	3,341,665	-	-	3,341,665
Land classified under Property and equipment	417,029	417,029	-	-	417,029
	4,241,248	4,241,248	-	-	4,241,248
<b>Assets for which fair values are disclosed</b>					
Loans and receivables:					
Receivables from customers:					
Corporate loans	16,246,830	16,541,077	-	-	16,541,077
Consumer loans	2,106,037	2,941,204	-	-	2,941,204
Unquoted debt securities	5,696,615	6,775,255	-	-	6,775,255
	24,049,482	26,257,536	-	-	26,257,536
	₱48,474,414	₱50,682,468	₱8,984,789	₱11,198,895	₱30,498,784
<b>Liabilities for which fair values are disclosed</b>					
Financial liabilities at amortized cost:					
Time deposits	₱37,007,256	₱37,226,453	₱-	₱-	₱37,226,453
Bills payable:					
Banks and other financial institutions	7,439,150	7,652,200	-	-	7,652,200
	₱44,446,406	₱44,878,653	₱-	₱-	₱44,878,653

As of December 31, 2014 and 2013, there were no financial instruments carried at fair value that were measured based on Level 3 inputs. Movements in the fair value measurement of nonfinancial assets categorized within Level 3 are discussed in Note 15 for Land and Note 16 for Investment properties.

There were no transfers between Level 1 and Level 2 fair value measurements and no transfers out of Level 3 fair value measurements in 2014 and 2013.

The methods and assumptions used by the Group in estimating the fair value of its assets and liabilities are as follows:

#### Investment Securities

##### *Debt securities*

Fair values are generally based on quoted market prices. If the market prices are not readily available, fair values are estimated using either values obtained from independent parties offering pricing services or adjusted quoted market prices of comparable investments or using the discounted cash flow methodology.

##### *Quoted equity securities*

Fair values of club shares are based on quoted prices published in GG&A Club Shares. GG&A Club Shares is involved in trading and leasing proprietary and non-proprietary club shares.



*Unquoted equity securities*

Fair values could not be reliably determined due to the unpredictable nature of future cash flows and the lack of suitable methods of carrying at a reliable fair value. These are carried at cost less any allowance for impairment losses. Unquoted equity securities are not significant in relation to the Group's portfolio of financial instruments.

Loans and Receivables

*Cash and other cash items, amounts due from BSP and other banks and interbank loans receivable and SPURA*

The carrying amounts approximate fair values considering that these accounts consist mostly of overnight deposits.

*Receivables from customers*

Fair values of loans and receivables are estimated using the discounted cash flow methodology, using the Group's current incremental lending rates for similar types of loans and receivables.

*Unquoted debt securities classified as loans*

Fair values are estimated based on the discounted cash flow methodology using the interpolated risk-free rates plus spread.

*Accrued interest receivable and payable and Returned checks and other cash items (RCOCI)*

Carrying amounts approximate fair values due to the short term nature of the accounts, with some items that are due and demandable.

*Accounts receivable, sales contracts receivable and refundable security deposits*

Quoted market prices are not available for these assets. They are not reported at fair value and are not significant in relation to the Group's total portfolio of financial instruments.

Derivative Assets/Liabilities

*Currency forwards*

Fair values are calculated by reference to the prevailing interest differential and spot exchange rate as of the statement of financial position date, taking into account the remaining term to maturity of the derivative assets/liabilities.

Nonfinancial Assets

*Land, condominium units and buildings and improvements*

Fair values are based on appraised values determined by professionally qualified and independent appraisers.

Financial Liabilities at Amortized Cost

*Deposit liabilities*

Fair values of time deposits are estimated based on the discounted cash flow methodology using the current incremental borrowing rates for similar types of borrowings. The carrying amount of demand and savings deposit liabilities approximate fair value considering that these are due and demandable.

*Bills payable*

Fair value is estimated using the discounted cash flow methodology using the Group's current incremental borrowing rates for similar borrowings with maturities consistent with those remaining for the liability being valued. Where the instrument has a relatively short maturity, the carrying amounts approximate fair values.



*Outstanding acceptances, manager's checks, accrued other expenses, accounts payable and marginal deposits*

Carrying amounts approximate fair values due to the short term nature of the accounts, with some items that are due and demandable.

**Significant Unobservable Inputs**

Quantitative information about the Group's and the Parent Company's fair value measurements using significant unobservable inputs (Level 3) follows:

<b>Consolidated</b>				
<b>Description</b>	<b>Fair Value at December 31, 2014</b>	<b>Valuation Technique(s)</b>	<b>Unobservable Input (s)</b>	<b>Range</b>
<b>Investment properties</b> (Note 16)				
Foreclosed properties				
Land	₱452,571	Market sales comparison approach	Price per square meter	₱15 - ₱40,500
Building and improvements	327,465	Market sales comparison approach	Price per square meter	₱10 - ₱54,956
Condominium units for lease	3,959,178	Income capitalization approach	Capitalization rate Vacancy rate Rental rates	8.30% 6.33% ₱679 - ₱1,211
<b>Land classified under Property and equipment</b> (Note 15)	<b>489,039</b>	Market sales comparison approach	Price per square meter	<b>₱16,000 - ₱100,000</b>

<b>Parent Company</b>				
<b>Description</b>	<b>Fair Value at December 31, 2014</b>	<b>Valuation Technique(s)</b>	<b>Unobservable Input (s)</b>	<b>Range</b>
<b>Investment properties</b> (Note 16)				
Foreclosed properties				
Land	₱259,185	Market sales comparison approach	Price per square meter	₱15 - ₱40,500
Building and improvements	306,873	Market sales comparison approach	Price per square meter	₱300 - ₱54,956
Condominium units for lease	3,959,178	Income capitalization approach	Capitalization rate Vacancy rate Rental rates	8.30% 6.33% ₱679 - ₱1,211
<b>Land classified under Property and equipment</b> (Note 15)	<b>441,307</b>	Market sales comparison approach	Price per square meter	<b>₱16,000 - ₱100,000</b>

<b>Consolidated</b>				
<b>Description</b>	<b>Fair value at December 31, 2013</b>	<b>Valuation Technique(s)</b>	<b>Unobservable Input (s)</b>	<b>Range</b>
<b>Investment properties</b> (Note 16)				
Foreclosed properties				
Land	₱366,226	Market sales comparison approach	Price per square meter	₱30 - ₱57,773
Building and improvements	116,328	Market sales comparison approach	Price per square meter	₱1,240 - ₱50,000
Condominium units for lease	3,341,665	Income capitalization approach	Capitalization rate Vacancy rate Rental rates	8.30% 5.00% ₱632 - ₱1,123
<b>Land classified under Property and equipment</b> (Note 15)	<b>₱417,029</b>	Market sales comparison approach	Price per square meter	<b>₱13,500 - ₱172,566</b>



<b>Parent Company</b>				
<b>Description</b>	<b>Fair Value at December 31, 2013</b>	<b>Valuation Technique(s)</b>	<b>Unobservable Input (s)</b>	<b>Range</b>
<b>Investment properties</b> (Note 16)				
Foreclosed properties				
Land	₱366,226	Market sales comparison approach	Price per square meter	₱30 - ₱57,773
Building and improvements	116,328	Market sales comparison approach	Price per square meter	₱1,240 - ₱50,000
Condominium units for lease	3,341,665	Income capitalization approach	Capitalization rate Vacancy rate Rental rates	8.30% 5.00% ₱632 - ₱1,123
<b>Land classified under Property and equipment</b> (Note 15)				
	₱417,029	Market sales comparison approach	Price per square meter	₱13,500 - ₱172,566

Investment properties are stated at fair value, which has been determined based on valuations made by professionally qualified appraisers accredited by BSP and SEC. The fair values of foreclosed assets were derived based on market sales comparison approach. Under this approach, recent transactions for similar properties in the same areas as the investment properties were considered, taking into account the economic conditions prevailing at the time the valuation were made. Prices of recent transactions are adjusted to account for differences in a property's size, shape, location, marketability and bargaining allowances. For depreciable properties, other inputs considered in the valuations will include the age and remaining useful life of the building.

On the other hand, the fair value of the condominium units for lease was determined using the income capitalization approach model, a valuation model in accordance with that recommended by the Philippine Valuation Standards. The income capitalization approach model is used since the properties generate revenue from rental income. Income capitalization approach is a method used to convert an estimate of a single year's income expectancy into an indication of value in one direct step – either by dividing the income estimate by an appropriate income rate or by multiplying the income estimate by an appropriate income factor. The rate of interest calculated represents the relationship between income and value observed in the market and is derived through comparable sales analysis. The income from a property, usually annual net operating income or pre-tax cash flow, is divided by its sale or equity price to obtain the income rate.

The valuation, therefore, is based on the following critical assumptions:

1. Rental rates are based on contracted rental rates as of December 31, 2014 and 2013. All other income and expenses are based on actual amounts earned/incurred in 2014 and 2013.
2. Capitalization rate (income rate) was based on market rent of similar properties which ranges from 8.07% to 9.96% in 2014 and from 7.74% to 10.09% in 2013.
3. The floor areas used in the valuation is the total leasable area.

There has been no change in the valuation techniques used from 2012 to 2014.



---

## 5. Financial Risk Management Objectives and Policies

### Introduction

Risk is inherent in the Group's activities but is managed through a continuing and pro-active process of identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities.

The Group is exposed to the following risks from its financial instruments:

- b. Credit risk
- c. Liquidity risk
- d. Market risk
  - i. Interest rate risk
  - ii. Foreign currency risk
  - iii. Equity price risk

### *Risk management structure*

The Group's risk management environment is characterized by a well-defined risk organizational structure, flow of risk information, risk-based audit coverage, and an established compliance system.

### *BOD*

The BOD is responsible for establishing and maintaining a sound risk management system and is ultimately accountable for identifying and controlling risks; there are, however, separate independent bodies responsible for managing and monitoring risks.

### *Risk Oversight Committee (ROC)*

The ROC has the overall responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits.

### *Enterprise Risk Management Group (ERMG)*

The ERMG is an independent unit within the Parent Company that directly reports to the ROC. It is the responsibility of the ERMG to identify, analyze and measure risks from the Parent Company's trading, lending, borrowing and other transactional activities. It also recommends control policies and procedures to mitigate risk in identified risk areas in Treasury, Credit, Trust and other areas of operations.

### *Risk control*

The Risk Control function performs the important day-to-day monitoring of risk exposures of the Parent Company against approved limits and reporting of such exposures, and implementation of policies and control procedures.

### *Treasury segment*

The Treasury Segment is responsible for managing the Parent Company's assets and liabilities. It is also primarily responsible for the management of the funding and liquidity risks of the Parent Company.



*Internal Audit Group (IAG)*

Risk management processes throughout the Group are audited by the IAG which examines both the adequacy of the procedures and the Group's compliance thereto. IAG discusses the results of all assessments with management, and reports its findings and recommendations to the Audit Committee.

*Risk measurement and reporting systems*

The Group's risks are measured using a method which reflects both the expected loss likely to arise in normal circumstances and unexpected losses, which are an estimate of the ultimate actual loss based on statistical models. The models make use of probabilities derived from historical experience, adjusted to reflect the economic environment.

The Group also runs worse case scenarios that would arise in the event that extreme events which are unlikely to occur do, in fact, occur.

Monitoring and controlling risks are primarily performed based on limits established by the Group. These limits reflect both the business strategy and market environment of the Group as well as the level of risk that the Group is willing to accept. In addition, the Group monitors and measures the overall risk-bearing capacity in relation to the aggregate risk exposure across all risk types and activities.

Information gathered from all the businesses is evaluated and processed in order to analyze, control and identify risks early. All significant information is presented to the BOD, the ROC, and the head of each business division. The report includes credit exposure to groups and industries, Value-at-Risk (VaR), liquidity ratios and risk profile changes. Senior management assesses the appropriateness of the allowance for credit losses on a quarterly basis for prudential reporting and an annual basis for financial reporting.

Credit Risk and Concentration of Assets and Liabilities and Off-Balance Sheet Items

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Group's credit risk arises from its lending and trading of securities and foreign exchange activities. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual borrowers and groups of borrowers as well as limits on large lines and industry concentrations. ERMG monitors exposures in relation to these limits.

Through the Group's Credit Management Group (CMG), the Group is able to continually manage credit-related risks in its risk asset portfolio through objective assessments/evaluations of credit proposals prior to presentation to the Credit Committee, ensuring the highest standards of credit due diligence and independence.

The Group obtains security where appropriate, enters into collateral arrangements with counterparties, and limits the duration of exposures. The Group's credit risk management process is guided by policies and procedures established by the CMG and approved by the BOD.



The Parent Company has an internal credit risk rating system (ICRRS) for the purpose of measuring credit risk for every exposure in a consistent manner that is as accurate as possible and uses the risk information for business and financial decision making. The system covers companies with asset size of more than ₱15.00 million and with financial statements audited by SEC accredited auditors starting reporting year 2005. The Parent Company adopted the Bankers Association of the Philippines model which has been approved by the BSP under BSP Circular No. 439 as a minimum standard for an ICRRS. The system has two components, namely: a) Borrower Risk Rating System which provides an assessment of credit risk without considering the security arrangements and b) Facility Risk Factor which is an account rating taking into account the collateral and other credit risk mitigants. The rating scale consists of 14 grades, 10 of which fall under unclassified accounts and while the remaining four are classified accounts according to regulatory provisioning guidelines. The use of the 14 grade rating scale started in June 2013. Previously, the rating scale comprise of 10 grades only (six unclassified and four classified accounts).

The Group has in place a loan portfolio quality and credit process review that allows the Group to continuously identify and assess the risks on credit exposures and take corrective actions. This function is carried out by the Group's Credit Review Unit under the CMG.

*Maximum exposure to credit risk*

The table below provides the analysis of the maximum exposure of the Group's and the Parent Company's financial instruments to credit risk, excluding those where the carrying values as reflected in the statements of financial position and related notes already represent the financial instrument's maximum exposure to credit risk, before and after taking into account collateral held or other credit enhancements:

	Consolidated					
	2014			2013		
	Gross maximum exposure	Net exposure	Financial effect of collateral or credit enhancement	Gross maximum exposure	Net exposure	Financial effect of collateral or credit enhancement
Receivables from customers:						
Corporate loans	₱21,114,876	₱20,278,173	₱836,703	₱16,246,830	₱16,015,564	₱231,266
Consumer loans	6,794,468	3,574,686	3,219,782	2,106,037	998,220	1,107,817
<b>Total Credit Exposure</b>	<b>₱27,909,344</b>	<b>₱23,852,859</b>	<b>₱4,056,485</b>	<b>₱18,352,867</b>	<b>₱17,013,784</b>	<b>₱1,339,083</b>

	Parent Company					
	2014			2013		
	Gross maximum exposure	Net exposure	Financial effect of collateral or credit enhancement	Gross maximum exposure	Net exposure	Financial effect of collateral or credit enhancement
Receivables from customers:						
Corporate loans	₱21,114,876	₱20,278,173	₱836,703	₱16,246,830	₱16,015,564	₱231,266
Consumer loans	5,589,667	2,467,688	3,121,979	2,106,037	998,220	1,107,817
<b>Total Credit Exposure</b>	<b>₱26,704,543</b>	<b>₱22,745,861</b>	<b>₱3,958,682</b>	<b>₱18,352,867</b>	<b>₱17,013,784</b>	<b>₱1,339,083</b>



For sales contracts receivable, the fair value of collaterals and their corresponding financial effect on credit exposure are no longer disclosed since the system does not regularly monitor such information. The carrying value of these sales contracts receivable are disclosed in Note 14.

*Risk concentrations by industry*

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

Group exposures and risk concentrations to industries are monitored and reported in accordance with the Group's policies on group lending/inter-corporate earmarking and managing large exposure and credit risk concentrations.

*Credit-related commitment risks*

The Parent Company makes available to its customers guarantees that may require the Parent Company to make payments on their behalf and enters into commitments to extend credit lines to secure their liquidity needs. Letters of credit and guarantees (including standby letters of credit) commit the Parent Company to make payments on behalf of customers in the event of a specific act, generally related to the import or export of goods. Such commitments expose the Parent Company to similar risks to loans and are mitigated by the same control processes and policies.



The industry sector analysis of the maximum exposure of the Group to credit risk concentration follows (amounts in millions):

	Consolidated					December 31, 2013				
	December 31, 2014					December 31, 2013				
	Loans and receivables	Loans and advances to banks*	Investment securities	Others**	Total	Loans and receivables	Loans and advances to banks*	Investment securities	Others**	Total
Government	₱2,023	₱12,523	₱12,404	₱-	₱26,950	₱2,757	₱9,573	₱20,152	₱-	₱32,482
Wholesale and retail trade	8,470	-	-	1,417	9,887	6,357	-	-	1,463	7,820
Manufacturing	5,916	-	-	761	6,677	4,686	-	-	768	5,454
Construction and real estate	4,784	-	-	134	4,918	3,223	-	-	135	3,358
Banks and financial institutions	2,763	2,469	11	-	5,243	2,797	864	18	16	3,695
Transportation, storage, communication	1,884	-	833	-	2,717	1,340	-	-	67	1,407
Electricity, gas and water supply	1,467	-	-	-	1,467	1,509	-	-	-	1,509
Agriculture, hunting and forestry	874	-	-	1	875	482	-	-	-	482
Mining and quarrying	375	-	-	33	408	448	-	-	41	489
Others	6,842	-	750	146	7,738	3,320	-	32	59	3,411
	35,398	14,992	13,998	2,492	66,880	26,919	10,437	20,202	2,549	60,107
Less allowance for credit and impairment losses	1,852	-	-	-	1,852	1,922	-	7	-	1,929
	₱33,546	₱14,992	₱13,998	₱2,492	₱65,028	₱24,997	₱10,437	₱20,195	₱2,549	₱58,178

\* Consist of due from BSP, due from other banks, and interbank loans receivable and SPURA

\*\* Consist of RCOCI, refundable deposits and commitments and contingencies

	Parent Company					December 31, 2013				
	December 31, 2014					December 31, 2013				
	Loans and receivables	Loans and advances to banks*	Investment securities	Others**	Total	Loans and receivables	Loans and advances to banks*	Investment securities	Others**	Total
Government	₱2,011	₱12,463	₱12,404	₱-	₱26,878	₱2,757	₱9,573	₱20,152	₱-	₱32,482
Wholesale and retail trade	8,460	-	-	1,417	9,877	6,357	-	-	1,463	7,820
Manufacturing	5,916	-	-	761	6,677	4,686	-	-	768	5,454
Construction and real estate	4,765	-	-	134	4,899	3,223	-	-	135	3,358
Banks and financial institutions	2,760	2,208	11	-	4,979	2,797	864	18	16	3,695
Transportation, storage, communication	1,884	-	833	-	2,717	1,340	-	-	67	1,407
Electricity, gas and water supply	1,467	-	-	-	1,467	1,509	-	-	-	1,509
Agriculture, hunting and forestry	370	-	-	1	371	482	-	-	-	482
Mining and quarrying	375	-	-	33	408	448	-	-	41	489
Others	6,148	-	736	146	7,030	3,320	-	32	59	3,411
	34,156	14,671	13,984	2,492	65,303	26,919	10,437	20,202	2,549	60,107
Less allowance for credit and impairment losses	1,849	-	-	-	1,849	1,922	-	7	-	1,929
	₱32,307	₱14,671	₱13,984	₱2,492	₱63,454	₱24,997	₱10,437	₱20,195	₱2,549	₱58,178

\* Consist of due from BSP, due from other banks, and interbank loans receivable and SPURA

\*\* Consist of RCOCI, refundable deposits and commitments and contingencies



*Collateral and other credit enhancements*

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are implemented regarding the acceptability of types of collateral and valuation parameters.

The main types of collateral obtained are as follows:

- For securities lending and reverse repurchase transactions; cash or securities
- For commercial lending; deposit hold-out, mortgages over real estate properties, machineries, inventory and trade receivables
- For retail lending; mortgages over residential properties.

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to reduce or repay the outstanding claim. In general, the Group does not occupy repossessed properties for business use.

Collaterals obtained by the Group from settlement of loan and receivables in 2014 and 2013 and which remain outstanding as of December 31, 2014 and 2013 amounted to ₱115.88 million and ₱98.23 million, respectively (see Note 16).

The Group does not hold collateral on financial assets which it may sell or repledge in the absence of default by the owner of the collateral.

*Credit quality per class of financial assets*

Loans and Receivables

Description of the loan grades or Internal Credit Risk Rating used by the Group for corporate commercial loans follows:

<u>Borrower's Risk Rating (BRR) Grade</u>	<u>Description</u>
1	Excellent
2	Strong
3	Good
4	Fairly Good
5	Satisfactory
6	Fairly Satisfactory
7	Acceptable
8	Acceptable with care
9	Acceptable with caution
10	Watch List
11	Loans Especially Mentioned
12	Substandard
13	Doubtful
14	Loss

The grades are defined as follows:

*Excellent* - An obligor rated 1 has an excellent capacity to meet its financial commitments with minimal credit risk.



*Strong* - An obligor rated 2 has a strong capacity to meet its financial commitments with very low credit risk.

*Good* - An obligor rated 3 has a good capacity to meet its financial commitments with low credit risk.

*Fairly Good* - An obligor rated 4 differs from rated 3 obligor only to a small degree and has a fairly good capacity to meet its financial commitments with low credit risk.

*Satisfactory* - An obligor rated 5 has a satisfactory capacity to meet its financial commitments with moderate credit risk.

*Fairly Satisfactory* - An obligor rated 6 has a fairly satisfactory capacity to meet its financial commitments with moderate credit risk.

*Acceptable* - An obligor rated 7 has an acceptable capacity to meet its financial commitments with substantial credit risk.

*Acceptable with Care* - A credit, though acceptable, needs care in granting facilities. However, the borrower is still creditworthy.

*Acceptable with Caution* - A credit, though acceptable, needs significant caution to be exercised while granting facilities to the borrower. The borrower is still creditworthy but has problems that need to be addressed.

*Watch List* - Below standard. An obligor rated 10 is judged to be of poor credit standing and is subject to high default risk.

*Loans Especially Mentioned* - These are loans that have unlocated collateral folders and documents, not supported by board resolutions authorizing the borrowings, without credit investigation report or not supported by documents required under Subsection 4312Q.1 of the Manual of Regulations for Banks.

*Substandard* - Loans which involve a substantial and unreasonable degree of risk to the institution because of unfavorable record or unsatisfactory characteristics.

*Doubtful* - Loans which have existing facts, conditions, and values that make collection or liquidation in full highly improbable and in which substantial loss is probable.

*Loss* - Loans which are considered uncollectible or worthless and of such little value that their continuance as bankable assets is not warranted.

The credit quality of the Group's loans and receivables from customers, which is based on the ICRRS grade, is grouped as follows:

*High Grade (BRR 1 to 7)*

Under this category, the borrower has the apparent ability to satisfy its obligations in full and therefore, no loss in ultimate collection is anticipated. These loans or portions thereof are secured by hold-outs on deposits/deposit substitute, margin deposits or government-supported securities, other readily marketable collateral or are supported by sufficient credit and financial information of favorable nature to assure repayment as agreed.



*Standard Grade (BRR 8 to 10)*

Under this category are accounts not considered adversely classified but require close supervision/monitoring due to some warning signals such as start-up business, substantial changes in the business affecting operation or management, three continuous years of substantial decline in income (exclusive of extraordinary income/losses).

*Substandard Grade or Past-Due (BRR 11 to 14)*

Under this category are loans which exhibit unfavorable record or unsatisfactory characteristics, or where existing facts, conditions and values, make collection or liquidation in full improbable. Positive and vigorous management action is required to avert or minimize loss.

Due from Bank, Interbank Receivables, Government Securities and Corporate Investments

The Group follows an internally developed risk rating system for local banks and external risk ratings [i.e. Standard and Poor's (S&P)] for foreign banks, government securities and corporate investments.

A description of the rating systems for local banks follows:

*High Grade (Tier 1)*

Tier 1 - Banks categorized under this tier are capable of withstanding very difficult market conditions for 2-3 years without deteriorating to a substandard credit classification by virtue of their size, reputation and ranking in the industry.

*Standard Grade (Tier 2 to Tier 3)*

These are accounts that have potential weaknesses that deserve management's close attention. These potential weaknesses, if left uncorrected, may affect the repayment of the financial instrument thus increase credit risk to the Group.

Tier 2 - Banks categorized under this tier may deteriorate to substandard within 1-2 years under very difficult market conditions.

Tier 3 - Banks categorized under this tier may deteriorate to substandard within one year under very difficult market conditions. These are banks, which fall short relative to size, in view of perceived concern of uncertainty about their portfolio, earnings, or market condition. Banks with total net worth of ₱3.00 billion to less than ₱4.50 billion and net income of ₱200.00 million to less than ₱400.00 million are included in this category.

*Substandard Grade (Tier 4)*

Tier 4 - These are banks, which fall short relative to size, in view of perceived concern of uncertainty about their portfolio, earnings, or market condition. Banks with total net worth of ₱1.50 billion to less than ₱3.00 billion and net income of ₱70.00 million to less than ₱200.00 million are included in this category.

The following is the credit rating scale applicable for foreign banks, government securities, and corporate investment outlets (aligned with S&P ratings):

*AAA* - Obligor's capacity to meet its financial commitment is extremely strong.

*AA* - Obligor's capacity to meet its financial commitment is very strong. It differs from the highest-rated obligors at a minimal degree.



*A* - Obligor has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors rated in higher-rated categories.

BBB and below:

*BBB* - Obligation rated 'BBB' has adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

*BB* - Obligation is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.

*B* - Obligation rated 'B' is more vulnerable to nonpayment than obligations rated 'BB', but the obligor currently has the capacity to meet its financial commitment on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitment on the obligation.

*CCC* - Obligation is currently vulnerable to nonpayment, and is dependent upon favorable business, financial, and economic conditions for the obligor to meet its financial commitment on the obligation. In the event of adverse business, financial, or economic conditions, the obligor is not likely to have the capacity to meet its financial commitment on the obligation.

*CC* - Obligation is currently highly vulnerable to nonpayment.

*C* - Obligations are currently highly vulnerable to nonpayment, payment arrearages allowed by the terms of the documents, and subject of a bankruptcy petition or similar action which have not experienced a payment default.

Among others, the 'C' rating may be assigned to subordinated debt, preferred stock or other obligations on which cash payments have been suspended in accordance with the instrument's terms or when preferred stock is the subject of a distressed exchange offer, whereby some or all of the issue is either repurchased for an amount of cash or replaced by other instruments having a total value that is less than par.

*D* - Obligation is in payment default. Payments on an obligation are not made on the date due even if the applicable grace period has not expired. The 'D' rating also will be used upon the filing of a bankruptcy petition or the taking of similar action if payments on an obligation are jeopardized. An obligation's rating is lowered to 'D' upon completion of a distressed exchange offer, whereby some or all of the issue is either repurchased for an amount of cash or replaced by other instruments having a total value that is less than par.



The tables below shows the credit quality by class of financial assets based on the credit rating system of the Group and the Parent Company.

Consolidated								
2014								
	Neither Past Due nor Impaired				Unrated	Past Due But Past Due and		Total
	High Grade	Standard Grade	Substandard Grade			Not Impaired	Impaired	
Due from BSP	₱-	₱-	₱-	₱12,522,613	₱-	₱-	₱12,522,613	
Due from other banks	64,745	353,116	56,861	-	-	-	474,722	
	64,745	353,116	56,861	12,522,613	-	-	12,997,335	
Loans and receivables:								
Receivables from customers*:								
Corporate	19,609,625	1,293,693	323,140	-	42,832	1,036,609	22,305,899	
Consumer	4,825,369	1,129,871	357,517	-	597,880	-	6,910,637	
Unquoted debt securities	3,082,597	-	-	1,556,092	-	-	4,638,689	
Accounts receivable	-	130,993	6,331	432,615	-	75,899	645,838	
Accrued interest receivable	273,830	12,815	1,752	111,179	9,019	270,209	678,804	
Sales contracts receivable	-	182,662	-	-	23,747	11,887	218,296	
RCOCI	-	-	-	21,673	-	-	21,673	
Refundable security deposits	-	-	-	35,836	-	-	35,836	
	27,791,421	2,750,034	688,740	2,157,395	673,478	1,394,604	35,455,672	
<b>Total</b>	<b>₱27,856,166</b>	<b>₱3,103,150</b>	<b>₱745,601</b>	<b>₱14,680,008</b>	<b>₱673,478</b>	<b>₱1,394,604</b>	<b>₱48,453,007</b>	

\*At gross amount but net of unearned discounts

	AA	A	BBB and Below	Total
Due from other banks	₱104,303	₱1,045,261	₱12,355	₱1,161,919
Interbank loans receivable	394,740	148,424	289,440	832,604
Financial assets at FVTPL				
Government securities	-	-	307,644	307,644
Private bonds	-	-	376,575	376,575
Investment securities at amortized cost				
Government securities	-	-	12,096,616	12,096,616
Private bonds	-	-	1,174,248	1,174,248
Equity securities at FVTOCI				
Quoted	-	-	31,668	31,668
Unquoted	-	-	11,307	11,307
	₱499,043	₱1,193,685	₱14,299,853	₱15,992,581

Parent Company								
2014								
	Neither Past Due nor Impaired				Unrated	Past Due But Past Due and		Total
	High Grade	Standard Grade	Substandard Grade			Not Impaired	Impaired	
Due from BSP	₱-	₱-	₱-	₱12,463,067	₱-	₱-	₱12,463,067	
Due from other banks	64,745	92,120	56,862	-	-	-	213,727	
	64,745	92,120	56,862	12,463,067	-	-	12,676,794	
Loans and receivables:								
Receivables from customers*:								
Corporate	19,609,625	1,293,693	323,140	-	42,832	1,036,609	22,305,899	
Consumer	4,825,369	-	282,587	-	597,880	-	5,705,836	
Unquoted debt securities	3,082,597	-	-	1,556,092	-	-	4,638,689	
Accounts receivable	-	129,698	9,220	424,011	-	75,899	638,828	
Accrued interest receivable	273,830	3,187	534	105,238	9,019	270,209	662,017	
Sales contracts receivable	-	175,266	-	-	16,996	11,887	204,149	
RCOCI	-	-	-	21,673	-	-	21,673	
Refundable security deposits	-	-	-	35,836	-	-	35,836	
	27,791,421	1,601,844	615,481	2,142,850	666,727	1,394,604	34,212,927	
<b>Total</b>	<b>₱27,856,166</b>	<b>₱1,693,964</b>	<b>₱672,343</b>	<b>₱14,605,917</b>	<b>₱666,727</b>	<b>₱1,394,604</b>	<b>₱46,889,721</b>	

\*At gross amount but net of unearned discounts



	AA	A	BBB and Below	Total
Due from other banks	₱104,303	₱1,045,261	₱12,355	₱1,161,919
Interbank loans receivable	394,740	148,424	289,440	832,604
Financial assets at FVTPL				
Government securities	–	–	307,644	307,644
Private bonds	–	–	376,575	376,575
Investment securities at amortized cost				
Government securities	–	–	12,096,616	12,096,616
Private bonds	–	–	1,159,694	1,159,694
Equity securities at FVTOCI				
Quoted	–	–	31,668	31,668
Unquoted	–	–	11,307	11,307
	₱499,043	₱1,193,685	₱14,285,299	₱15,978,027

	Consolidated						
	2013						
	Neither Past Due nor Impaired				Past Due But Not Impaired	Past Due and Impaired	Total
High Grade	Standard Grade	Substandard Grade	Unrated				
Due from BSP	₱–	₱–	₱–	₱9,573,407	₱–	₱–	₱9,573,407
Due from other banks	60,178	28,544	13,698	–	–	–	102,420
	60,178	28,544	13,698	9,573,407	–	–	9,675,827
Loans and receivables:							
Receivables from customers*:							
Corporate	9,190,432	6,874,392	71,328	–	154,831	1,162,900	17,453,883
Consumer	–	2,027,969	–	–	101,498	14,383	2,143,850
Unquoted debt securities	3,297,000	–	–	2,399,615	–	–	5,696,615
Accounts receivable	–	42,914	1,564	425,675	–	93,438	563,591
Accrued interest receivable	–	167,248	–	293,544	–	491,831	952,623
Sales contracts receivable	–	79,067	–	–	18,074	11,888	109,029
RCOCI	–	–	–	6,158	–	–	6,158
Refundable security deposits	–	–	–	25,200	–	–	25,200
	12,487,432	9,191,590	72,892	3,150,192	274,403	1,774,440	26,950,949
Total	₱12,547,610	₱9,220,134	₱86,590	₱12,723,599	₱274,403	₱1,774,440	₱36,626,776

\*At gross amount but net of unearned discounts

	AA	A	BBB and below	Total
Due from other banks	₱92,034	₱466,597	₱257	₱558,888
Interbank loans receivable	44,671	157,879	–	202,550
Financial assets at FVTPL:				
Government securities	–	–	104,909	104,909
AFS investments:				
Government securities	–	–	20,047,305	20,047,305
Equity securities:				
Quoted	–	–	31,470	31,470
Unquoted	–	–	11,307	11,307
	₱136,705	₱624,476	₱20,195,248	₱20,956,429



Parent Company							
2013							
	Neither Past Due nor Impaired				Past Due But Not Impaired	Past Due and Impaired	Total
	High Grade	Standard Grade	Substandard Grade	Unrated			
Due from BSP	₱-	₱-	₱-	₱9,573,407	₱-	₱-	₱9,573,407
Due from other banks	60,178	28,544	13,698	-	-	-	102,420
	60,178	28,544	13,698	9,573,407	-	-	9,675,827
Loans and receivables:							
Receivables from customers*:							
Corporate	9,190,432	6,874,392	71,328	-	154,831	1,162,900	17,453,883
Consumer	-	2,027,969	-	-	101,498	14,383	2,143,850
Unquoted debt securities	3,297,000	-	-	2,399,615	-	-	5,696,615
Accounts receivable	-	42,914	1,564	425,675	-	93,438	563,591
Accrued interest receivable	-	167,248	-	293,544	-	491,831	952,623
Sales contracts receivable	-	79,067	-	-	18,074	11,888	109,029
RCOCI	-	-	-	6,158	-	-	6,158
Refundable security deposits	-	-	-	25,200	-	-	25,200
	12,487,432	9,191,590	72,892	3,150,192	274,403	1,774,440	26,950,949
<b>Total</b>	<b>₱12,547,610</b>	<b>₱9,220,134</b>	<b>₱86,590</b>	<b>₱12,723,599</b>	<b>₱274,403</b>	<b>₱1,774,440</b>	<b>₱36,626,776</b>

\*\*At gross amount but net of unearned discounts

	AA	A	BBB and Below	Total
Due from other banks	₱92,034	₱466,597	₱257	₱558,888
Interbank loans receivable	44,671	157,879	-	202,550
Financial assets at FVTPL				
Government securities	-	-	104,909	104,909
AFS investments				
Government securities	-	-	20,047,305	20,047,305
Equity securities				
Quoted	-	-	31,470	31,470
Unquoted	-	-	11,307	11,307
	₱136,705	₱624,476	₱20,195,248	₱20,956,429

As of December 31, 2014 and 2013, restructured loans by the Group which are neither past due nor impaired are as follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Receivable from customers:				
Corporate	₱51,122	₱68,450	₱51,122	₱68,450
Consumer	532	378	441	378

*Impaired loans and receivables and investment securities*

Impaired loans and receivables and investment securities are those for which the Group determines that it is probable that it will be unable to collect all principal and interest due based on the contractual terms of the promissory note and securities agreements.



*Aging analysis of past due but not impaired loans per class of financial assets*  
Aging analysis of past due but not impaired financial assets are shown below:

Consolidated						
December 31, 2014						
	Up to 1 Month	1 to 3 Months	3 to 6 Months	6 to 12 Months	Greater than 1 Year	Total
Receivable from customer:						
Corporate loans	₱42,832	₱-	₱-	₱-	₱-	₱42,832
Consumer loans	394,195	203,685	-	-	-	597,880
Accrued interest receivable	3,943	5,001	75	-	-	9,019
Sales contract receivable	6,295	7,103	3,598	-	6,751	23,747
	<b>₱447,265</b>	<b>₱215,789</b>	<b>₱3,673</b>	<b>-</b>	<b>₱6,751</b>	<b>₱673,478</b>

Parent Company						
December 31, 2014						
	Up to 1 Month	1 to 3 Months	3 to 6 Months	6 to 12 Months	Greater than 1 Year	Total
Receivable from customer:						
Corporate loans	₱42,832	₱-	₱-	₱-	₱-	₱42,832
Consumer loans	394,195	203,685	-	-	-	597,880
Accrued interest receivable	3,943	5,001	75	-	-	9,019
Sales contract receivable	6,295	7,103	3,598	-	-	16,996
	<b>₱447,265</b>	<b>₱215,789</b>	<b>₱3,673</b>	<b>₱-</b>	<b>₱-</b>	<b>₱666,727</b>

Consolidated						
December 31, 2013						
	Up to 1 Month	1 to 3 Months	3 to 6 Months	6 to 12 Months	Greater than 1 Year	Total
Receivable from customer:						
Corporate loans	₱124,203	₱26,878	₱-	₱-	₱3,750	₱154,831
Consumer loans	67,938	27,968	5,592	-	-	101,498
Sales contract receivable	5,897	-	2,686	-	9,491	18,074
	<b>₱198,038</b>	<b>₱54,846</b>	<b>₱8,278</b>	<b>₱-</b>	<b>₱13,241</b>	<b>₱274,403</b>

Parent Company						
December 31, 2013						
	Up to 1 Month	1 to 3 Months	3 to 6 Months	6 to 12 Months	Greater than 1 Year	Total
Receivable from customer:						
Corporate loans	₱124,203	₱26,878	₱-	₱-	₱3,750	₱154,831
Consumer loans	67,938	27,968	5,592	-	-	101,498
Sales contract receivable	5,897	-	2,686	-	9,491	18,074
	<b>₱198,038</b>	<b>₱54,846</b>	<b>₱8,278</b>	<b>₱-</b>	<b>₱13,241</b>	<b>₱274,403</b>

#### Liquidity Risk and Funding Management

Liquidity risk is the risk that the Group will be unable to meet its payment obligations when they fall due under normal and stress circumstances. To limit this risk, management has arranged diversified funding sources in addition to its core deposit base, manages assets with liquidity in mind, and monitors future cash flows and liquidity on a daily basis.



This incorporates an assessment of expected cash flows and the availability of high grade collateral which could be used to secure additional funding if required. In addition, the Group makes use of a monthly system generated Liquidity Gap Report in analyzing its liquidity position where the difference between the Group's maturing assets and liabilities is captured. A Maximum Cumulative Outflow limit is likewise established to control the liquidity gap for each currency. The Asset and Liability Committee (ALCO) meets twice every month to discuss among others the liquidity state of the Group.

The Group maintains a portfolio of highly marketable and diverse assets that can be easily liquidated in the event of an unforeseen interruption of cash flow. The Group also has committed lines of credit that it can access to meet liquidity needs. In addition, the Group maintains a statutory deposit with the BSP equal to 20.00% of customer deposits. The liquidity position is assessed and managed under a variety of scenarios, giving due consideration to stress factors relating to both the market in general and specifically to the Group.

The most important of these is to maintain limits on the ratio of spot liquidity position-to-deposit liabilities and liquid assets-to-deposit liabilities, set to reflect market conditions. Spot Liquidity Position or simply Spot Position represents the amount of cash readily available for funding assets and liabilities. Liquid assets consists of cash and cash equivalents, due from other banks, due from BSP, interbank call loans receivables and investments in debt securities.

*Analysis of financial instruments by remaining contractual maturities*

The tables below summarize the maturity profile of the Group's and the Parent Company's financial instruments as of December 31, 2014 and 2013, based on undiscounted contractual payments except for financial assets at FVTPL. Repayments which are subject to notice are treated as if notice were to be given immediately. However, the Group and the Parent Company expect that many customers will not request repayment on the earliest date the Group and the Parent Company could be required to pay and the table does not reflect the expected cash flows indicated by the Group's and the Parent Company's deposit retention history (amounts in millions):

	Consolidated					Total
	December 31, 2014					
	On Demand	Less than 3 Months	3-12 Months	1-2 Years	Beyond 2 years*	
<b>Financial assets</b>						
Financial assets at FVTPL	₱-	₱684	₱-	₱-	₱-	₱684
Investment securities at amortized cost:						
Government securities	-	308	531	891	19,272	21,002
Private bonds	-	32	39	63	1,510	1,644
Loans and receivables:						
Due from BSP	12,523	-	-	-	-	12,523
Due from other banks	-	1,518	119	-	-	1,637
Interbank loans receivable and SPURA	-	833	-	-	-	833
Receivables from customers:						
Corporate	1,424	11,254	5,674	1,508	3,672	23,532
Consumer	156	39	780	1,582	8,572	11,129
<b>Total financial assets</b>	<b>₱14,103</b>	<b>₱14,668</b>	<b>₱7,143</b>	<b>₱4,044</b>	<b>₱33,026</b>	<b>₱72,984</b>



Consolidated						
December 31, 2014						
	On Demand	Less than 3 Months	3-12 Months	1-2 Years	Beyond 2 years*	Total
<b>Financial liabilities</b>						
Deposit liabilities:						
Demand	₱9,221	₱-	₱-	₱-	₱-	₱9,221
Savings	4,228	-	-	-	-	4,228
Time	90	24,803	16,689	1,043	3,680	46,305
Bills payable:						
Private firms and individuals	-	3,107	2	-	-	3,109
Banks and other financial institutions		317				317
Outstanding acceptances	26	-	-	-	-	26
Manager's checks	211	-	-	-	-	211
Accrued interest payable	2	72	17	-	-	91
Accrued other expense	190	-	-	-	-	190
Other liabilities:						
Accounts payable	230	-	-	-	-	230
Refundable security deposits		6	17	21	44	88
Due to the Treasurer of the Philippines	-	18	-	-	-	18
<b>Total financial liabilities</b>	<b>₱14,198</b>	<b>₱28,323</b>	<b>₱16,725</b>	<b>₱1,064</b>	<b>₱3,724</b>	<b>₱64,034</b>

\*Including non-performing loans and receivables

Consolidated						
December 31, 2013						
	On Demand	Less than 3 Months	3-12 Months	1-2 Years	Beyond 2 Years*	Total
<b>Financial assets</b>						
Financial assets at FVTPL	₱105	₱-	₱-	₱-	₱-	₱105
AFS investments:						
Government securities	-	7,320	538	1,387	29,773	39,018
Loans and receivables:						
Due from BSP	9,573	-	-	-	-	9,573
Due from other banks	661	-	-	-	-	661
Interbank loans receivable and SPURA	158	45	-	-	-	203
Receivables from customers:						
Corporate	-	9,606	3,724	1,060	4,283	18,673
Consumer	-	4	88	562	2,926	3,580
Other assets:						
Derivatives						
Gross contractual receivable	-	6	-	-	-	6
Gross contractual payable	-	(6)	-	-	-	(6)
<b>Total financial assets</b>	<b>₱10,497</b>	<b>₱16,975</b>	<b>₱4,350</b>	<b>₱3,009</b>	<b>₱36,982</b>	<b>₱71,813</b>
<b>Financial liabilities</b>						
Deposit liabilities:						
Demand	₱7,183	₱-	₱-	₱-	₱-	₱7,183
Savings	3,090	-	-	-	-	3,090
Time	2,152	31,816	303	1	2,941	37,213
Bills payable:						
PDIC	-	7,658	-	-	-	7,658

(Forward)



	Consolidated					Total
	December 31, 2013					
	On Demand	Less than 3 Months	3-12 Months	1-2 Years	Beyond 2 Years*	
Banks and other financial institutions	₱–	₱459	₱–	₱–	₱–	₱459
Private firms and individuals	–	1,581	25	–	–	1,606
Outstanding acceptances	43	–	–	–	–	43
Manager's checks	174	–	–	–	–	174
Accrued interest payable	59	35	–	–	–	94
Accrued other expense	169	–	–	–	–	169
Other liabilities:						
Accounts payable	103	–	–	–	–	103
Refundable security deposits	–	6	20	56	–	82
Due to the Treasurer of the Philippines	–	19	–	–	–	19
<b>Total financial liabilities</b>	<b>₱12,973</b>	<b>₱41,574</b>	<b>₱348</b>	<b>₱57</b>	<b>₱2,941</b>	<b>₱57,893</b>

\*Including non-performing loans and receivables

	Parent Company					Total
	December 31, 2014					
	On Demand	Less than 3 Months	3-12 Months	1-2 Years	Beyond 2 Years*	
<b>Financial assets</b>						
Financial assets at FVTPL	₱–	₱684	₱–	₱–	₱–	₱684
Investment securities at amortized cost:						
Government securities	–	308	531	891	19,272	21,002
Private bonds	–	32	39	63	1,510	1,644
Loans and receivables:						
Due from BSP	12,463	–	–	–	–	12,463
Due from other banks	–	1,376	–	–	–	1,376
Interbank loans receivable and SPURA	–	833	–	–	–	833
Receivables from customers:						
Corporate	1,424	11,254	5,674	1,508	3,672	23,532
Consumer	156	13	355	1,471	7,084	9,079
<b>Total financial assets</b>	<b>₱14,043</b>	<b>₱14,500</b>	<b>₱6,599</b>	<b>₱3,933</b>	<b>₱31,538</b>	<b>₱70,613</b>

<b>Financial liabilities</b>						
Deposit liabilities:						
Demand	₱9,450	₱–	₱–	₱–	₱–	₱9,450
Savings	3,488	–	–	–	–	3,488
Time	90	24,546	16,368	1,012	3,289	45,305
Bills payable:						
Private firms and individuals	–	3,106	2	–	–	3,108
Banks and other financial institutions	–	314	–	–	–	314
Outstanding acceptances	26	–	–	–	–	26
Manager's checks	211	–	–	–	–	211
Accrued interest payable	1	69	14	1	1	86
Accrued other expense	189	–	–	–	–	189
Other liabilities:						
Accounts payable	221	–	–	–	–	221
Refundable security deposits	–	6	17	21	44	88
Due to the Treasurer of the Philippines	–	18	–	–	–	18
<b>Total financial liabilities</b>	<b>₱13,676</b>	<b>₱28,059</b>	<b>₱16,401</b>	<b>₱1,034</b>	<b>₱3,334</b>	<b>₱62,504</b>

\*Including non-performing loans and receivables



	Parent Company					Total
	December 31, 2013					
	On Demand	Less than 3 Months	3-12 Months	1-2 Years	Beyond 2 Years*	
<b>Financial assets</b>						
Financial assets at FVTPL	₱105	₱-	₱-	₱-	₱-	₱105
AFS investments:						
Government securities	-	7,320	538	1,387	29,773	39,018
Loans and receivables:						
Due from BSP	9,573	-	-	-	-	9,573
Due from other banks	661	-	-	-	-	661
Interbank loans receivable and SPURA	158	45	-	-	-	203
Receivables from customers:						
Corporate	-	9,606	3,724	1,060	4,283	18,673
Consumer	-	4	88	562	2,926	3,580
Other assets:						
Derivatives:						
Gross contractual receivable	-	6	-	-	-	6
Gross contractual payable	-	(6)	-	-	-	(6)
<b>Total financial assets</b>	<b>₱10,497</b>	<b>₱16,975</b>	<b>₱4,350</b>	<b>₱3,009</b>	<b>₱36,982</b>	<b>₱71,813</b>
<b>Financial liabilities</b>						
Deposit liabilities:						
Demand	₱7,183	₱-	₱-	₱-	₱-	₱7,183
Savings	3,090	-	-	-	-	3,090
Time	2,152	31,816	303	1	2,941	37,213
Bills payable:						
PDIC	-	7,658	-	-	-	7,658
Banks and other financial institutions	-	194	-	-	-	194
Private firms and individuals	-	1,581	25	-	-	1,606
Outstanding acceptances	43	-	-	-	-	43
Manager's checks	174	-	-	-	-	174
Accrued interest payable	59	35	-	-	-	94
Accrued other expense	169	-	-	-	-	169
Other liabilities:						
Accounts payable	103	-	-	-	-	103
Refundable security deposits	-	6	20	57	-	83
Due to the Treasurer of the Philippines	-	19	-	-	-	19
<b>Total financial liabilities</b>	<b>₱12,973</b>	<b>₱41,309</b>	<b>₱348</b>	<b>₱58</b>	<b>₱2,941</b>	<b>₱57,629</b>

\*Including non-performing loans and receivables



The table below shows the contractual expiry of the Group's and the Parent Company's commitments and contingent liabilities as of December 31, 2014 and 2013 (amounts in millions):

Consolidated					
December 31, 2014					
	On Demand	Less than 3 Months	3 to 12 Months	Beyond 1 Year	Total
Unused Commercial LC:					
Standby LC	P28	P547	P549	P-	P1,124
Sight LC outstanding	463	53	-	-	516
Usance LC outstanding	95	49	1	-	145
Outstanding shipping guarantees	-	-	596	-	596
	<b>P586</b>	<b>P649</b>	<b>P1,146</b>	<b>P-</b>	<b>P2,381</b>

Consolidated					
December 31, 2013					
	On Demand	Less than 3 Months	3 to 12 Months	Beyond 1 Year	Total
Unused Commercial LC:					
Standby LC	P71	P137	P948	P-	P1,156
Sight LC outstanding	18	189	117	-	324
Usance LC outstanding	4	522	11	-	537
Outstanding shipping guarantees	-	-	500	-	500
	<b>P93</b>	<b>P848</b>	<b>P1,576</b>	<b>P-</b>	<b>P2,517</b>

Parent Company					
December 31, 2014					
	On Demand	Less than 3 Months	3 to 12 Months	Beyond 1 Year	Total
Unused Commercial LC:					
Standby LC	P28	P547	P549	P-	P1,124
Sight LC outstanding	463	53	-	-	516
Usance LC outstanding	95	49	1	-	145
Outstanding shipping guarantees	-	-	596	-	596
	<b>P586</b>	<b>P649</b>	<b>P1,146</b>	<b>P-</b>	<b>P2,381</b>

Parent Company					
December 31, 2013					
	On Demand	Less than 3 Months	3 to 12 Months	Beyond 1 Year	Total
Unused Commercial LC:					
Standby LC	P71	P137	P948	P-	P1,156
Sight LC outstanding	18	189	117	-	324
Usance LC outstanding	4	522	11	-	537
Outstanding shipping guarantees	-	-	500	-	500
	<b>P93</b>	<b>P848</b>	<b>P1,576</b>	<b>P-</b>	<b>P2,517</b>



The table below shows the different credit risk exposures of the Group by risk weight applied in accordance with BSP Circular No. 538:

	Consolidated						
	December 31, 2014						
	Net Exposures <sup>(a)</sup>	Risk Weights <sup>(b)</sup>					
	0%	20%	50%	75%	100%	150%	
On-balance sheet assets <sup>(c)</sup>	<b>₱71,391</b>	<b>₱24,524</b>	<b>₱699</b>	<b>₱5,759</b>	<b>₱-</b>	<b>₱39,681</b>	<b>₱729</b>
Credit risk weighted on-balance sheet assets (d = b x c)	<b>43,793</b>	<b>-</b>	<b>140</b>	<b>2,880</b>	<b>-</b>	<b>39,681</b>	<b>1,093</b>
Off-balance sheet assets <sup>(e)</sup>	<b>8,572</b>	<b>6,158</b>	<b>1,290</b>	<b>-</b>	<b>-</b>	<b>1,124</b>	<b>-</b>
Credit risk weighted off-balance sheet assets (f = b x e)	<b>1,382</b>	<b>-</b>	<b>258</b>	<b>-</b>	<b>-</b>	<b>1,124</b>	<b>-</b>
Total Credit Risk Weighted Assets <sup>(d + f)</sup>	<b>₱45,175</b>	<b>₱-</b>	<b>₱398</b>	<b>₱2,880</b>	<b>₱-</b>	<b>₱40,805</b>	<b>₱1,093</b>

(a) Net of specific provisions

	Consolidated						
	December 31, 2013						
	Net Exposures <sup>(a)</sup>	Risk Weights <sup>(b)</sup>					
	0%	20%	50%	75%	100%	150%	
On-balance sheet assets <sup>(c)</sup>	<b>₱65,630</b>	<b>₱29,896</b>	<b>₱137</b>	<b>₱3,603</b>	<b>₱-</b>	<b>₱31,602</b>	<b>₱392</b>
Credit risk weighted on-balance sheet assets (d = b x c)	<b>34,019</b>	<b>-</b>	<b>27</b>	<b>1,802</b>	<b>-</b>	<b>31,602</b>	<b>588</b>
Off-balance sheet assets <sup>(e)</sup>	<b>8,559</b>	<b>5,953</b>	<b>1,450</b>	<b>-</b>	<b>-</b>	<b>1,156</b>	<b>-</b>
Credit risk weighted off-balance sheet assets (f = b x e)	<b>1,446</b>	<b>-</b>	<b>290</b>	<b>-</b>	<b>-</b>	<b>1,156</b>	<b>-</b>
Total Credit Risk Weighted Assets <sup>(d + f)</sup>	<b>₱35,465</b>	<b>₱-</b>	<b>₱317</b>	<b>₱1,802</b>	<b>₱-</b>	<b>₱32,758</b>	<b>₱588</b>

(a) Net of specific provisions

	Parent Company						
	December 31, 2014						
	Net Exposures <sup>(a)</sup>	Risk Weights <sup>(b)</sup>					
	0%	20%	50%	75%	100%	150%	
On-balance sheet assets <sup>(c)</sup>	<b>₱69,177</b>	<b>₱24,404</b>	<b>₱699</b>	<b>₱5,759</b>	<b>₱-</b>	<b>₱37,411</b>	<b>₱904</b>
Credit risk weighted on-balance sheet assets (d = b x c)	<b>41,787</b>	<b>-</b>	<b>140</b>	<b>2,880</b>	<b>-</b>	<b>37,411</b>	<b>1,356</b>
Off-balance sheet assets <sup>(e)</sup>	<b>8,572</b>	<b>6,158</b>	<b>1,290</b>	<b>-</b>	<b>-</b>	<b>1,124</b>	<b>-</b>
Credit risk weighted off-balance sheet assets (f = b x e)	<b>1,382</b>	<b>-</b>	<b>258</b>	<b>-</b>	<b>-</b>	<b>1,124</b>	<b>-</b>
Total Credit Risk Weighted Assets <sup>(d + f)</sup>	<b>₱43,169</b>	<b>₱-</b>	<b>₱398</b>	<b>₱2,880</b>	<b>₱-</b>	<b>₱38,535</b>	<b>₱1,356</b>

(a) Net of specific provisions



	Parent Company						
	December 31, 2013						
	Net Exposures <sup>(a)</sup>	Risk Weights <sup>(b)</sup>					
	0%	20%	50%	75%	100%	150%	
On-balance sheet assets <sup>(c)</sup>	₱65,630	₱29,896	₱137	₱3,603	₱-	₱31,602	₱392
Credit risk weighted on-balance sheet assets ( <sup>d = b x c</sup> )	34,019	-	27	1,802	-	31,602	588
Off-balance sheet assets <sup>(e)</sup>	8,559	5,953	1,450	-	-	1,156	-
Credit risk weighted off-balance sheet assets ( <sup>f = b x e</sup> )	1,446	-	290	-	-	1,156	-
Total Credit Risk Weighted Assets <sup>(d+f)</sup>	₱35,465	₱-	₱317	₱1,802	₱-	₱32,758	₱588

(a) Net of specific provisions

### Market Risk Management

Market risk is the risk of loss to future earnings, fair values or future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes. The Group's market risk originates from the Parent Company's holdings of foreign exchange instruments, debt securities, equity securities and derivatives.

#### *VaR*

Value-at-Risk (VaR) is a statistical estimate of potential loss given prevailing market price trends, correlations and volatilities. VaR estimates the potential decline in the value of a portfolio, under normal market conditions, a given "confidence level" over a specified time horizon. VaR is used to alert senior management whenever the potential for losses in the Parent Company's portfolios exceeds the VaR limit. This allows management to react quickly and adjust its portfolio strategies in different market conditions in accordance with the Parent Company's risk philosophy and appetite.

In April 2014, the Parent Company commenced using Bloomberg's Portfolio VaR (PORT) module in its VaR computation. Bloomberg's PORT is run on a Parametric VaR model whose data set contains 1 year of historical prices and a daily update of its variance/covariance matrix. In accordance with BSP standards, the Parent Company uses a 99.00% confidence level and a 10-day defeasance period. This means, that statistically, the Parent Company's losses on trading operations will exceed VaR on at least 1 out of 100 trading business days.

The Market & Liquidity Risk Officer runs VaR on a daily basis, monitors the VaR against the Board approved VaR limit and submits Daily VaR Reports to concerned division/group/segment heads.

To verify the validity of the VaR model used, the Market & Liquidity Risk Manager through quarterly back testing procedure performed by Treasury Operations Division examines how frequently actual daily losses exceeds the daily VaR. Backtesting results are reviewed by the Chief Risk Officer. Exceptions, if any, are reported to the ROC and the BOD.

There were none and 33 recorded exemptions and in the USD ROP VaR limit and Peso government securities VaR limit for 2014 and 2013, respectively.



Since VaR is designed to describe risk in normal market conditions (i.e. 99.00% of the time), it may not capture potential losses in the extreme that occur following movements outside the prevailing market trend. Stress testing is done to address extreme market conditions.

Starting February 2014, changes were made in the VaR computation for USD ROPs to take into account foreign exchange rate risk between US dollar and Peso.

A summary of the VaR position of USD ROP exposures of the Parent Company to changes in market conditions is as follows:

	<b>Interest Rate and Foreign Exchange</b>		Interest Rate
	<b>USD ROP from February to December 2014 (in Peso MM)</b>	<b>USD ROP for January 2014 (In USD MM)</b>	USD ROP 2013 (In USD MM)
31 December	<b>128.66</b>		2.42
Average Daily	<b>116.45</b>	<b>2.22</b>	1.90
Highest	<b>151.15</b>	<b>2.45</b>	2.83
Lowest	<b>84.42</b>	<b>1.95</b>	1.22

A summary of the VaR position of Peso government securities exposures of the Parent Company to changes in market conditions is as follows:

	<b>Interest Rate</b>	
	<b>Peso GS 2014 (In Peso MM)</b>	Peso GS 2013 (In Peso MM)
31 December	<b>404.05</b>	550.78
Average Daily	<b>495.42</b>	435.95
Highest	<b>679.09</b>	636.36
Lowest	<b>370.44</b>	187.59

*Stress testing*

The Parent Company likewise performs stress testing on its FX trading position and on its outstanding investment portfolios. Stress testing is a technique used to determine the impact on earnings of above position/portfolios from conditions or scenarios deemed “extreme” but plausible. Stress testing is used to inform senior management as to where vulnerabilities in the Parent Company’s portfolio actually lie.

This helps the Parent Company evaluate its tolerance for risks and understand the combinations of risks that can produce large losses.

Unlike VaR, which reflects price behavior in everyday markets, stress tests simulate portfolio performance during abnormal market periods. Accordingly, they provide information about risks falling outside those typically captured by the VaR framework. Hence, losses resulting from stress tests are larger than the losses predicted by the VaR model.

The Parent Company’s Market & Liquidity Risk Manager performs the stress testing of traded securities using uniform set of market stress shocks as prescribed by the BSP under their Uniform Stress Testing Program for Banks. The stress testing is conducted quarterly and its results are reported to the ROC and BOD.

To identify possible episodes of stress in the domestic financial market, Market & Liquidity Risk Management Unit employs the Citi Early Warning Signal Risk Index – Philippines that measure stress in economic and financial variables with a view of predicting weakness in local currencies.



A reading above 0.5 means that stress is above average and a reading below 0.5 means that stress is below average. The risk index level is reported monthly to ALCO and quarterly to ROC.

**Interest Rate Risk Management**

Interest rate risk arises from the possibility that changes in the interest rates will affect future cash flows or the fair value of financial instruments. The Group follows a prudent policy on managing its assets and liabilities so as to ensure that the exposure to fluctuations in interest rates is kept within acceptable limits.

A substantial proportion of the total loan portfolio is for a term of less than one year, and the majority of the balance of its medium-term portfolio is on a floating-rate basis. As of December 31, 2014 and 2013, 57.09% and 79.07%, respectively, of the Group's total loan portfolio comprised floating rate loans which are repriced periodically by reference to the transfer pool rate which reflects the Group's internal cost of funds. As a result of these factors, the Group's exposure to interest rate fluctuations, and other market risks, is significantly reduced.

The Group, in keeping with banking industry practice, aims to achieve stability and lengthen the term structure of its deposit base, while providing adequate liquidity to cover transactional banking requirements of customers. Interest is paid on substantial portion of demand accounts which constituted 16.36% and 15.19% respectively of total deposits of the Group as of December 31, 2014 and 2013, respectively, and pays a variable interest rate of 0.13% to 1.00% and fixed rate of 0.13%. Rates on savings accounts and time deposit accounts, which constituted 6.04% and 77.60%, respectively, of total deposits as of December 31, 2013 and 6.54% and 78.27%, respectively, of total deposits as of December 31, 2013 are set by different criteria. Savings account rates are set by reference to prevailing market rates, while rates on time deposits and special savings accounts are usually priced by reference to rates applicable to prevailing rates on Philippine Treasury Bills and other money market instruments or, in the case of foreign currency deposits, Singapore Interbank Offer Rate and other benchmark dollar deposit rates in the Asian and international money markets with similar maturities.

The following table provides for the average EIR by period of maturity or repricing of the Group as of December 31, 2014 and 2013:

	2014			2013		
	Less than 3 Months	3 Months to 1 Year	Greater than 1 Year	Less than 3 Months	3 Months to 1 Year	Greater than 1 Year
<b>Peso-denominated assets</b>						
Due from banks	0.930%	–	–	0.44%	–	–
Interbank loans	1.333%	–	–	3.50%	–	–
Loans and receivables	47.87%	27.97%	24.13%	7.97%	8.10%	10.97%
<b>Liabilities</b>						
Deposit liabilities	2.611%	1.937%	4.147%	2.83%	2.63%	4.04%
Bills payable	1.05%	5.12%	–	3.25%	–	–
<b>Foreign currency-denominated assets</b>						
Due from banks	0.01%	–	–	0.27%	–	–
Interbank loans	0.33%	0.20%	–	0.26%	–	–
Loans and receivables	1.67%	1.60%	2.17%	5.79%	5.98%	6.50%
<b>Liabilities</b>						
Deposit liabilities	0.21%	0.41%	–	1.62%	1.81%	1.56%
Bills payable	0.33%	–	–	–	–	–



The following table provides for the average EIR by period of maturity or repricing of the Parent Company as of December 31, 2014 and 2013:

	2014			2013		
	Less than 3 Months	3 Months to 1 Year	Greater than 1 Year	Less than 3 Months	3 Months to 1 Year	Greater than 1 Year
<b>Peso-denominated assets</b>						
Due from banks	0.260%	–	–	0.44%	–	–
Interbank loans	4.00%	–	–	3.50%	–	–
Loans and receivables	6.30%	23.57%	28.78%	7.97%	8.10%	10.97%
<b>Liabilities</b>						
Deposit liabilities	0.530%	1.120%	3.490%	2.83%	2.63%	4.04%
Bills payable	2.09%	3.13%	–	3.25%	–	–
<b>Foreign currency-denominated assets</b>						
Due from banks	0.037%	–	–	0.27%	–	–
Interbank loans	1.00%	0.61%	–	0.26%	–	–
Loans and receivables	5.00%	4.80%	6.50%	5.79%	5.98%	6.50%
<b>Liabilities</b>						
Deposit liabilities	0.64%	1.22%	–	1.62%	1.81%	1.56%
Bills payable	1.00%	–	–	–	–	–

The Group also monitors its exposure to fluctuations in interest rates by measuring the impact of interest rate movements on its interest income. This is done by modeling the impact of various changes in interest rates to the Group's interest-related income and expenses.

The method by which the Group measures the sensitivity of its assets and liabilities to interest rate fluctuations is by way of interest rate analysis. This analysis provides the Group with a measure of the impact of changes in interest rates on the actual portfolio i.e., the risk exposure of future accounting income. The repricing gap is calculated by distributing the financial assets and financial liabilities into tenor buckets according to the time remaining to maturity or next repricing date and then obtaining the difference between the total of the repricing (interest sensitive) assets and repricing (interest sensitive) liabilities.

A gap is considered negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities. Accordingly, during a period of rising interest rates, a bank with a positive gap would be better positioned than one with a negative gap to invest in or hold higher yielding assets more quickly than it would need to refinance its interest-bearing liabilities. During a period of falling interest rates, a bank with a positive gap would tend to see its assets repricing at a faster rate than one with a negative gap, which may restrain the growth of its net income or result in a decline in net interest income.



The following tables set forth the asset-liability gap position of the Group and the Parent Company as of December 31, 2014 and 2013 (amounts in millions):

Consolidated						
December 31, 2014						
	Up to 1 Month	More than 1 Month to 3 Months	More than 3 to 12 Months	More than 1 Year but less than 2 Years	Beyond 2 Years	Total
<b>Assets</b>						
Due from BSP	₱12,523	₱-	₱-	₱-	₱-	₱12,523
Due from other banks	1,454	64	119	-	-	1,637
Interbank loan receivables	833	-	-	-	-	833
Financial assets at FVTPL	684	-	-	-	-	684
Investment securities at amortized cost	-	-	15	263	12,993	13,271
Loans and receivables	3,004	5,864	6,066	2,804	16,117	33,855
<b>Total assets</b>	<b>18,498</b>	<b>5,928</b>	<b>6,200</b>	<b>3,067</b>	<b>29,110</b>	<b>62,803</b>
<b>Liabilities</b>						
Deposit liabilities	36,718	14,835	3,431	1,037	3,090	59,111
Bills payable	2,468	947	10	-	-	3,425
<b>Total liabilities</b>	<b>39,186</b>	<b>15,782</b>	<b>3,441</b>	<b>1,037</b>	<b>3,090</b>	<b>62,536</b>
<b>Asset-liability gap</b>	<b>(₱20,688)</b>	<b>(₱9,854)</b>	<b>₱2,759</b>	<b>₱2,030</b>	<b>₱26,020</b>	<b>₱267</b>

Consolidated						
December 31, 2013						
	Up to 1 Month	More than 1 Month to 3 Months	More than 3 to 12 Months	More than 1 Year but less than 2 Years	Beyond 2 Years	Total
<b>Assets</b>						
Due from BSP	₱9,573	₱-	₱-	₱-	₱-	₱9,573
Due from other banks	661	-	-	-	-	661
Interbank loan receivables	203	-	-	-	-	203
Financial assets at FVTPL	-	-	-	-	105	105
AFS investments	62	7,157	-	-	12,828	20,047
Loans and receivables	2,443	5,787	3,688	1,326	12,050	25,294
<b>Total assets</b>	<b>12,942</b>	<b>12,944</b>	<b>3,688</b>	<b>1,326</b>	<b>24,983</b>	<b>55,883</b>
<b>Liabilities</b>						
Deposit liabilities	25,793	9,896	983	-	10,608	47,280
Bills payable	1,310	8,122	26	-	-	9,458
<b>Total liabilities</b>	<b>27,103</b>	<b>18,018</b>	<b>1,009</b>	<b>-</b>	<b>10,608</b>	<b>56,738</b>
<b>Asset-liability gap</b>	<b>(₱14,161)</b>	<b>(₱5,074)</b>	<b>₱2,679</b>	<b>₱1,326</b>	<b>₱14,375</b>	<b>(₱855)</b>



Parent Company						
December 31, 2014						
	Up to 1 Month	More than 1 Month to 3 Months	More than 3 to 12 Months	More than 1 Year but less than 2 Years	Beyond 2 Years	Total
<b>Assets</b>						
Due from BSP	₱12,463	₱-	₱-	₱-	₱-	₱12,463
Due from other banks	1,376	-	-	-	-	1,376
Interbank loan receivables	833	-	-	-	-	833
Financial assets at FVTPL	684	-	-	-	-	684
Investment securities at amortized cost	-	-	-	263	12,993	13,256
Loans and receivables	2,999	5,844	5,632	2,697	15,478	32,650
<b>Total assets</b>	<b>18,355</b>	<b>5,844</b>	<b>5,632</b>	<b>2,960</b>	<b>28,471</b>	<b>61,262</b>
<b>Liabilities</b>						
Deposit liabilities	35,857	14,573	3,105	1,005	3,216	57,756
Bills payable	2,468	947	7	-	-	3,422
<b>Total liabilities</b>	<b>38,325</b>	<b>15,520</b>	<b>3,112</b>	<b>1,005</b>	<b>3,216</b>	<b>61,178</b>
<b>Asset-liability gap</b>	<b>(₱19,970)</b>	<b>(₱9,676)</b>	<b>₱2,520</b>	<b>₱1,955</b>	<b>₱25,255</b>	<b>₱84</b>

Parent Company						
December 31, 2013						
	Up to 1 Month	More than 1 Month to 3 Months	More than 3 to 12 Months	More than 1 Year but less than 2 Years	Beyond 2 Years	Total
<b>Assets</b>						
Due from BSP	₱9,573	₱-	₱-	₱-	₱-	₱9,573
Due from other banks	661	-	-	-	-	661
Interbank loan receivables	203	-	-	-	-	203
Financial assets at FVTPL	-	-	-	-	105	105
AFS investments	62	7,157	-	-	12,828	20,047
Loans and receivables	2,443	5,787	3,688	1,326	12,050	25,294
<b>Total assets</b>	<b>12,942</b>	<b>12,944</b>	<b>3,688</b>	<b>1,326</b>	<b>24,983</b>	<b>55,883</b>
<b>Liabilities</b>						
Deposit liabilities	25,793	9,896	983	-	10,608	47,280
Bills payable	1,310	8,122	26	-	-	9,458
<b>Total liabilities</b>	<b>27,103</b>	<b>18,018</b>	<b>1,009</b>	<b>-</b>	<b>10,608</b>	<b>56,738</b>
<b>Asset-liability gap</b>	<b>(₱14,161)</b>	<b>(₱5,074)</b>	<b>₱2,679</b>	<b>₱1,326</b>	<b>₱14,375</b>	<b>(₱855)</b>

The following table demonstrates the sensitivity of the cumulative net position of risk-sensitive assets and risk-sensitive liabilities to a reasonable change in interest rates, with all other variables held constant, on the Group's statements of income.

(Amounts in millions)	2014			
	Changes in Interest Rates (in Basis Points)			
Changes in interest rates (in basis points)	+50	-50	+100	-100
Change in annualized net interest income	(₱133.49)	₱133.49	(₱266.99)	₱266.99

(Amounts in millions)	2013			
	Changes in Interest Rates (in Basis Points)			
Changes in interest rates (in basis points)	+50	-50	+100	-100
Change in annualized net interest income	(₱32.64)	₱32.64	(₱65.28)	₱65.28



The following table sets forth the estimated change in the Group's other comprehensive income due to a reasonably possible change in the market prices of quoted bonds classified under AFS investments, brought about by movement in the interest rate curve as of December 31, 2013:

(Amounts in millions)	2013			
	Change in Interest Rates (in Basis Points)			
	+50	+10	-10	-50
Change in equity	(P685.61)	(P141.60)	P143.92	P739.46

The table below shows the different market risk-weighted assets using the standardized approach in accordance with BSP Circular No. 538:

Type of Market Risk Exposure	Consolidated		Parent Company	
	2014	2013	2014	2013
Interest rate exposures	<b>P895,447</b>	P73,187	<b>P895,447</b>	P73,187
Foreign exchange exposures	<b>21,911</b>	35,807	<b>21,911</b>	35,807
	<b>P917,358</b>	P108,994	<b>P917,358</b>	P108,994

#### Foreign Currency Risk Management

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency liabilities generally consist of foreign currency-deposits in the Parent Company's FCDU account made in the Philippines or which are generated from remittances to the Philippines by Filipino expatriates and overseas Filipino workers who retain for their own benefit or for the benefit of a third party, foreign currency deposit accounts with the Parent Company and foreign currency-denominated borrowings appearing in the regular books of the Parent Company.

Foreign currency deposits are generally used to fund the Parent Company's foreign currency-denominated loan and investment portfolio in the FCDU. Banks are required by the BSP to match the foreign currency assets with the foreign currency liabilities held through FCDUs. In addition, the BSP requires a 30.00% liquidity reserve on all foreign currency liabilities held through FCDUs.

The Parent Company's policy is to maintain foreign currency exposure within acceptable limits and within existing regulatory guidelines. The Parent Company believes that its profile of foreign currency exposure on its assets and liabilities is within limits for a financial institution engaged in the type of business in which the Parent Company is engaged in.

The ERMG uses VaR, FX Sensitivity Testing, and FX Stress Testing to measure risk inherent to the Parent Company's foreign currency net exposures. In assessing the foreign currency risk, the Parent Company employs a pre-defined key risk indicator under Market Risk Assessment Matrix to determine the level of risk (e.g., Low Risk, Moderate Risk, High Risk) the results of which are reported to the ROC on a quarterly basis.



The table summarizes the Group's exposure to foreign exchange risk as of December 31, 2014 and 2013. Included in the table are the Group's assets and liabilities at carrying amounts, categorized by currency (amounts in Philippine peso equivalent).

	2014			2013		
	USD	Others*	Total	USD	Others*	Total
<b>Assets</b>						
Loans and receivables:						
Due from other banks	₱175,804	₱10,060	₱185,864	₱145,212	₱21,754	₱166,966
Corporate loans	503,264	10,329	513,593	462,991	–	462,991
Accrued interest receivable	1,094	–	1,094	1,251	–	1,251
Accounts receivable	1	–	1	1	–	1
Other assets	3,574	117	3,691	68	132	200
Total assets	683,737	20,506	704,243	609,523	21,886	631,409
<b>Liabilities</b>						
Deposit liabilities:						
Savings	–	–	–	–	2,291	2,291
Time	–	–	–	–	5,607	5,607
Bills payable	313,040	–	313,040	–	–	–
Outstanding acceptances	15,290	10,329	25,619	43,189	–	43,189
Other liabilities:						
Others	394	–	394	33	–	33
Total liabilities	328,724	10,329	339,053	43,222	7,898	51,120
<b>Net exposure</b>	<b>₱355,013</b>	<b>₱10,177</b>	<b>₱365,190</b>	<b>₱566,301</b>	<b>₱13,988</b>	<b>₱580,289</b>

\*Includes Euro, Australian Dollar, Japanese Yen, Swiss Franc, Canadian Dollar, Singapore Dollar

The table below indicates the exposure of the Group to USD on its non-trading monetary assets and liabilities. The analysis calculates the effect of a reasonable possible movement of the base currency rate against the USD, with all other variables held constant on the statement of income and statement of comprehensive income. A negative amount in the table reflects a potential net reduction in income or comprehensive income, while a positive amount reflects a potential net increase. The Group's exposure in currencies other than USD is minimal.

	2014			
	Changes in Foreign Exchange Rates			
Changes in foreign exchange rates	+3.00%	-3.00%	+4.00%	-4.00%
Change in annualized net income	₱1,415	(₱1,415)	₱1,886	(₱1,886)
	2013			
	Changes in Foreign Exchange Rates			
Changes in foreign exchange rates	+3.00%	-3.00%	+4.00%	-4.00%
Change in annualized net income	₱1,074	(₱1,074)	₱1,432	(₱1,432)

A negative amount reflects a potential net reduction in statement of income while a positive amount reflects net potential increase. As of December 31, 2014 and 2013, there is no impact on the Group's OCI other than those already affecting profit and loss.

#### Equity Price Risk Management

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of equity indices and the value of individual stocks. The Parent Company holds a minimal amount of equity securities, hence any changes to equity prices are deemed to not significantly affect its financial performance.



Operational Risk

The Group uses the Basic Indicator Approach in computing Operational Risk in accordance with BSP Circular No. 538 (amounts in millions):

	Consolidated		Parent Company	
	2014	2013	2014	2013
Average Gross Income (Previous 3 Years)	<b>₱2,181</b>	₱2,006	<b>₱2,181</b>	₱2,006
Capital Charge (Average Gross Income times 18.75% <sup>(a)</sup> )	<b>409</b>	376	<b>409</b>	376
Risk Weighted Asset (Capital Charge times 10)	<b>₱4,087</b>	₱3,761	<b>₱4,087</b>	₱3,761

(a) Equivalent to adjusted capital charge of 15% of 125% to be consistent with required minimum Capital Adequacy Ratio of 10%

**6. Segment Information**

The Group's operating businesses are organized and managed separately according to the nature of services provided and the different markets served with each segment representing a strategic business unit. In June 2013, the Group effected in its quarterly reporting the change in its business segments which resulted from organizational changes introduced by the new management and shareholders to ensure focused delivery of products and services to potential and existing customers. The Group's business segments are as follows:

Prosperity Banking - principally handling individual customers' deposits, and providing overdrafts and fund transfer facilities (formerly under Consumer Banking);

Enterprise Banking - principally handling loans and other credit facilities and deposit and current accounts for corporate and institutional customers (formerly under Corporate Banking);

Treasury - principally providing money market, trading and treasury services, as well as the management of the Group's funding operations by use of treasury bills, government securities and placements and acceptances with other banks, through treasury and wholesale banking.

Convenience Banking - principally providing consumer type loans, i.e. Mortgage, Auto and Personal Loans (formerly under Consumer Banking); and

Trust Group - principally engaging in trust and other fiduciary business and performing investment management services and also functions as Trustee or Investment Manager.

Interest income is reported net as management primarily relies on net interest revenue as a performance measure, not the gross interest income and expense. Included under Treasury is the income support earned by the Group from the FAA.

No revenue from transactions with a single external customer or counterparty amounted to 10.00% or more of the Group's total revenue in 2014, 2013, and 2012.

For management purposes, business segment information provided to the Chief Operating Decision Maker (CODM) is based on the Regulatory Accounting Principles (RAP) submitted to BSP in compliance with the reportorial requirements under the Financial Reporting Package (FRP) for banks, which differ from PFRS. The CODM is the Group's BOD.

The following table presents income and profit and certain asset and liability information regarding the Group's operating segments as of and for the years ended December 31, 2014, 2013 and 2012:



Consolidated									
2014									
	Prosperity Banking Segment	Enterprise Banking Segment	Treasury Segment	Convenience Banking Segment	Trust Group	Unallocated	RAP-PFRS RAP Adjustments		Total
<b>Revenue</b>									
Total revenue	₱746,110	₱562,334	₱358,878	₱683,885	₱2,472	₱539,003	₱2,892,682	(₱558,277)	₱2,334,405
Other operating income	17,095	11,865	(1,051)	7,781	7,768	408,561	452,019	302,545	754,564
Total operating income	763,205	574,199	357,827	691,666	10,240	947,564	3,344,701	(255,732)	3,088,969
Compensation and fringe benefits	390,607	131,469	25,414	138,645	48,689	642,824	1,377,648	(11,699)	1,365,949
Taxes and licenses	149,402	72,125	77,077	31,759	692	53,587	384,642	(4,518)	380,124
Occupancy and other equipment-related costs	122,672	1,151	438	6,097	707	79,407	210,472	-	210,472
Depreciation and amortization	66,946	6,544	2,113	15,029	3,002	200,354	293,988	(95,943)	198,045
Provision for (reversal of) credit and impairment losses	-	1,521	-	6,222	-	(149,391)	(141,648)	(53,205)	(194,853)
Other operating expenses	241,311	48,336	36,945	170,422	10,364	291,785	799,163	(84,330)	714,833
<b>Net operating income (loss)</b>	<b>(₱207,733)</b>	<b>₱313,053</b>	<b>₱ 215,840</b>	<b>₱323,492</b>	<b>(₱53,214)</b>	<b>(₱171,002)</b>	<b>₱420,436</b>	<b>(₱6,037)</b>	<b>₱414,399</b>
<b>Segment results</b>									
Net interest income	₱696,922	₱354,779	₱212,005	₱602,881	₱2,472	₱384,333	₱2,253,392	(₱307,150)	₱1,946,242
Trading and securities gain - net	-	-	146,840	-	-	173,889	320,729	(259,030)	61,699
Rent income	-	-	-	75	-	313,349	313,424	-	313,424
Service charges, fees, and commissions	49,188	207,555	33	80,929	-	(19,219)	318,486	7,978	326,464
Foreign exchange gain (loss) - net	3,107	6,207	(3,590)	-	(4)	26,085	31,805	-	31,805
Profits from asset sold	-	-	-	154	-	48,148	48,302	(39,283)	9,019
Income from trust operations	5,905	2,831	2,539	-	7,772	8	19,055	-	19,055
Fair value gain from investment properties	-	-	-	-	-	-	-	380,407	380,407
Gains (loss) on assets exchange	-	-	-	104	-	-	104	(21,539)	(21,435)
Miscellaneous	8,083	2,827	-	7,523	-	20,971	39,404	(17,115)	22,289
Total operating income	763,205	574,199	357,827	691,666	10,240	947,564	3,344,701	(255,732)	3,088,969
Compensation and fringe benefits	390,607	131,469	25,414	138,645	48,689	642,824	1,377,648	(11,699)	1,365,949
Taxes and licenses	149,402	72,125	77,077	31,759	692	53,587	384,642	(4,518)	380,124
Occupancy and other equipment-related costs	122,672	1,151	438	6,097	707	79,407	210,472	-	210,472
Depreciation and amortization	66,946	6,544	2,113	15,029	3,002	200,354	293,988	(95,943)	198,045
Provision for (reversal of) credit and impairment losses	-	1,521	-	6,222	-	(149,391)	(141,648)	(53,205)	(194,853)
Other operating expenses	241,311	48,336	36,945	170,422	10,364	291,785	799,163	(84,330)	714,833
Total operating expense	970,938	261,146	141,987	368,174	63,454	1,118,566	2,924,265	(249,695)	2,674,570
<b>Segment profit (loss)</b>	<b>(207,733)</b>	<b>313,053</b>	<b>215,840</b>	<b>323,492</b>	<b>(53,214)</b>	<b>(171,002)</b>	<b>420,436</b>	<b>(6,037)</b>	<b>414,399</b>
Provision for income tax	19	3,027	137,904	12,921	-	58,651	212,522	90,365	302,887
Non-controlling interest in net income of subsidiaries	-	-	-	-	-	(418)	(418)	-	(418)
<b>Net income (loss)</b>	<b>(₱207,752)</b>	<b>₱310,026</b>	<b>₱77,936</b>	<b>₱310,571</b>	<b>(₱53,214)</b>	<b>(₱229,235)</b>	<b>₱208,332</b>	<b>(₱96,402)</b>	<b>₱111,930</b>
<b>Segment assets</b>									
Property and equipment	₱585,045	₱-	₱-	₱129,025	₱	₱1,415,492	₱2,129,562	(₱238,532)	₱1,891,030
Investment properties	-	-	-	213,978	-	3,825,139	4,039,117	700,097	4,739,214
Unallocated assets	10,278,710	23,992,485	22,108,821	6,424,372	75,573	4,439,845	67,319,806	(2,015,324)	65,304,482
<b>Total segment assets</b>	<b>₱10,863,755</b>	<b>₱23,992,485</b>	<b>₱22,108,821</b>	<b>₱6,767,375</b>	<b>₱75,573</b>	<b>₱9,680,476</b>	<b>73,488,485</b>	<b>(1,553,759)</b>	<b>71,934,726</b>
<b>Total segment liabilities</b>	<b>₱53,025,721</b>	<b>₱25,619</b>	<b>₱8,288,211</b>	<b>₱1,555,423</b>	<b>₱167,808</b>	<b>₱2,207,461</b>	<b>₱65,270,243</b>	<b>(₱556,956)</b>	<b>₱64,713,287</b>

Consolidated									
2013									
	Prosperity Banking Segment	Enterprise Banking Segment	Treasury Segment	Convenience Banking Segment	Trust Group	Unallocated	RAP-PFRS RAP Adjustments		Total
<b>Revenue</b>									
Total revenue	₱501,660	₱424,623	₱1,935,044	₱133,979	₱2,690	₱751,380	₱3,749,376	(₱275,549)	₱3,473,827
Other operating income	16,827	7,183	(2,312)	354	14,529	261,950	298,531	249,274	547,805
Total operating income	518,487	431,806	1,932,732	134,333	17,219	1,013,330	4,047,907	(26,275)	4,021,632
Compensation and fringe benefits	271,696	83,826	18,785	70,605	21,429	638,094	1,104,435	(24,256)	1,080,179
Taxes and licenses	124,760	54,409	201,270	217	1,595	86,564	468,815	(11,889)	456,926
Occupancy and other equipment-related costs	105,148	835	229	3,232	292	20,795	130,531	-	130,531
Depreciation and amortization	55,185	5,020	2,065	4,142	1,335	163,737	231,484	(98,245)	133,239
Provision for (reversal of) credit and impairment losses	-	-	-	54	-	-	54	(402,729)	(402,675)
Other operating expenses	136,904	35,626	54,419	41,690	11,165	252,610	532,414	61,088	593,502
<b>Net operating income (loss)</b>	<b>(₱175,206)</b>	<b>₱252,090</b>	<b>₱1,655,964</b>	<b>₱14,393</b>	<b>(₱18,597)</b>	<b>(₱148,470)</b>	<b>₱1,580,174</b>	<b>₱449,756</b>	<b>₱2,029,930</b>

(Forward)



Consolidated									
2013									
	Prosperity Banking Segment	Enterprise Banking Segment	Treasury Segment	Convenience Banking Segment	Trust Group	Unallocated	RAP	RAP-PFRS Adjustments	Total
<b>Segment results</b>									
Net interest income	₱448,221	₱277,866	₱385,336	₱125,484	₱2,690	₱748,939	₱1,988,536	(₱270,786)	₱1,717,750
Trading and securities gain - net	-	-	1,549,625	-	-	(4,262)	1,545,363	(4,763)	1,540,600
Rent income	-	-	-	-	-	256,294	256,294	-	256,294
Service charges, fees, and commissions	53,439	146,757	83	8,495	-	6,703	215,477	-	215,477
Foreign exchange gain (loss) - net	3,519	4,296	(2,341)	-	(12)	(23,229)	(17,767)	-	(17,767)
Profits from asset sold	72	-	-	-	-	32,393	32,465	(21,762)	10,703
Income from trust operations	5,502	2,438	-	-	14,541	-	22,481	-	22,481
Fair value gain from investment properties	-	-	-	-	-	-	-	248,914	248,914
Gains (loss) on assets exchange	-	-	-	-	-	-	-	23,385	23,385
Miscellaneous	7,734	449	29	354	-	(3,508)	5,058	(1,263)	3,795
<b>Total operating income</b>	<b>518,487</b>	<b>431,806</b>	<b>1,932,732</b>	<b>134,333</b>	<b>17,219</b>	<b>1,013,330</b>	<b>4,047,907</b>	<b>(26,275)</b>	<b>4,021,632</b>
Compensation and fringe benefits	271,696	83,826	18,785	70,605	21,429	638,094	1,104,435	(24,256)	1,080,179
Taxes and licenses	124,760	54,409	201,270	217	1,595	86,564	468,815	(11,889)	456,926
Occupancy and other equipment-related costs	105,148	835	229	3,232	292	20,795	130,531	-	130,531
Depreciation and amortization	55,185	5,020	2,065	4,142	1,335	163,737	231,484	(98,245)	133,239
Provision for (reversal of) credit and impairment losses	-	-	-	54	-	-	54	(402,729)	(402,675)
Other operating expenses	136,904	35,626	54,419	41,690	11,165	252,610	532,414	61,088	593,502
<b>Total operating expense</b>	<b>693,693</b>	<b>179,716</b>	<b>276,768</b>	<b>119,940</b>	<b>35,816</b>	<b>1,161,800</b>	<b>2,467,733</b>	<b>(476,031)</b>	<b>1,991,702</b>
<b>Segment profit (loss)</b>	<b>(175,206)</b>	<b>252,090</b>	<b>1,655,964</b>	<b>14,393</b>	<b>(18,597)</b>	<b>(148,470)</b>	<b>1,580,174</b>	<b>449,756</b>	<b>2,029,930</b>
Provision for income tax	-	5,969	85,322	-	-	226,743	318,034	79,012	397,046
Non-controlling interest in net income of subsidiaries	-	-	-	-	-	-	-	-	-
<b>Net income (loss)</b>	<b>(₱175,206)</b>	<b>₱246,121</b>	<b>₱1,570,642</b>	<b>₱14,393</b>	<b>(₱18,597)</b>	<b>(₱375,213)</b>	<b>₱1,262,140</b>	<b>₱370,744</b>	<b>₱1,632,884</b>
<b>Segment assets</b>									
Equity investment									
Property and equipment	₱288,629	₱-	₱-	₱-	₱-	₱1,788,557	₱2,077,186	(₱330,617)	₱1,746,569
Investment properties	-	-	-	-	-	3,126,568	3,126,568	697,651	3,824,219
Unallocated assets	7,796,020	19,041,379	19,309,388	2,007,431	80,126	11,563,951	59,798,295	(2,770,428)	57,027,867
<b>Total segment assets</b>	<b>₱8,084,649</b>	<b>₱19,041,379</b>	<b>₱19,309,388</b>	<b>₱2,007,431</b>	<b>₱80,126</b>	<b>₱16,479,076</b>	<b>₱65,002,049</b>	<b>(₱2,403,394)</b>	<b>₱62,598,655</b>
<b>Total segment liabilities</b>	<b>₱44,485,826</b>	<b>₱43,189</b>	<b>₱5,034,349</b>	<b>₱-</b>	<b>₱-</b>	<b>₱10,691,159</b>	<b>₱60,254,523</b>	<b>(₱1,729,483)</b>	<b>₱58,525,040</b>

Consolidated									
2012									
	Prosperity Banking Segment	Enterprise Banking Segment	Treasury Segment	Convenience Banking Segment	Trust Group	Unallocated	RAP	RAP-PFRS Adjustments	Total
<b>Revenue</b>									
Total revenue	₱363,702	₱255,329	₱704,025	₱1,039	₱4,480	₱1,057,767	₱2,386,342	₱26,332	₱2,412,674
Other operating income	15,993	10,234	12,653	-	11,289	458,391	508,560	(43,456)	465,104
<b>Total operating income</b>	<b>379,695</b>	<b>265,563</b>	<b>716,678</b>	<b>1,039</b>	<b>15,769</b>	<b>1,516,158</b>	<b>2,894,902</b>	<b>(17,124)</b>	<b>2,877,778</b>
Compensation and fringe benefits	228,831	44,111	17,644	11,746	12,480	422,654	737,466	(29,710)	707,756
Taxes and licenses	82,518	35,213	143,250	40	1,100	69,855	331,976	(8,343)	323,633
Occupancy and other equipment-related costs	102,296	2,648	1,475	407	1,071	(10,178)	97,719	(685)	97,034
Depreciation and amortization	38,901	3,155	1,241	1,198	447	88,108	133,050	(55,158)	77,892
Reversal of credit and impairment losses	-	-	-	-	-	-	-	(1,265)	(1,265)
Other operating expenses	151,285	12,392	41,023	4,047	6,432	210,605	425,784	(27,997)	397,787
<b>Net operating income (loss)</b>	<b>(₱224,136)</b>	<b>₱168,044</b>	<b>₱512,045</b>	<b>(₱16,399)</b>	<b>(₱5,761)</b>	<b>₱735,114</b>	<b>₱1,168,907</b>	<b>₱106,034</b>	<b>₱1,274,941</b>
<b>Segment results</b>									
Net interest income	₱322,756	₱153,628	₱232,523	₱775	₱4,480	₱770,992	₱1,485,154	₱19,852	₱1,505,006
Trading and securities gain - net	-	-	471,464	-	-	276,136	747,600	6,480	754,080
Rent income	-	-	-	-	-	303,852	303,852	(8,093)	295,759
Service charges, fees, and commissions	40,946	101,701	38	264	-	10,639	153,588	-	153,588
Foreign exchange gain (loss) - net	1,956	8,826	12,643	-	8	866	24,299	-	24,299
Profits from asset sold	-	-	-	-	-	154,186	154,186	(30,905)	123,281
Income from trust operations	3,606	499	-	-	11,281	-	15,386	-	15,386
Fair value loss from investment properties	-	-	-	-	-	-	-	(4,492)	(4,492)
Miscellaneous	10,431	909	10	-	-	(513)	10,837	34	10,871
<b>Total operating income</b>	<b>379,695</b>	<b>265,563</b>	<b>716,678</b>	<b>1,039</b>	<b>15,769</b>	<b>1,516,158</b>	<b>2,894,902</b>	<b>(17,124)</b>	<b>2,877,778</b>
Compensation and fringe benefits	228,831	44,111	17,644	11,746	12,480	422,654	737,466	(29,710)	707,756
Taxes and licenses	82,518	35,213	143,250	40	1,100	69,855	331,976	(8,343)	323,633
Occupancy and other equipment-related costs	102,296	2,648	1,475	407	1,071	(10,178)	97,719	(685)	97,034

(Forward)



	Consolidated								
	2012								
	Prosperity Banking Segment	Enterprise Banking Segment	Treasury Segment	Convenience Banking Segment	Trust Group	Unallocated	RAP	RAP-PFRS Adjustments	Total
Depreciation and amortization	₱38,901	₱3,155	₱1,241	₱1,198	₱447	₱88,108	₱133,050	(₱55,158)	₱77,892
Provision for (reversal of) credit and impairment losses	-	-	-	-	-	-	-	(1,265)	(1,265)
Other operating expenses	151,285	12,392	41,023	4,047	6,432	210,605	425,784	(27,997)	397,787
Total operating expense	603,831	97,519	204,633	17,438	21,530	781,044	1,725,995	(123,158)	1,602,837
Segment profit (loss)	(224,136)	168,044	512,045	(16,399)	(5,761)	735,114	1,168,907	106,034	1,274,941
Provision for income tax	-	2,371	84,801	-	1,065	203,179	291,416	(1,257)	290,159
Non-controlling interest in net income of subsidiaries	-	-	-	-	-	-	-	-	-
<b>Net income (loss)</b>	<b>(₱224,136)</b>	<b>₱165,673</b>	<b>₱427,244</b>	<b>(₱16,399)</b>	<b>(₱6,826)</b>	<b>₱531,935</b>	<b>₱877,491</b>	<b>₱107,291</b>	<b>₱984,782</b>
<b>Segment assets</b>									
Property and equipment	₱253,296	₱-	₱-	₱-	₱-	₱1,633,518	₱1,886,814	(₱548,985)	₱1,337,829
Unallocated assets	4,829,316	11,746,281	15,782,865	54,183	102,577	13,794,839	46,310,061	(1,816,723)	44,493,338
<b>Total segment assets</b>	<b>₱5,082,612</b>	<b>₱11,746,281</b>	<b>₱15,782,865</b>	<b>₱54,183</b>	<b>₱102,577</b>	<b>₱15,428,357</b>	<b>₱48,196,875</b>	<b>(₱2,365,708)</b>	<b>₱45,831,167</b>
<b>Total segment liabilities</b>	<b>₱30,293,350</b>	<b>₱32,945</b>	<b>₱2,376,645</b>	<b>₱-</b>	<b>₱-</b>	<b>₱9,718,024</b>	<b>₱42,421,164</b>	<b>(₱981,667)</b>	<b>₱41,439,497</b>

Net operating gain after tax reported to the CODM, which is based on RAP, amounted to ₱208.33 million, ₱1.26 billion, ₱877.49 million in 2014, 2013 and 2012 respectively. The difference based on RAP and PFRS primarily represents the accounting treatment for investment properties and related transactions.

## 7. Business Combinations

### Acquisition of Rural Bank of Nagcarlan, Inc. (RBNI)

On March 11, 2014, the Parent Company entered into a Memorandum of Agreement (MOA) and Share Purchase Agreement (SPA) with the shareholders of RBNI to acquire the latter's outstanding shares. RBNI was registered with the SEC on May 31, 1962, and was authorized by the BSP to engage in rural banking business on June 2, 1962.

On July 28, 2014, the BSP approved the Parent Company's request to acquire the outstanding shares of RBNI. On the same date, BSP granted branch licenses directly to the Parent Company as incentive for the acquisition.

On August 5, 2014, the Parent Company satisfactorily complied with the BSP's condition to infuse additional capital in RBNI by investing ₱300.00 million. This was recognized by RBNI as a liability as it is still applying for increase in authorized capital stock to be able to issue the corresponding shares.

Accordingly, on September 1, 2014, the Parent Company obtained control of RBNI through the purchase of 96.32% of the outstanding capital stock of RBNI for ₱48.30 million. The acquisition provides the Parent Company the opportunity to expand its branch network and increase its presence in the consumer and small-medium entities sector.

The Parent Company has elected to measure the non-controlling interest in the acquiree at their proportionate share of the acquiree's net identifiable assets.



The following table summarizes the provisional fair values of the assets acquired and liabilities assumed as of the acquisition date:

	Amount
<b>Assets</b>	
Cash and other cash items	₱358,785*
Loans and receivables	97,663
Property and equipment (Note 15)	11,139
Investment properties (Note 16)	198,170
Other assets	1,156
	666,913
<b>Liabilities</b>	
Deposit liabilities	463,028
Other liabilities	360,135*
	823,163
<b>Net liabilities assumed</b>	<b>(₱156,250)</b>

\*Includes the ₱300.00 million capital infusion of the Parent Company.

As of September 1, 2014, the gross contractual amounts of and estimated contractual amounts not expected to be collected from the acquired receivables amounted to ₱384.66 million and ₱282.53 million, respectively. The estimated amounts not expected to be collected are considered in the determination of the fair value of the receivables.

The fair values as of September 1, 2014 are provisional as the Parent Company is still finalizing the values of loans and receivables and investment properties.

In addition to the above identifiable assets and liabilities, the Parent Company recognized the fair value of branch licenses acquired as a result of the business combination amounting to ₱262.90 million and the related deferred tax liability of ₱78.87 million.

Goodwill from acquisition is computed as follows:

Consideration transferred	₱48,297
Add: Fair value of net liabilities assumed	156,250
Less:	
Proportionate interest of non-controlling interest	(5,750)
Branch licenses granted, net of deferred tax liability	(184,030)
	₱14,767

The goodwill arising from the acquisition can be attributed mainly to expected synergies and increase in geographical presence and customer base.

From the date of acquisition to December 31, 2014, the total operating income and net loss of RBNI consolidated to the Group amounted to ₱1.75 million and ₱11.16 million, respectively.

Had the acquisition occurred at the beginning of the year, the Group's total operating income would have increased by ₱62.94 million while income before tax would have increased by ₱32.40 million for the year ended December 31, 2014.



Cash flows on acquisition follows:

Consideration transferred	₱48,297
Capital infusion	300,000
Net cash acquired with the subsidiary*	(358,785)
<b>Net cash inflow</b>	<b>(₱10,488)</b>

\*Includes Cash and other cash items, Due from BSP and Due from other banks.

Acquisition of Banco Dipolog, Inc. (BDI)

On April 25, 2014, the Parent Company entered into a MOA with the shareholders of BDI to acquire at least 90% of the outstanding ordinary shares of the latter. BDI was registered with SEC on October 8, 1957, and is primarily engaged in rural banking business.

The BSP approved the Parent Company's request to acquire the outstanding shares of BDI on September 9, 2014.

On September 18, 2014, the Parent Company entered into a SPA with the shareholders of BDI and obtained control of the latter. However, for convenience, the Parent Company designated October 1, 2014 as the acquisition date. The acquisition allowed the Parent Company to hold 99.80% equity interest in BDI.

The acquisition provides the Parent Company the opportunity to expand its branch network and increase its presence in the consumer and small-medium entities sector.

The Parent Company has elected to measure the non-controlling interest in the acquiree at their proportionate share of the acquiree's net identifiable assets.

The following table summarizes the provisional fair values of the assets acquired and liabilities assumed as of the acquisition date:

	Amount
<b>Assets</b>	
Cash and other cash items	₱440,457
Loans and receivables	909,268
Property and equipment (Note 15)	120,792
Investment properties (Note 16)	16,415
Software cost	5,925
Other assets	7,293
	<b>1,500,150</b>
<b>Liabilities</b>	
Deposit liabilities, bills and notes payable	1,135,080
Other liabilities	17,606
	<b>1,152,686</b>
<b>Net assets acquired</b>	<b>₱347,464</b>

As of October 1, 2014, the gross contractual amounts of and estimated contractual amounts not expected to be collected from the acquired receivables amounted to ₱1.00 billion and ₱103.60 million, respectively. The estimated amounts not expected to be collected are considered in the determination of the fair value of the receivables.



The fair values as of October 1, 2014 are provisional as the Parent Company is still finalizing the values of loans and receivables, property and equipment, and investment properties.

Goodwill from acquisition is computed as follows:

Consideration transferred	₱494,544
Add: Proportionate interest of non-controlling interest	700
Less: Fair value of net assets acquired	(347,464)
	<u>₱147,780</u>

The goodwill arising from the acquisition can be attributed mainly to expected synergies and increase in geographical presence and customer base.

From the date of acquisition to December 31, 2014, the total operating income and net income of BDI consolidated to the Group amounted to ₱62.08 million and ₱2.23 million, respectively.

Had the acquisition occurred at the beginning of the year, the Group's total operating income would have increased by ₱148.64 million while income before tax would have decreased by ₱12.02 million for the year ended December 31, 2014.

Cash flows on acquisition follows:

Consideration transferred	₱494,544
Net cash acquired with the subsidiary*	(440,457)
Net cash outflow	<u>₱54,087</u>

\*Includes Cash and other cash items, Due from BSP and Due from other banks.

Prior to the acquisition of the Parent Company, BDI was in the process of consolidating with another rural bank in Zamboanga, the Rural Bank of Kabasalan Inc. (RBKI). RBKI is 99.99%-owned by the Saguin family members, who are also the majority owners of BDI. The stockholders of RBKI approved the merger between RBKI and BDI on September 9, 2014, after the latter signed the MOA with the Parent Company. Further, the RBKI stockholders confirmed in writing that they had given up their interests in RBKI in favor of the Parent Company and that the payment they received from PBCOM covers both the payment for shares in BDI and RBKI. Thus, the final purchase price of ₱498.99 million is allocated between BDI and RBKI based on the fair values of their net assets. Since the acquisition of RBKI is still subject to regulatory approvals, the consideration paid pertaining to RBKI will be treated as deposit for future acquisition, presented under 'Miscellaneous assets'.



## 8. Investments in Subsidiaries and an Associate

This account consists of investments in:

	% of Ownership	Consolidated		Parent Company	
		2014	2013	2014	2013
<b>Subsidiaries:</b>					
RBNI	96.32	₱–	₱–	₱348,297	₱–
BDI	99.80	–	–	494,544	–
PISAI	100.00	–	–	10,000	–
		–	–	852,841	–
<b>Associate - PBCom Finance</b>					
Acquisition cost	40	2,000	2,000	2,000	2,000
Accumulated equity in net income (losses)					
Balance at January 1		9,284	8,022	–	–
Share in net income*		361	1,262	–	–
Balance at December 31		9,645	9,284	–	–
		11,645	11,284	2,000	2,000
		₱11,645	₱11,284	₱854,841	₱2,000

\*Included under Miscellaneous income

As discussed in Note 7, the Parent Company acquired 96.32% and 99.80% of the outstanding shares of RBNI and BDI on September 1, 2014 and October 1, 2014, respectively.

### RBNI

The investment cost amounting to ₱348.30 million includes the consideration for the acquisition amounting to ₱48.30 million and the capital infusion made by the Parent Company amounting to ₱300.00 million as required by the BSP.

### BDI

The investment cost amounting to ₱494.54 million represents the consideration for the acquisition.

### PISAI

As discussed in Note 1, the SEC approved the incorporation of PISAI on May 9, 2014. The investment cost of ₱10.00 million represents the initial equity investment as approved by the BSP on May 2, 2014.

## 9. Interbank Loans Receivable and Securities Purchased Under Resale Agreements

Interbank loans receivable of the Group and the Parent Company is comprised of Peso-denominated and USD-denominated loans amounting to ₱200.00 million and ₱632.60 million (\$14.15 million), respectively, as of December 31, 2014. As of December 31, 2013, interbank loans receivable is comprised of USD-denominated loans amounting to ₱202.55 million (\$4.56 million).

As of December 31, 2014 and 2013, there is no outstanding SPURA.



Interest income on interbank loans receivable and SPURA follows:

	2014	2013	2012
SPURA	₱15,486	₱9,378	₱43,449
Interbank loans receivable	6,229	698	575
	<b>₱21,715</b>	<b>₱10,076</b>	<b>₱44,024</b>

Interbank loans receivable bears nominal annual interest rates ranging from 2.09% to 4.00% in 2014, from 0.50% to 1.15% in 2013, and from 0.10% to 0.40% in 2012, while SPURA bears nominal annual interest rates ranging from 3.50% to 4.00% in 2014, from 3.50% in 2013, and from 3.50% to 4.41% in 2012.

The Parent Company is not permitted to sell or repledge the related collateral on SPURA in the absence of default by the counterparty.

---

#### 10. Financial Assets at Fair Value Through Profit or Loss

Financial assets at FVTPL of the Group and the Parent Company consist of:

	2014	2013
Government securities	₱307,644	₱104,909
Private bonds	376,575	-
	<b>₱684,219</b>	<b>₱104,909</b>

As of December 31, 2014 and 2013, financial assets at FVTPL include net unrealized losses amounting to ₱6.82 million and ₱10.46 million, respectively. Net fair value gain or loss on financial assets at FVTPL is included in 'Trading and securities gain - net' in the statements of income (see Note 28).

---

#### 11. Equity Securities at Fair Value through Other Comprehensive Income

As of December 31, 2014, the Group's and the Parent Company's equity securities measured at FVTOCI consists of the following:

Quoted equity securities	₱31,668
Unquoted equity securities	11,307
	<b>₱42,975</b>

The Parent Company has designated the above equity investments as at FVTOCI because they are held for long-term strategic purpose rather than for trading.

For 2014, no dividends were recognized on these equity investments and no cumulative gain or loss was transferred within equity.



The movements in net unrealized gain on equity securities recognized in OCI follow:

Balance at January 1, 2014, as previously reported	P-
Effect of initial application of PFRS 9 (Note 2)	24,157
Balance at January 1, 2014, as restated	24,157
Unrealized gains for the year	197
Balance at December 31, 2014	P24,354

## 12. Available-for-Sale Investments

As of December 31, 2013, the Parent Company's AFS investments consist of the following:

Quoted:	
Government securities (Notes 21 and 27)	P20,047,305
Equity securities	31,470
	20,078,775
Unquoted:	
Equity securities at cost	18,477
Less allowance for impairment losses (Note 19)	7,170
	11,307
	P20,090,082

As of December 31, 2013, government securities with face amount and fair value of P7.70 billion and P7.90 billion, respectively, are pledged as collateral to PDIC to secure the P7.64 billion loans under the FAA (see Note 1). On March 26, 2014, the Parent Company exited the 10-year FAA with the settlement of the PDIC loan which matured on that date.

As of December 31, 2013, net unrealized loss on AFS investments amounted to P1.22 billion, with movements as follows:

Balance at January 1	P672,789
Changes in fair value of AFS investments	(371,619)
Securities gains from sale of AFS investments taken to profit or loss (Note 28)	(1,520,583)
Balance at December 31	(1,219,413)

## 13. Investment Securities at Amortized Cost

As of December 31, 2014, the Group's and the Parent Company's investment securities at amortized cost consist of the following:

	<b>Consolidated Parent Company</b>	
Government securities	P12,096,616	P12,096,616
Private bonds	1,174,248	1,159,694
	P13,270,864	P13,256,310



As of December 31, 2014, investment securities at amortized cost is comprised of the Group's and the Parent Company's Peso-denominated securities amounting to ₱10.21 billion and ₱10.20 billion, respectively, and the Parent Company's USD-denominated securities amounting to ₱3.06 billion (\$68.36 million).

In July and October 2014, the Parent Company disposed Peso-denominated government securities with aggregate face amount of ₱500.00 million from a hold-to-collect portfolio, which resulted in a loss of ₱0.26 million. The purpose for the disposals is to fund the lending requirements of the Parent Company. As the resulting loss is not material to the financial statements, it is not presented as a separate line item in the statement of income.

#### 14. Loans and Receivables

This account consists of:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Receivables from customers:				
Corporate loans	₱22,489,018	₱17,477,437	₱22,489,018	₱17,477,437
Consumer loans	6,811,089	2,143,850	5,551,894	2,143,850
	29,300,107	19,621,287	28,040,912	19,621,287
Unearned discounts and capitalized interest	(83,571)	(23,554)	(29,177)	(23,554)
	29,216,536	19,597,733	28,011,735	19,597,733
Unquoted debt securities	4,638,689	5,696,615	4,638,689	5,696,615
Accrued interest receivable	678,804	952,623	662,017	952,623
Accounts receivable	645,838	563,591	638,828	563,591
Sales contracts receivable	218,296	109,029	204,150	109,029
	35,398,163	26,919,591	34,155,419	26,919,591
Less allowance for credit losses (Note 19)	(1,852,397)	(1,922,167)	(1,848,709)	(1,922,167)
	₱33,545,766	₱24,997,424	₱32,306,710	₱24,997,424

#### BSP Reporting

Information on the concentration of credit as to industry before taking into account the allowance for credit losses follows:

	Consolidated				Parent Company			
	2014		2013		2014		2013	
	Amount	%	Amount	%	Amount	%	Amount	%
Wholesale and retail trade	₱8,437,598	28.88	₱6,345,555	32.38	₱8,432,493	30.10	₱6,345,555	32.38
Manufacturing	5,265,524	18.02	4,022,305	20.52	5,265,524	18.80	4,022,305	20.52
Private households with employed persons	4,134,881	14.15	1,627,331	8.31	4,134,881	14.77	1,627,331	8.31
Real estate, renting and business activities	3,669,557	12.56	2,097,601	10.70	3,668,706	13.10	2,097,601	10.70
Transport, storage and communication	1,870,467	6.40	1,334,560	6.81	1,870,467	6.68	1,334,560	6.81
Construction	1,686,784	5.77	985,457	5.03	1,686,784	6.02	985,457	5.03
Financial intermediaries	1,588,630	5.44	1,645,643	8.40	1,588,630	5.67	1,645,643	8.40
Mining and quarrying	591,356	2.02	447,580	2.28	373,932	1.33	447,580	2.28
Agriculture, hunting and forestry	373,932	1.29	481,643	2.46	362,443	1.29	481,643	2.46
Others	1,597,807	5.47	610,058	3.11	627,875	2.24	610,058	3.11
	₱29,216,536	100.00	₱19,597,733	100.00	₱28,011,735	100.00	₱19,597,733	100.00



The information (gross of unearned discounts and capitalized interest) relating to receivable from customers as to secured and unsecured and as to collateral follows:

	Consolidated				Parent Company			
	2014		2013		2014		2013	
	Amount	%	Amount	%	Amount	%	Amount	%
Loans secured by:								
Real estate	<b>₱2,824,224</b>	<b>9.64</b>	₱1,220,218	6.22	<b>₱2,680,761</b>	<b>9.56</b>	₱1,220,218	6.22
Chattel	<b>1,388,756</b>	<b>4.74</b>	784,156	4.00	<b>1,388,756</b>	<b>4.95</b>	784,156	4.00
Deposit hold-out	<b>670,542</b>	<b>2.29</b>	942,980	4.80	<b>670,542</b>	<b>2.39</b>	942,980	4.80
Securities and others	<b>265,962</b>	<b>0.91</b>	47,265	0.24	<b>264,927</b>	<b>0.95</b>	47,265	0.24
Secured	<b>5,149,484</b>	<b>17.58</b>	2,994,619	15.26	<b>5,004,986</b>	<b>17.85</b>	2,994,619	15.26
Unsecured loans	<b>24,150,623</b>	<b>82.42</b>	16,626,668	84.74	<b>23,035,926</b>	<b>82.15</b>	16,626,668	84.74
	<b>₱29,300,107</b>	<b>100.00</b>	₱19,621,287	100.00	<b>₱28,040,912</b>	<b>100.00</b>	₱19,621,287	100.00

Non-performing Loans (NPLs) classified as secured and unsecured as reported to the BSP follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Secured	<b>₱190,224</b>	₱116,277	<b>₱108,409</b>	₱116,277
Unsecured	<b>1,759,013</b>	1,124,707	<b>1,478,343</b>	1,124,707
	<b>₱1,949,237</b>	₱1,240,984	<b>₱1,586,752</b>	₱1,240,984

Generally, NPLs refer to loans whose principal and/or interest is unpaid for thirty (30) days or more after due date or after they have become past due in accordance with existing BSP rules and regulations. This shall apply to loans payable in lump sum and loans payable in quarterly, semi-annual, or annual installments, in which case, the total outstanding balance thereof shall be considered nonperforming.

In the case of loans that are payable in monthly installments, the total outstanding balance thereof shall be considered nonperforming when three (3) or more installments are in arrears.

In the case of loans that are payable in daily, weekly, or semi-monthly installments, the total outstanding balance thereof shall be considered nonperforming at the same time that they become past due in accordance with existing BSP regulations, i.e., the entire outstanding balance of the receivable shall be considered as past due when the total amount of arrearages reaches ten percent (10.00%) of the total loan balance.

Loans are classified as nonperforming in accordance with BSP regulations, or when, in the opinion of management, collection of interest or principal is doubtful. Loans are not reclassified as performing until interest and principal payments are brought current or the loans are restructured in accordance with existing BSP regulations, and future payments appear assured.

Loans which do not meet the requirements to be treated as performing loans shall also be considered as NPLs. Effective January 1, 2013, the exclusion of NPLs classified as loss but are fully covered by allowance was removed by the BSP through Circular No. 772. Previous banking regulations allow banks that have no unbooked valuation reserves and capital adjustments to exclude from nonperforming classification those loans classified as Loss in the latest examination of the BSP which are fully covered by allowance for credit losses, provided that interest on said receivables shall not be accrued.

As of December 31, 2014 and 2013, based on the revised definition of NPLs under Circular No. 772, NPLs of ₱414.91 million for 2014 and ₱117.90 million for 2013 which the Group reported to the BSP are net of specific allowance amounting to ₱1.53 billion and ₱1.12 billion, respectively. Gross and net NPL ratios of the Group are 6.57% and 1.40%, respectively, for 2014 and 6.36% and 0.60%, respectively, for 2013.



Unquoted Debt Securities

As of December 31, 2014 and 2013, unquoted debt securities of the Parent Company consist of the following:

	2014	2013
Investments in:		
Fixed-Rate Corporate Notes	<b>₱3,082,597</b>	₱3,297,000
Metro Rail Transit (MRT) bonds	<b>1,556,092</b>	2,399,615
	<b>₱4,638,689</b>	₱5,696,615

In 2012, the Parent Company changed its estimate of the timing of collection of its investment in MRT bonds based on the expected settlement dates. The change in estimate resulted in acceleration of the accretion of discount on and increased the carrying value of the MRT bonds. The effect of the change in estimate amounting to \$4.99 million (₱204.84 million) was credited to income in accordance with PAS 39. Under PAS 39, if an entity revises its estimates of receipts, the entity shall adjust the carrying amount of the financial asset to reflect actual and revised estimated cash flows. The entity is required to recalculate the carrying amount by computing the present value of the revised estimated future cash flows at the original effective interest rate. The adjustment is recognized in profit or loss.

As of December 31, 2014 and 2013, unquoted debt instruments include corporate notes with par value of ₱3.08 billion and ₱3.30 billion, respectively, which contain embedded prepayment options that allow the issuers to redeem these notes prior to the notes' respective maturities. The notes have original maturities ranging from 7 to 10 years. The Parent Company assessed that these options are clearly and closely related to the host note instruments, since their redemption price approximate the notes' amortized cost on redemption dates. Accordingly, these prepayment options were not accounted for separately from the host note instruments.

Accounts Receivable

Included in Accounts receivable is the tax withheld by the Bureau of Treasury (BTr) from the face value of the PEACe bonds upon their maturity. The receivable from BTr constitutes 44.43% and 50.36% of the total carrying amount of the Parent Company's accounts receivable as of December 31, 2014 and 2013, respectively. The Parent Company's investments in PEACe bonds with a total face value of ₱3.00 billion matured on October 18, 2011.

The allowance for credit losses provided for the investments in PEACe bonds as of December 31, 2014 and 2013 is ₱53.39 million.

Upon investing until the PEACe bonds matured, the Parent Company treated these PEACe bonds as tax-exempt investments in accordance with Bureau of Internal Revenue (BIR) Ruling 020-2001, which the BIR has issued in 2001 to address the taxation of interest income from such bonds. Under BIR Ruling 020-2001, PEACe bonds were not considered to be a "public" borrowing having been issued to less than 20 investors, thus the bonds are not considered as "deposit substitutes" by virtue of Section 22Y of the 1997 Tax Code. Accordingly, interest income realized from the issuance of PEACe bonds was not subjected to the 20.00% final withholding tax (FWT).

However, on October 7, 2011, the BIR issued Ruling No. 370-2011 citing that the PEACe bonds are in the nature of deposit substitutes, thus the interest income on such bonds is subject to the 20.00% FWT. The decision under BIR Ruling No. 370-2011 was based on Rulings Delegated Authority-491-04 and Ruling No. 008-05 which the BIR issued on September 13, 2004 and July 28, 2005, respectively.



Due to BIR Ruling No. 370-2011, which imposes the withholding of the 20.00% FWT, the Parent Company and seven other investor banks filed a case against the Government, the BIR, the BIR Commissioner, the Department of Finance (DoF), the Secretary of Finance, the BTr and the National Treasurer (collectively the 'Respondents') with the following prayers:

- a. Annul BIR Ruling 370-2011 and related BIR rulings of the same tenor and import, for being unconstitutional; and
- b. Prohibit the Respondents from imposing the 20.00% FWT or collecting it from the investor banks and/or the Respondents, particularly the BTr, to pay the full amount of the PEACe bonds in full upon maturity.

On October 18, 2011, the Supreme Court (SC) issued a temporary restraining order (TRO) in favor of the investor banks which ordered the following:

- a. The Government to remit the full payment for the PEACe bonds to the banks; and
- b. The banks to deposit in an escrow account an amount equivalent to the 20.00% FWT.

However, the BTr did not observe the TRO claiming that it was received only a day after withholding of the FWT was made. On November 8, 2011, the investor banks filed a Manifestation with Urgent Ex Parte Motion to the SC to direct the Government to comply with the TRO.

On November 2, 2011, the BIR filed its comments on the petition filed by the investor banks to the SC. On December 1, 2011, the investor banks filed its replies in response to the BIR comments. The banks filed a Manifestation with Urgent Reiterative Motion to Direct Respondents to comply with the TRO dated November 27, 2012 to which the Public Respondents filed their Comment dated April 11, 2013. On June 5, 2013, the banks filed a Motion for Leave to File and Admit Attached Reply.

As discussed in more detail in Note 2, the Parent Company considers several factors in determining whether a financial asset is impaired, including the present value of the expected future cash flows discounted at the asset's original effective rate. As of December 31, 2014 and 2013, the Parent Company, in consultation with its legal counsel has determined that the unpaid portion of the PEACe bonds is collectible.

On January 13, 2015, the SC has ordered the BTr to return to the holders of the PEACe bonds the 20.00% percent final withholding tax. However, the government may file a motion for reconsideration on the decision made by the SC.

The SC states the PEACe bonds are not deposit substitutes subject to the 20.00% final tax, therefore, the Bureau of Treasury (BTr) should immediately return to the investors the 20.00% final tax it withheld and deducted from the redemption value of the bond when it matured in 2011.

The SC anchored its decision on the fact that, upon origination, the bond was issued to only one buyer/lender, the CODE-NGO, and not to 20 or more lenders (the 20-lender rule) which is a requirement for a debt instrument to become a public borrowing making the instrument a deposit substitute subject to the 20.00 final tax.



Interest Income

Interest income on loans and receivables consists of interest income on:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Receivables from customers:						
Corporate	<b>₱1,010,251</b>	₱725,063	₱586,141	<b>₱1,010,251</b>	₱725,063	₱586,141
Consumer	<b>638,229</b>	136,136	4,930	<b>589,758</b>	136,136	4,930
Unquoted debt securities	<b>425,819</b>	403,144	498,716	<b>425,819</b>	403,144	498,716
Others	<b>10,578</b>	11,186	10,962	<b>10,578</b>	11,186	10,962
	<b>₱2,084,877</b>	₱1,275,529	₱1,100,749	<b>₱2,036,406</b>	₱1,275,529	₱1,100,749

Of the total receivables from customers of the Group as of December 31, 2014, 2013 and 2012, 54.63%, 79.07% and 85.68%, respectively, are subject to periodic interest repricing. The remaining peso-denominated receivables from customers earn annual fixed interest rates ranging from 1.63% to 35.90% in 2014, from 1.38% to 34.90% in 2013, and from 4.00% to 15.00% in 2012, while foreign currency-denominated receivables from customers earn annual fixed interest rates ranging from 4.25% to 9.82% in 2014, from 3.70% to 9.82% in 2013, and from 4.00% to 9.25% in 2012.

Unquoted debt securities have effective interest rates ranging from 5.50% to 11.90% in 2014, from 5.25% to 11.90% in 2013, and from 3.75% to 11.90% in 2012. Sales contracts receivable bears interest rates ranging from 5.55% to 14.50% in 2014, from 5.55% to 24.00% in 2013, and from 7.00% to 24.00% in 2012.

## 15. Property and Equipment

The composition of and movements in property and equipment of the Group carried at cost follow:

	Consolidated					Total
	2014					
	Condominium Properties (Note 16)	Buildings and Improvements	Furniture, Fixtures and Equipment	Leasehold Improvements	Construction in Progress	
<b>Cost</b>						
Balance at January 1	<b>₱873,008</b>	₱319,721	₱779,937	₱41,690	₱161,494	₱2,175,850
Additions arising from business combinations (Note 7)	–	46,067	24,666	13,466	–	84,199
Additions	<b>2,553</b>	60	172,801	3,006	334,103	512,523
Disposals	–	(175)	(42,877)	–	–	(43,052)
Transfers	<b>(330,610)</b>	83,295	72,883	166,284	(353,713)	(361,861)
Amortization	–	–	–	(21,315)	–	(21,315)
Balance at December 31	<b>544,951</b>	448,968	1,007,410	203,131	141,884	2,346,344
<b>Accumulated depreciation</b>						
Balance at January 1	128,076	243,655	474,579	–	–	846,310
Depreciation	<b>23,585</b>	10,300	108,790	–	–	142,675
Disposals	–	(210)	(21,637)	–	–	(21,847)
Transfers	<b>(22,785)</b>	–	–	–	–	(22,785)
Balance at December 31	<b>128,876</b>	253,745	561,732	–	–	944,353
<b>Net book value</b>	<b>₱416,075</b>	₱195,223	₱445,678	₱203,131	₱141,884	₱1,401,991



Consolidated						
2013						
	Condominium Properties (Note 16)	Buildings and Improvements	Furniture, Fixtures and Equipment	Leasehold Improvements	Construction in Progress	Total
<b>Cost</b>						
Balance at January 1	₱773,469	₱303,389	₱657,976	₱29,152	₱-	₱1,763,986
Additions	11,687	16,332	191,855	27,971	161,494	409,339
Disposals	-	-	(69,894)	-	-	(69,894)
Transfers	87,852	-	-	-	-	87,852
Amortization	-	-	-	(15,433)	-	(15,433)
Balance at December 31	873,008	319,721	779,937	41,690	161,494	2,175,850
<b>Accumulated depreciation</b>						
Balance at January 1	106,651	234,333	460,145	-	-	801,129
Depreciation	21,425	9,322	66,513	-	-	97,260
Disposals	-	-	(52,079)	-	-	(52,079)
Balance at December 31	128,076	243,655	474,579	-	-	846,310
<b>Accumulated impairment</b> (Note 19)						
Balance at January 1	-	-	2,695	-	-	2,695
Reversals	-	-	(2,695)	-	-	(2,695)
Balance at December 31	-	-	-	-	-	-
<b>Net book value</b>	<b>₱744,932</b>	<b>₱76,066</b>	<b>₱305,358</b>	<b>₱41,690</b>	<b>₱161,494</b>	<b>₱1,329,540</b>

Parent Company						
2014						
	Condominium Properties (Note 16)	Buildings and Improvements	Furniture, Fixtures and Equipment	Leasehold Improvements	Construction in Progress	Total
<b>Cost</b>						
Balance at January 1	₱873,008	₱319,721	₱779,937	₱41,690	₱161,494	₱2,175,850
Additions	2,553	60	170,006	3,006	334,104	509,729
Disposals	-	(174)	(38,466)	-	-	(38,640)
Transfers	(330,610)	83,295	72,884	166,284	(353,715)	(361,862)
Amortization	-	-	-	(20,506)	-	(20,506)
Balance at December 31	544,951	402,902	984,361	190,474	141,883	2,264,571
<b>Accumulated depreciation</b>						
Balance at January 1	128,076	243,655	474,579	-	-	846,310
Depreciation	23,585	9,238	106,018	-	-	138,841
Disposals	-	(210)	(18,283)	-	-	(18,493)
Transfers	(22,785)	-	-	-	-	(22,785)
Balance at December 31	128,876	252,683	562,314	-	-	943,873
<b>Net book value</b>	<b>₱416,075</b>	<b>₱150,219</b>	<b>₱422,047</b>	<b>₱190,474</b>	<b>₱141,883</b>	<b>₱1,320,698</b>

Parent Company						
2013						
	Condominium Properties (Note 16)	Buildings and Improvements	Furniture, Fixtures and Equipment	Leasehold Improvements	Construction in Progress	Total
<b>Cost</b>						
Balance at January 1	₱773,469	₱303,389	₱657,976	₱29,152	₱-	₱1,763,986
Additions	11,687	16,332	191,855	27,971	161,494	409,339
Disposals	-	-	(69,894)	-	-	(69,894)
Transfers	87,852	-	-	-	-	87,852
Amortization	-	-	-	(15,433)	-	(15,433)
Balance at December 31	873,008	319,721	779,937	41,690	161,494	2,175,850
<b>Accumulated depreciation</b>						
Balance at January 1	106,651	234,333	460,145	-	-	801,129
Depreciation	21,425	9,322	66,513	-	-	97,260
Disposals	-	-	(52,079)	-	-	(52,079)
Balance at December 31	128,076	243,655	474,579	-	-	846,310
<b>Accumulated impairment</b> (Note 19)						
Balance at January 1	-	-	2,695	-	-	2,695
Reversals	-	-	(2,695)	-	-	(2,695)
Balance at December 31	-	-	-	-	-	-
<b>Net book value</b>	<b>₱744,932</b>	<b>₱76,066</b>	<b>₱305,358</b>	<b>₱41,690</b>	<b>₱161,494</b>	<b>₱1,329,540</b>



In September 2014, management decided to lease out the entire 15th and 18th floors of PBCom Tower, which were previously used as bank premises. Upon transfer, the fair value of the property amounting to ₱369.37 million was recognized in 'Investment property' (see Note 16). The difference of ₱30.29 million between the fair value (₱369.37 million) and the net carrying amount of the property (₱339.08 million) was recognized as a revaluation increment, net of tax.

The condominium properties and buildings have fair values of ₱846.93 million and ₱206.25 million, respectively, as of December 31, 2014, and ₱992.63 million and ₱223.84 million, respectively, as of December 31, 2013.

Details of land carried at appraised value are as follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
<b>Cost</b>				
Balance at January 1	<b>₱117,678</b>	₱117,678	<b>₱117,678</b>	₱117,678
Additions arising from business combinations (Note 7)	<b>47,732</b>	–	–	–
Balance at December 31	<b>165,410</b>	117,678	<b>117,678</b>	117,678
<b>Appraisal increment</b>				
Balance at January 1	<b>299,351</b>	266,984	<b>299,351</b>	266,984
Additions	<b>33,978</b>	52,164	<b>33,978</b>	52,164
Reversals	<b>(9,700)</b>	(19,797)	<b>(9,700)</b>	(19,797)
Balance at December 31	<b>323,629</b>	299,351	<b>323,629</b>	299,351
	<b>₱489,039</b>	₱417,029	<b>₱441,307</b>	₱417,029

Depreciation and Amortization

Details of this account are as follows:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Property and equipment	<b>₱163,990</b>	₱112,693	₱70,924	<b>₱159,347</b>	₱112,693	₱70,924
Software costs (Note 17)	<b>31,621</b>	20,546	6,968	<b>31,146</b>	20,546	6,968
Chattel mortgage	<b>2,434</b>	–	–	<b>2,434</b>	–	–
	<b>₱198,045</b>	₱133,239	₱77,892	<b>₱192,927</b>	₱133,239	₱77,892



## 16. Investment Properties

The composition of and movements in this account follow:

	Consolidated			
	2014			
	Foreclosed Properties			
	Land	Building and Improvements	Total	Condominium Units for Lease
Balance at January 1	P366,226	P116,328	P482,554	P3,341,665
Additions arising from business combinations (Note 7)	193,580	21,005	214,585	-
Additions	5,647	110,235	115,882	1,133
Disposals	(157,244)	(9,134)	(166,378)	-
Transfers (Note 15)	-	-	-	369,366
Net gain from fair value adjustments	44,362	89,031	133,393	247,014
Balance at December 31	P452,571	P327,465	P780,036	P3,959,178

	Consolidated			
	2013			
	Foreclosed Properties			
	Land	Building and Improvements	Total	Condominium Units for Lease
Balance at January 1	P277,268	P98,545	P375,813	P3,220,308
Additions	94,480	3,754	98,234	20,479
Disposals	(37,352)	(14,325)	(51,677)	-
Transfers (Note 15)	-	-	-	(87,852)
Net gain from fair value adjustments	31,830	28,354	60,184	188,730
Balance at December 31	P366,226	P116,328	P482,554	P3,341,665

	Parent Company			
	2014			
	Foreclosed Properties			
	Land	Building and Improvements	Total	Condominium Units for Lease
Balance at January 1	P366,226	P116,328	P482,554	P3,341,665
Additions	5,647	110,235	115,882	1,133
Disposals	(157,050)	(8,721)	(165,771)	-
Transfers (Note 15)	-	-	-	369,366
Net gain from fair value adjustments	44,362	89,031	133,393	247,014
Balance at December 31	P259,185	P306,873	P566,058	P3,959,178



	Parent Company			
	2013			
	Foreclosed Properties			
	Land	Building and Improvements	Total	Condominium Units for Lease
Balance at January 1	₱277,268	₱98,545	₱375,813	₱3,220,308
Additions	94,480	3,754	98,234	20,479
Disposals	(37,352)	(14,325)	(51,677)	–
Transfers (Note 15)	–	–	–	(87,852)
Net gain from fair value adjustments	31,830	28,354	60,184	188,730
Balance at December 31	₱366,226	₱116,328	₱482,554	₱3,341,665

Condominium units for lease represents the contributed cost of developing the Parent Company's Ayala Avenue property, originally consisting of land and fully depreciated building, into a 52-storey building named PBCom Tower under a joint development agreement with Filinvest Asia Corporation (Filinvest Asia).

The agreement provided for equal sharing of the cost of the project and, correspondingly, of the net usable area of the building, which was converted into a condominium property. Under the agreement, the Parent Company's share in such cost included its land along Ayala Avenue, which was given an appraised value of ₱900.00 million in 1995. The related appraisal increment was closed to surplus, net of applicable deferred tax liability, upon completion of the project in 2000.

In November 2007, by virtue of condominiumization, various CCTs under the name of the Parent Company were derived from TCT No. 134599 where the declaration of restrictions and scope of coverage were annotated on October 23, 2007.

In November 2012, management, for administrative purposes and operational efficiencies, decided to use half of the 15th floor and the entire 18th floor of PBCom Tower to house the Parent Company's employees working in the Binondo and Makati Offices. In June 2013, management decided to use the other half of the 15th floor for the same purpose. Accordingly, the carrying values of these units were reclassified to property and equipment as of December 31, 2013. In September 2014, management decided to use the entire 15<sup>th</sup> and 18<sup>th</sup> floors as areas available for lease of tenants. In October 2014, the units were reclassified to investment properties at their fair values (see Note 15).

As of December 31, 2014 and 2013, about 84.47% and 76.60%, respectively, of the usable area that the Parent Company acquired from the PBCom Tower project is held for lease, with the balance used for the Parent Company's operations. Accordingly, the cost allocable to the areas available for lease is carried as investment properties, while the remaining balance is carried as condominium properties and included in 'Property and equipment' at cost (see Note 15).

The Parent Company recognized rental income (included under 'Rent income' in the statements of income) amounting to ₱301.43 million, ₱248.35 million, and ₱287.78 million in 2014, 2013 and 2012, respectively, on condominium properties leased out under operating leases.

The Parent Company recorded gain (loss) from foreclosure of loan collaterals, presented as 'Gain (loss) on assets exchange' in the statements of income, amounting to (₱21.54 million), ₱23.39 million and nil in 2014, 2013, and 2012, respectively.



In 2014, 2013 and 2012, gain recognized by the Parent Company from the disposal of certain foreclosed assets amounted to ₱5.74 million, ₱10.70 million, and ₱123.80 million, respectively. This is included under 'Profit from assets sold' in the statements of income.

Direct operating expenses (included under various operating expenses) arising from investment properties that generated rental income amounted to ₱77.84 million, ₱84.12 million, and ₱21.69 million in 2014, 2013, and 2012, respectively.

Direct operating expenses (included under various operating expenses) arising from investment properties that did not generate rental income amounted to ₱54.72 million ₱15.58 million, and ₱31.81 million in 2014, 2013, and 2012, respectively.

The BSP, based on BSP Circular No. 494, requires that foreclosed assets be booked initially at the carrying amount of the loan plus booked accrued interest less allowance for probable losses plus transaction costs incurred upon acquisition. Had the foreclosed assets been booked based on BSP Circular No. 494 and had the condominium units for lease been accounted for using the cost model, investment properties as of December 31, 2014 and 2013 would have been ₱3.02 billion and ₱3.38 billion, respectively. Net income in 2014, 2013 and 2012 would have decreased by ₱369.20 million, ₱61.40 million and ₱29.50 million, respectively.

## 17. Intangible Assets

This account consists of:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Branch licenses	<b>₱365,300</b>	₱102,100	<b>₱102,100</b>	₱102,100
Software costs	<b>458,092</b>	333,533	<b>452,642</b>	333,533
	<b>823,392</b>	435,633	<b>554,742</b>	435,633
Allowance for impairment losses (Note 19)	–	102,100	–	102,100
	<b>₱823,392</b>	₱333,533	<b>₱554,742</b>	₱333,533

### Branch Licenses

Branch licenses of the Group represent the nineteen (19) branch licenses acquired by the Parent Company from the acquisition of Consumer Savings Bank (CSB) in 2001, which amounted to ₱102.10 million, and branch licenses acquired by the Parent Company from the acquisition of RBNI and BDI in 2014, which amounted to ₱262.90 million and ₱0.30 million, respectively (see Note 7).

In previous years, the branch licenses arising from the CSB acquisition have been provided with full allowance as these branches have been reporting negative results. In 2014, the Parent Company reassessed the need for the allowance considering the improvement in the results of operations of the branches. Based on the assessed recoverable amount of the licenses, which aggregated ₱1.29 billion, a reversal of the full allowance for impairment losses was recognized for the 19 branches. The recoverable amount was based on value-in-use calculations that use Level 3 inputs as described below.



*Key assumptions used in value in use calculations*

The recoverable amount of the branch licenses have been determined based on value in use calculations using cash flow projections based on financial budgets approved by the management covering a five-year period.

*Discount rate*

Discount rate of 13% reflects the current market assessment of the risk specific to the CGU, which is the specific branch.

*Sensitivity to changes in assumptions*

Management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the units to exceed their recoverable amount.

Software

The movements of software costs follow:

	<b>Consolidated</b>		<b>Parent Company</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
Balance at January 1	<b>₱333,533</b>	₱52,420	<b>₱333,533</b>	₱52,420
Additions arising from business combinations (Note 7)	<b>5,925</b>	–	–	–
Additions during the year	<b>150,255</b>	301,659	<b>150,255</b>	301,659
	<b>489,713</b>	354,079	<b>483,788</b>	354,079
Amortization during the year (Note 15)	<b>(31,621)</b>	(20,546)	<b>(31,146)</b>	(20,546)
Balance at December 31	<b>₱458,092</b>	₱333,533	<b>₱452,642</b>	₱333,533

**18. Other Assets**

The Group and the Parent Company have the following other assets:

	<b>Consolidated</b>		<b>Parent Company</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
Receivable from BIR	<b>₱283,811</b>	₱283,811	<b>₱283,811</b>	₱283,811
Nostro floats	<b>206,414</b>	206,414	<b>206,414</b>	206,414
Tax credits	<b>171,145</b>	113,425	<b>171,145</b>	113,425
Prepaid expenses	<b>72,071</b>	51,358	<b>68,316</b>	51,358
Returned Checks and Other Cash Items (RCOCI)	<b>21,673</b>	6,158	<b>21,673</b>	6,158
Interoffice float items-net	–	47,822	–	47,822
Miscellaneous	<b>328,021</b>	123,047	<b>321,698</b>	123,047
	<b>1,083,135</b>	832,035	<b>1,073,057</b>	832,035
Less allowance for impairment losses (Note 19)	<b>493,511</b>	518,677	<b>493,511</b>	518,677
	<b>₱589,624</b>	₱313,358	<b>₱579,546</b>	₱313,358



Miscellaneous

As of December 31, 2014 and 2013, Sundry debits amounting to ₱109.59 million and ₱36.84 million, respectively, are recorded under ‘Miscellaneous’.

Refundable security deposits recorded under ‘Miscellaneous’ amounted to ₱35.84 million and ₱25.20 million as of December 31, 2014 and 2013, respectively.

As of December 31, 2014 and 2013, Documentary stamps on hand amounting to ₱36.45 million and ₱23.49 million, respectively, are recorded under ‘Miscellaneous’.

**19. Allowance for Credit and Impairment Losses**

Changes in the allowance for credit and impairment losses of the Group and the Parent Company follow:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Balance at January 1:				
AFS investments (Note 12)	<b>₱7,170</b>	₱7,022	<b>₱7,170</b>	₱7,022
Loans and receivables (Note 14)	<b>1,922,167</b>	2,332,481	<b>1,922,167</b>	2,332,481
Property and equipment (Note 15)	–	9,689	–	9,689
Intangible assets (Note 17)	<b>102,100</b>	102,100	<b>102,100</b>	102,100
Other assets (Note 18)	<b>518,677</b>	555,675	<b>518,677</b>	555,675
	<b>2,550,114</b>	3,006,967	<b>2,550,114</b>	3,006,967
Reversal of credit and impairment losses	<b>(194,853)</b>	(402,675)	<b>(198,541)</b>	(402,675)
Revaluation of FCDU loans	<b>283</b>	1,874	<b>283</b>	1,874
Reversal of allowance on AFS investments due to PFRS 9 adoption	<b>(7,170)</b>	–	<b>(7,170)</b>	–
Accounts written off and others	<b>(2,466)</b>	(56,052)	<b>(2,466)</b>	(56,052)
	<b>(204,206)</b>	(456,853)	<b>(207,894)</b>	(456,853)
Balance at December 31:				
AFS investments (Note 12)	–	7,170	–	7,170
Loans and receivables (Note 14)	<b>1,852,397</b>	1,922,167	<b>1,848,709</b>	1,922,167
Intangible assets (Note 17)	–	102,100	–	102,100
Other assets (Note 18)	<b>493,511</b>	518,677	<b>493,511</b>	518,677
	<b>₱2,345,908</b>	₱2,550,114	<b>₱2,342,220</b>	₱2,550,114

Below is the breakdown of provisions for (reversals of) credit and impairment losses:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
AFS investments	<b>₱–</b>	₱–	₱941	<b>₱–</b>	₱–	₱941
Loans and receivables	<b>(67,576)</b>	(389,935)	–	<b>(71,264)</b>	(389,935)	–
Property and equipment	–	(6,994)	(2,586)	–	(6,994)	(2,586)
Intangible assets	<b>(102,100)</b>	–	–	<b>(102,100)</b>	–	–
Other assets	<b>(25,177)</b>	(5,746)	380	<b>(25,177)</b>	(5,746)	380
	<b>(₱194,853)</b>	(₱402,675)	(₱1,265)	<b>(₱198,541)</b>	(₱402,675)	(₱1,265)



With the foregoing level of allowance for credit and impairment losses, management believes that the Group has sufficient allowance to take care of any losses that the Group may incur from the noncollection or nonrealization of its receivables and other risk assets. A reconciliation of the allowance for credit losses by class of loans and receivables follows:

	Consolidated			
	2014			
	Corporate	Consumer	Others*	Total
Balance at January 1	₱1,207,053	₱37,814	₱677,300	₱1,922,167
Revaluation	564	-	(171)	393
Provisions (reversal) during the year	(16,594)	80,942	(131,924)	(67,576)
Others**	-	(2,587)	-	(2,587)
Balance at December 31	₱1,191,023	₱116,169	₱545,205	₱1,852,397
Individual impairment	₱912,404	₱-	₱357,995	₱1,270,399
Collective impairment	278,619	116,169	187,210	581,998
	₱1,191,023	₱116,169	₱545,205	₱1,852,397
Gross amount of loans individually determined to be impaired	₱1,036,609	₱-	₱357,995	₱1,394,604

\*This includes allowance for credit losses on unquoted debt securities, accrued interest receivable, accounts receivable and sales contracts receivables.

\*\*This includes transfers and write-offs.

	Consolidated			
	2013			
	Corporate	Consumer	Others*	Total
Balance at January 1	₱1,662,444	₱6,069	₱663,968	₱2,332,481
Revaluation	1,874	-	-	1,874
Provisions (reversal) during the year	(421,680)	31,745	-	(389,935)
Others**	(35,585)	-	13,332	(22,253)
Balance at December 31	₱1,207,053	₱37,814	₱677,300	₱1,922,167
Individual impairment	₱828,563	-	₱489,462	₱1,318,025
Collective impairment	378,490	37,814	187,838	604,142
	₱1,207,053	₱37,814	₱677,300	₱1,922,167
Gross amount of loans individually determined to be impaired	₱1,162,900	₱14,383	₱597,157	₱1,774,440

\*This includes allowance for credit losses on unquoted debt securities, accrued interest receivable, accounts receivable and sales contracts receivables.

\*\*This includes transfers and write-offs.

	Parent Company			
	2014			
	Corporate	Consumer	Others*	Total
Balance at January 1	₱1,207,053	₱37,814	₱677,300	₱1,922,167
Revaluation	564	-	(172)	392
Provisions (reversal) during the year	(16,594)	77,254	(131,924)	(71,264)
Others**	-	(2,586)	-	(2,586)
Balance at December 31	₱1,191,023	₱112,480	₱545,204	₱1,848,709
Individual impairment	₱912,404	₱-	₱357,995	₱1,270,399
Collective impairment	278,619	112,482	187,209	578,310
	₱1,191,023	₱112,482	₱545,204	₱1,848,709
Gross amount of loans individually determined to be impaired	₱1,036,609	₱-	₱357,995	₱1,394,604

\*This includes allowance for credit losses on unquoted debt securities, accrued interest receivable, accounts receivable and sales contracts receivables.

\*\*This includes transfers and write-offs.



	Parent Company			Total
	2013			
	Corporate	Consumer	Others*	
Balance at January 1	₱1,662,444	₱6,069	₱663,968	₱2,332,481
Revaluation	1,874	–	–	1,874
Provisions (reversal) during the year	(421,680)	31,745	–	(389,935)
Others**	(35,585)	–	13,332	(22,253)
<b>Balance at December 31</b>	<b>₱1,207,053</b>	<b>₱37,814</b>	<b>₱677,300</b>	<b>₱1,922,167</b>
Individual impairment	₱828,563	–	₱489,462	₱1,318,025
Collective impairment	378,490	37,814	187,838	604,142
	<b>₱1,207,053</b>	<b>₱37,814</b>	<b>₱677,300</b>	<b>₱1,922,167</b>
Gross amount of loans individually determined to be impaired	₱1,162,900	₱14,383	₱597,157	₱1,774,440

\*This includes allowance for credit losses on unquoted debt securities, accrued interest receivable, accounts receivable and sales contracts receivables.

\*\*This includes transfers and write-offs.

## 20. Deposit Liabilities

On March 29, 2012, BSP Circular No. 753 was issued providing unification of the statutory and liquidity reserve requirements, non-remuneration of the unified reserve requirement, exclusion of cash in vault and demand deposits as eligible forms of reserve requirement compliance, and reduction in the unified reserve requirement ratios.

On March 27 and May 8, 2014, the Monetary Board of BSP issued Circular No. 830 and Circular 832, respectively, increasing the statutory and liquidity reserve requirement from 18% to 20%. As of December 31, 2014 and 2013, the Group is in compliance with the above regulations.

As of December 31, 2014 and 2013, Due from BSP amounting to ₱9.79 billion and ₱8.23 billion, respectively, were set aside as reserves for deposit liabilities.

Interest expense on deposit liabilities consists of:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Demand	<b>₱36,002</b>	₱32,299	₱46,215	<b>₱36,002</b>	₱32,299	₱46,215
Savings	<b>10,558</b>	8,387	15,006	<b>8,006</b>	8,387	15,006
Time	<b>836,654</b>	648,793	723,343	<b>827,832</b>	648,793	723,343
	<b>₱883,214</b>	₱689,479	₱784,564	<b>₱871,840</b>	₱689,479	₱784,564

Peso-denominated deposit liabilities earn annual fixed interest rates ranging from 0.13% to 3.50%, from 0.13% to 3.50%, and from 0.50% to 4.00% in 2014, 2013 and 2012, respectively, while foreign currency-denominated deposit liabilities earn annual fixed interest rates ranging from 0.25% to 1.50%, from 0.25% to 2.00%, and from 0.13% to 2.25% in 2014, 2013 and 2012, respectively.



## 21. Bills Payable

This account consists of borrowings from:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Private firms and individuals	<b>₱3,108,612</b>	₱1,605,681	<b>₱3,108,612</b>	₱1,605,681
Banks and other financial institutions	<b>316,815</b>	7,852,560	<b>313,040</b>	7,852,560
	<b>₱3,425,427</b>	₱9,458,241	<b>₱3,421,652</b>	₱9,458,241

As of December 31, 2013, borrowings from banks and other financial institutions include the PDIC loan with principal amount of ₱7.64 billion, which is fully secured by government securities (see Note 1). The fair values of the government securities used as collateral for the PDIC loan amounted to ₱7.90 billion as of December 31, 2013. The borrowing from PDIC was measured initially at fair value and has amortized cost of ₱7.44 billion as of December 31, 2013. As of December 31, 2013, the related unamortized day 1 gain on the PDIC loan, which is presented as “Unearned income” under Other liabilities, amounted to ₱197.64 million (see Note 23). On March 26, 2014, the Parent Company exited the 10-year FAA with the PDIC by settling its loan (see Note 1).

Interest expense on bills payable and other borrowings consists of:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
PDIC loan	<b>₱210,893</b>	₱802,373	₱706,660	<b>₱210,893</b>	₱802,373	₱706,660
Borrowed funds	<b>77,685</b>	120,458	130,645	<b>77,327</b>	120,458	130,645
Net interest cost on defined benefit liability (Note 29)	<b>11,737</b>	13,868	13,011	<b>11,699</b>	13,868	13,011
	<b>₱300,315</b>	₱936,699	₱850,316	<b>₱299,919</b>	₱936,699	₱850,316

Dollar interbank borrowings amounted to ₱313.04 million and ₱413.41 million as of December 31, 2014 and 2013, respectively. Dollar interbank borrowings are subject to annual floating interest rates averaging 1.10% in 2014, 0.92% in 2013, and 1.12% in 2012. As of December 31, 2013, the dollar interbank borrowings of the Group are collateralized by ROP bonds classified under AFS investments with fair value of ₱557.61 million. There are no collateralized interbank borrowings as of December 31, 2014.

The Parent Company has not availed of peso and dollar rediscounting facilities in 2014 and 2013. Further, it has no peso interbank borrowings as of December 31, 2014 and 2013.

Borrowings from private firms and individuals represent deposit substitutes with maturities of 30 to 90 days and bear annual interest rates ranging from 0.50% to 3.31%, from 0.92% to 2.31%, and from 2.50% to 4.00% in 2014, 2013 and 2012, respectively.

As of December 31, 2014 and 2013, Due from BSP amounting to ₱678.00 million and ₱286.37 million, respectively were set aside as reserves for deposit substitutes.



## 22. Accrued Interest, Taxes and Other Expenses

This account consists of:

	Consolidated		Parent Company	
	2014	2013	2014	2013
<b>Financial liabilities</b>				
Accrued interest payable	<b>₱90,936</b>	₱94,436	<b>₱86,092</b>	₱94,436
Accrued other expenses	<b>190,440</b>	169,203	<b>188,732</b>	169,203
	<b>281,376</b>	263,639	<b>274,824</b>	263,639
<b>Non-financial liabilities</b>				
Retirement liability (Note 29)	<b>232,171</b>	216,648	<b>229,255</b>	216,648
Accrued taxes and licenses	<b>18,256</b>	27,258	<b>17,594</b>	27,258
	<b>250,427</b>	243,906	<b>246,849</b>	243,906
	<b>₱531,803</b>	₱507,545	<b>₱521,673</b>	₱507,545

## 23. Other Liabilities

This account consists of:

	Consolidated		Parent Company	
	2014	2013	2014	2013
<b>Financial liabilities</b>				
Accounts payable	<b>₱230,184</b>	₱102,849	<b>₱220,867</b>	₱102,849
Refundable security deposits	<b>88,270</b>	82,573	<b>88,270</b>	82,573
Due to the Treasurer of the Philippines	<b>18,095</b>	18,594	<b>18,095</b>	18,594
	<b>336,549</b>	204,016	<b>327,232</b>	204,016
<b>Non-financial liabilities</b>				
Interoffice float items-net	<b>130,061</b>	–	<b>130,061</b>	–
Deferred credits	<b>87,956</b>	77,797	<b>87,808</b>	77,797
Withholding taxes payable	<b>42,778</b>	35,938	<b>42,778</b>	35,938
Unearned income	–	197,642	–	197,642
Miscellaneous	<b>38,928</b>	22,559	<b>12,945</b>	22,559
	<b>299,723</b>	333,936	<b>273,592</b>	333,936
	<b>₱636,272</b>	₱537,952	<b>₱600,824</b>	₱537,952

Unearned income primarily pertains to the difference between the principal amount and the initial value of the FAA loan granted by PDIC (see Notes 1 and 21). Unearned income is amortized over the term of the financial assistance using the effective interest method and the amortization is shown under 'Interest income - others' in the statements of income. In 2014, 2013 and 2012, amortization of unearned income amounted to ₱197.64 million, ₱774.56 million and ₱684.02 million, respectively.

Miscellaneous liabilities of the Parent Company include marginal deposits, cash letters of credit, and deposit liabilities classified as dormant.



## 24. Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analyzed according to when they are expected to be recovered or settled:

The table below shows an analysis of assets and liabilities analyzed according to when they are expected to be recovered or settled:

	Consolidated					
	2014			2013		
	Due Within One Year	Due Beyond One Year	Total	Due Within One Year	Due Beyond One Year	Total
<b>Financial assets - at gross</b>						
Cash and other cash items	₱1,181,592	₱-	₱1,181,592	₱740,012	₱-	₱740,012
Due from BSP	12,522,613	-	12,522,613	9,573,408	-	9,573,408
Due from other banks	1,636,641	-	1,636,641	661,308	-	661,308
Interbank loans receivable and SPURA (Note 9)	832,604	-	832,604	202,550	-	202,550
Financial assets at FVPL (Note 10)	684,219	-	684,219	104,909	-	104,909
AFS investments (Note 12)	-	-	-	7,218,621	12,878,630	20,097,251
Equity securities at FVOCI	42,975	-	42,975	-	-	-
Investment securities at amortized cost (Note 13)	14,554	13,256,310	13,270,864	-	-	-
Loans and receivables (Note 14)						
Receivables from						
Customers	19,069,250	10,230,857	29,300,107	11,917,626	7,703,661	19,621,287
Unquoted debt securities	-	4,638,689	4,638,689	1,011,556	4,685,059	5,696,615
Accounts receivable	221,388	424,450	645,838	65,715	497,876	563,591
Accrued interest receivable	511,641	167,163	678,804	420,386	532,237	952,623
Sales contract receivable	30,045	188,251	218,296	12,096	96,933	109,029
Other assets (Note 18)						
Refundable deposits	-	35,836	35,836	-	25,200	25,200
RCOCI	21,673	-	21,673	6,159	-	6,159
	<b>36,769,195</b>	<b>28,941,556</b>	<b>65,710,751</b>	<b>31,934,346</b>	<b>26,419,596</b>	<b>58,353,942</b>
<b>Non-financial Assets - at gross</b>						
Investment in subsidiaries and an associate (Note 8)	-	11,645	11,645	-	-	-
Property and equipment (Note 15)	-	2,835,383	2,835,383	-	2,592,879	2,592,879
Investment properties (Note 16)						
Condominium units for lease	-	3,959,178	3,959,178	-	3,341,665	3,341,665
Foreclosed assets	-	780,036	780,036	-	482,554	482,554
Goodwill	-	162,547	162,547	-	-	-
Intangible assets	-	823,392	823,392	-	-	-
Other assets (Note 18)	-	1,025,626	1,025,626	-	1,247,594	1,247,594
	<b>₱36,769,195</b>	<b>₱38,539,363</b>	<b>75,308,558</b>	<b>₱31,934,346</b>	<b>₱34,084,288</b>	<b>66,018,634</b>
Less:						
Unearned interest and discounts (Note 14)			(83,571)			(23,554)
Accumulated depreciation and amortization (Notes 15 and 16)			(944,353)			(846,311)
Allowance for credit and impairment losses (Note 19)			(2,345,908)			(2,550,114)
Total			<b>₱71,934,726</b>			<b>₱62,598,655</b>
<b>Financial Liabilities</b>						
Deposit liabilities						
Demand	₱9,221,026	₱-	₱9,221,026	₱7,183,261	₱-	₱7,183,261
Savings	4,181,703	46,666	4,228,369	3,089,981	-	3,089,981
Time	41,428,179	4,233,647	45,661,826	34,186,236	2,821,020	37,007,256
(Forward)						



	Consolidated					
	2014			2013		
	Due Within One Year	Due Beyond One Year	Total	Due Within One Year	Due Beyond One Year	Total
Bills payable	₱3,425,427	₱-	₱3,425,427	₱9,458,241	₱-	₱9,458,241
Outstanding acceptances	25,620	-	25,620	43,189	-	43,189
Manager's checks	211,130	-	211,130	173,501	-	173,501
Accrued interest payable (Note 22)	90,936	-	90,936	94,436	-	94,436
Accrued other expenses (Note 22)	190,440	-	190,440	169,203	-	169,203
Income tax payable	25,258	-	25,258	-	-	-
Other liabilities (Note 23)						
Refundable security deposits	22,992	65,278	88,270	27,125	55,448	82,573
Accounts payable Due to the Treasurer of the Philippines	230,184	-	230,184	102,848	-	102,848
	18,095	-	18,095	18,594	-	18,594
	<b>59,070,990</b>	<b>4,345,591</b>	<b>63,416,581</b>	<b>54,546,615</b>	<b>2,876,468</b>	<b>57,423,083</b>
<b>Non-financial Liability</b>						
Deferred tax liabilities (Note 29)	-	746,555	746,555	-	524,116	524,116
Retirement liability (Note 22)	-	232,171	232,171	-	216,648	216,648
Accrued taxes and licenses (Note 22)	18,256	-	18,256	27,258	-	27,258
Other liabilities (Note 23)						
Interoffice float items-net	-	130,061	130,061	-	-	-
Deferred credits	-	87,956	87,956	-	77,797	77,797
Withholding taxes payable	42,778	-	42,778	-	-	-
Unearned income	-	-	-	-	197,642	197,642
Miscellaneous	8,503	30,426	38,929	-	58,497	58,496
	<b>69,537</b>	<b>1,227,169</b>	<b>1,296,706</b>	<b>27,258</b>	<b>1,074,700</b>	<b>1,101,957</b>
	<b>₱59,140,527</b>	<b>₱5,572,760</b>	<b>₱64,713,287</b>	<b>₱54,573,873</b>	<b>₱3,951,168</b>	<b>₱58,525,040</b>

	Parent					
	2014			2013		
	Due Within One Year	Due Beyond One Year	Total	Due Within One Year	Due Beyond One Year	Total
<b>Financial assets - at gross</b>						
Cash and other cash items	₱1,153,418	₱-	₱1,153,418	₱740,012	₱-	₱740,012
Due from BSP	12,463,067	-	12,463,067	9,573,408	-	9,573,408
Due from other banks	1,375,645	-	1,375,645	661,308	-	661,308
Interbank loans receivable and SPURA (Note 9)	832,604	-	832,604	202,550	-	202,550
Financial assets at FVPL (Note 10)	684,219	-	684,219	104,909	-	104,909
AFS investments (Note 12)	-	-	-	7,218,621	12,878,630	20,097,251
Equity securities at FVOCI	42,975	-	42,975	-	-	-
Investment securities at amortized cost (Note 13)	-	13,256,310	13,256,310	-	-	-
Loans and receivables (Note 14)						
Receivables from Customers	18,619,234	9,421,678	28,040,912	11,917,626	7,703,661	19,621,287
Unquoted debt securities	-	4,638,689	4,638,689	1,011,556	4,685,059	5,696,615
Accounts receivable	213,153	425,675	638,828	65,715	497,876	563,591
Accrued interest receivable	493,700	168,317	662,017	420,386	532,237	952,623
Sales contract receivable	29,435	174,715	204,150	12,096	96,933	109,029
Other assets (Note 18)						
Refundable deposits	-	35,836	35,836	-	25,200	25,200
RCOCI	21,673	-	21,673	6,159	-	6,159
	<b>35,929,123</b>	<b>28,121,220</b>	<b>64,050,343</b>	<b>31,934,346</b>	<b>26,419,596</b>	<b>58,353,942</b>
<b>Non-financial Assets - at gross</b>						
Investment in subsidiaries and an associate (Note 8)		854,841	854,841			

(Forward)



	Parent					
	2014			2013		
	Due Within One Year	Due Beyond One Year	Total	Due Within One Year	Due Beyond One Year	Total
Property and equipment (Note 15)	₱–	₱2,705,878	₱2,705,878	₱–	₱2,592,879	₱2,592,879
Investment properties (Note 16)						
Condominium units for lease	–	3,959,178	3,959,178	–	3,341,665	3,341,665
Foreclosed assets	–	566,058	566,058	–	482,554	482,554
Intangible assets	–	554,742	554,742	–	–	–
Other assets (Note 18)	–	1,015,548	1,015,548	–	1,247,594	1,247,594
	–	9,646,245	9,646,245	–	7,664,692	7,664,692
	<b>₱35,929,123</b>	<b>₱37,777,465</b>	<b>73,706,588</b>	<b>₱31,934,346</b>	<b>₱34,084,288</b>	<b>66,018,634</b>
Less:						
Unearned interest and discounts (Note 14)			(29,177)			(23,554)
Accumulated depreciation and amortization (Notes 15 and 16)			(943,873)			(846,311)
Allowance for credit and impairment losses (Note 19)			(2,342,220)			(2,550,114)
Total			<b>₱70,391,318</b>			<b>₱62,598,655</b>
<b>Financial Liabilities</b>						
Deposit liabilities						
Demand	₱9,450,291	₱–	₱9,450,291	₱7,183,261	₱–	₱7,183,261
Savings	3,487,510	–	3,487,510	3,089,981	–	3,089,981
Time	40,955,434	3,862,986	44,818,420	34,186,236	2,821,020	37,007,256
Bills payable	3,421,652	–	3,421,652	9,458,241	–	9,458,241
Outstanding acceptances	25,620	–	25,620	43,189	–	43,189
Manager's checks	211,130	–	211,130	173,501	–	173,501
Accrued interest payable (Note 22)	86,092	–	86,092	94,436	–	94,436
Accrued other expenses (Note 22)	188,732	–	188,732	169,203	–	169,203
Other liabilities (Note 23)						
Refundable security deposits	22,992	65,278	88,270	27,125	55,448	82,573
Accounts payable	220,867	–	220,867	102,848	–	102,848
Due to the Treasurer of the Philippines	18,095	–	18,095	18,594	–	18,594
	<b>58,088,415</b>	<b>3,928,264</b>	<b>62,016,679</b>	<b>54,546,615</b>	<b>2,876,468</b>	<b>57,423,083</b>
<b>Non-financial Liability</b>						
Deferred tax liabilities (Note 29)	–	621,893	621,893	–	524,116	524,116
Retirement liability (Note 22)	–	229,255	229,255	–	216,648	216,648
Accrued taxes and licenses (Note 22)	17,594	–	17,594	27,258	–	27,258
Income tax payable	8,770	–	8,770	–	–	–
Other liabilities (Note 23)						
Interoffice float items-net	–	130,061	130,061	–	–	–
Deferred credits	–	87,808	87,808	–	77,797	77,797
Withholding taxes payable	42,778	–	42,778	35,938	–	35,938
Unearned income	–	–	–	–	197,642	197,642
Miscellaneous	–	12,945	12,945	–	22,559	22,559
	<b>69,142</b>	<b>1,081,962</b>	<b>1,151,104</b>	<b>63,196</b>	<b>1,038,762</b>	<b>1,101,958</b>
	<b>₱58,157,557</b>	<b>₱5,010,226</b>	<b>₱63,167,783</b>	<b>₱54,573,873</b>	<b>₱3,951,168</b>	<b>₱58,525,040</b>



25. Equity

Capital Stock

Capital stock consists of:

	Shares		Amount	
	2014	2013	2014	2013
<b>Preferred - ₱25 par value</b>				
Authorized	–	–	–	–
Issued and outstanding				
Balance at January 1	–	120,000	₱–	₱3,000,000
Conversion of preferred to common shares	–	(120,000)	–	(3,000,000)
Balance at December 31	–	–	₱–	₱–
<b>Common - ₱25 par value*</b>				
Authorized	760,000	760,000	–	–
Issued and outstanding				
Balance at January 1	299,565	52,599	₱7,489,114	₱5,259,897
Conversion of preferred shares to common shares	–	120,000	–	3,000,000
Reduction in par value of common shares	–	–	–	(3,944,922)
Common shares issued during the year	–	126,966	–	3,174,139
Balance at December 31	299,565	299,565	₱7,489,114	₱7,489,114

\* Par value per share is ₱100 prior to quasi-reorganization.

The Parent Company became listed in the Philippine Stock Exchange (PSE), formerly The Manila Stock Exchange, on May 12, 1988. After its listing to the PSE, there was no succeeding offer/selling to the public of the Parent Company's shares.

Subsequently, the SEC approved the increase in the capital stock of the Parent Company. The summarized information on the Parent Company's registration of securities under the Securities Regulation Code follows:

Date of SEC Approval	Type/Class	Authorized Shares	Par Value
November 23, 1988	Common Class A	7,000,000	100
	Common Class B	3,000,000	100
June 3, 1993	Common Class A	14,000,000	100
	Common Class B	6,000,000	100
September 11, 1997	Common	65,000,000	100
April 6, 2001	Common	145,000,000	100
March 31, 2006	Common	145,000,000	100
	Preferred	120,000,000	25
March 11, 2013	Common	760,000,000	25

As reported by the Parent Company's transfer agent, AB Stock Transfers Corporation, the total number of shareholders is 409 and 415 as of December 31, 2014 and 2013, respectively.

Preferred shares are non-redeemable, nonconvertible and have the same voting rights, dividend rights, and other rights as the holder of common shares.



#### Quasi-reorganization

On January 18, 2012, the BOD in its regular meeting approved the quasi-reorganization and increase in authorized capital stock of the Parent Company. The quasi-reorganization will reduce the par value of the Parent Company's 145.00 million authorized common shares from ₱100.00 to ₱25.00 and that the 120.00 million authorized preferred shares with par value of ₱25.00 will be declassified and converted to common shares with par value of ₱25.00. Further, the authorized capital stock will be increased to ₱19.00 billion divided into 760.00 million shares with par value of ₱25.00.

On March 28, 2012, the shareholders of the Parent Company representing at least two thirds (2/3) of the outstanding capital stock ratified the said quasi-reorganization and increase in authorized capital stock.

On December 19, 2012, the Parent Company applied for the said quasi-reorganization and increase in authorized capital stock with the BSP and SEC, respectively. On February 8, 2013, the BSP issued a Certificate of Authority to enable the Parent Company to register its Amended Articles of Incorporation and Amended By-Laws with the SEC.

On March 8, 2013, the Parent Company obtained the SEC's approval for the increase in its authorized capital stock.

The Parent Company incurred costs of ₱40.87 million for the approval/registration of the increase in its authorized capital stock with the SEC and documentary stamp taxes for issuance of new shares.

On December 3, 2013, the Parent Company received the "No Objection" Notice from the BSP relative to its application with the SEC for equity restructuring.

On December 11, 2013, the Bank received from the SEC the Certificate of Approval of Equity Restructuring which allowed the Bank to effect the partial wipe out of Deficit as of December 31, 2012 of ₱8.66 billion against APIC of ₱3.94 billion. However, any remaining APIC balance shall not be used to wipe out losses that may be incurred in the future without prior approval of the SEC.

#### Deposit for Future Stock Subscription

On December 27, 2011, the Chung and Nubla Groups entered into a subscription agreement where the two shareholders subscribed to the new common shares of the Parent Company at ₱27.88 per share. Cash received from the subscription amounting to ₱2.37 billion was shown under the Deposit for future stock subscription account in the equity section of the statement of financial position. To effect the subscription on the new common stock at the agreed price per share, the Bank implemented a quasi-reorganization and increase in authorized capital stock. The ratification of the Amendment of Article VII of the Articles of Incorporation in relation to the quasi-reorganization and increase in authorized capital stock was approved by the Bank's BOD on January 18, 2012 and was approved by the stockholders on March 28, 2012.

In March 2012, additional cash subscription payments of ₱155.55 million and ₱252.29 million were made by the Nubla and Chung Groups, respectively. On April 4, 2012, the Bank's stockholder, the ISM Group also made cash subscription payments amounting to ₱22.71 million. On May 31, 2012 and October 4, 2012, LFM Properties Group deposited the amount of ₱719.01 million and ₱30.00 million, respectively, as subscription payments. On March 11, 2013, in accordance with the subscription agreements of the above stockholder and investors of the Bank, the deposits for future subscription were exchanged for 126.97 million shares.



Subscribed Common Stock

This pertains to the subscription of PGH to 181,080,608 new shares of the Parent Company in 2014 (see Note 1). Details of the account follow:

Subscribed common stock	₱5,975,660
Subscription receivable	(4,182,962)
	<hr/> <hr/>
	₱1,792,698

Surplus Reserves

As of December 31, 2014 and 2013, surplus reserves consist of reserve for trust business, and self-insurance amounting to ₱105.77 million.

In compliance with BSP regulations, 10.00% of the Parent Company's profit from trust business is appropriated to surplus reserves. This annual appropriation is required until the surplus reserves for trust business equals 20.00% of the Parent Company's authorized capital stock. Surplus reserve for self-insurance represents the amount set aside to cover for losses due to fire, defalcation by and other unlawful acts of the Parent Company's personnel or third parties.

Deficit

As of December 31, 2014 and 2013, deficit in the statements of financial position includes fair value gain on investment properties amounting to ₱968.26 million and ₱587.85 million, respectively, which are not available for dividend declaration. The fair value gain on investment properties will form part of retained earnings available for dividend declaration when the properties are sold and the gain is realized.

The computation of surplus available for dividend declaration in accordance with SEC Memorandum Circular No. 11 differs to a certain extent from the computation following BSP Guidelines.

Capital Management

The primary objectives of the Parent Company's capital management are to ensure that the Parent Company complies with regulatory capital requirements and that the Parent Company maintains strong credit ratings and healthy capital ratios in order to support its business and to maximize shareholders' value.

The Parent Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Parent Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes were made in the objectives, policies and processes from the previous years.

The Parent Company maintains an actively managed capital base to cover risks inherent in the business. The adequacy of the Parent Company's capital is monitored using, among other measures, the rules and ratios established by the Basel Committee on Banking Supervision ("Bank for International Settlements rules/ratios") and adopted by the BSP in supervising the Group. The Parent Company had complied in full with all its regulatory capital requirements.



Regulatory Qualifying Capital

Under existing BSP regulations, the determination of the Parent Company’s compliance with regulatory requirements and ratios is based on the amount of the Group’s “qualifying capital” (regulatory net worth) as reported to the BSP, which is determined on the basis of regulatory accounting policies which differ from PFRS in some respects.

In addition to the required RBCAR of at least 12.50% under the FAA, the RBCAR of the Group expressed as a percentage of qualifying capital to risk weighted assets, should not be less than 10.00%. Qualifying capital and risk weighted assets are computed based on BSP regulations.

The BSP, under BSP Circular No. 538 dated August 4, 2006, issued the prescribed guidelines implementing the revised risk-based capital adequacy framework for the Philippine banking system to conform to Basel II recommendations. The new BSP guidelines took effect on July 1, 2007.

Below is a summary of risk weights and selected exposure types:

<u>Risk Weight</u>	<u>Exposure/Asset Type*</u>
0.00%	Cash on hand; claims collateralized by securities issued by the national government, BSP; loans covered by the Trade and Investment Development Corporation of the Philippines; real estate mortgages covered by the Home Guarantee Corporation.
20.00%	COCI, claims guaranteed by Philippine incorporated banks/quasi-banks with the highest credit quality; claims guaranteed by foreign incorporated banks with the highest credit quality; loans to exporters to the extent guaranteed by Small Business Guarantee and Finance Corporation
50.00%	Housing loans fully secured by first mortgage on residential property; Local Government Unit (LGU) bonds which are covered by Deed of Assignment of Internal Revenue allotment of the LGU and guaranteed by the LGU Guarantee Corporation
75.00%	Direct loans of defined Small Medium Enterprise (SME) and microfinance loans portfolio; non-performing housing loans fully secured by first mortgage
100.00%	All other assets (e.g., real estate assets) excluding those deducted from capital (e.g., deferred income tax)
150.00%	All non-performing loans (except non-performing housing loans fully secured by first mortgage) and all non-performing debt securities

\*Not all inclusive



The Parent Company's RBCAR as reported to BSP as of December 31, 2014 and 2013 are shown in the table below (amounts in millions):

	Consolidated		Parent Company	
	2014*	2013**	2014*	2013**
Paid-up common stock	<b>₱8,847</b>	₱7,489	<b>₱8,847</b>	₱7,489
Paid-up perpetual and non-cumulative preferred stock	–	–	–	–
Deposit for common stock subscription	–	–	–	–
Additional paid-in capital	<b>1,248</b>	814	<b>1,248</b>	814
Retained earnings	<b>(3,644)</b>	(4,927)	<b>(3,646)</b>	(4,927)
Net unrealized gains or losses on AFS-FVOCI	<b>24</b>	–	<b>24</b>	–
Undivided profits	<b>190</b>	1,262	<b>213</b>	1,262
Cumulative foreign currency translation	<b>(11)</b>	23	<b>(11)</b>	23
Minority interest in subsidiary banks	–	–	–	–
<b>Core Tier 1 Capital</b>	<b>6,654</b>	4,661	<b>6,675</b>	4,661
Deductions from Core tier 1 Capital	–	–	–	–
50% of significant minority investment in financial allied undertaking	–	6	–	6
Goodwill	<b>263</b>	–	<b>71</b>	–
Other intangible asset	<b>334</b>	–	<b>71</b>	–
Investments in equity of unconsolidated subsidiary banks and quasi-banks, and other financial allied undertakings	–	–	<b>727</b>	–
Investments in equity of unconsolidated subsidiary securities dealers/brokers and insurance companies	<b>13</b>	–	<b>13</b>	–
Significant minority investments	<b>12</b>	–	<b>12</b>	–
<b>Net Tier 1 Capital</b>	<b>6,032</b>	4,655	<b>5,781</b>	4,655
Appraisal increment reserve	<b>1,553</b>	1,539	<b>1,553</b>	1,539
General loan loss provision	<b>399</b>	175	<b>390</b>	175
<b>Tier 2 Capital</b>	<b>1,952</b>	1,714	<b>1,943</b>	1,714
Deductions from tier 2 Capital	–	6	–	6
<b>Net Tier 2 Capital</b>	<b>1,952</b>	1,708	<b>1,943</b>	1,708
<b>Total Qualifying Capital</b>	<b>7,984</b>	6,363	<b>7,724</b>	6,363
Credit risk-weighted assets	<b>45,175</b>	35,464	<b>43,168</b>	35,464
Market risk-weighted assets	<b>917</b>	109	<b>917</b>	109
Operational risk-weighted assets	<b>4,087</b>	3,761	<b>4,087</b>	3,761
<b>Total Risk Weighted Assets</b>	<b>₱50,179</b>	₱39,334	<b>₱48,172</b>	₱39,334
Tier 1 Capital Ratio	<b>12.02%</b>	11.83%	<b>12.00%</b>	11.83%
Total Capital Ratio	<b>15.91%</b>	16.18%	<b>16.03%</b>	16.18%
<b>Capital Requirements</b>				
Credit Risk	<b>₱4,518</b>	₱3,546	<b>₱4,317</b>	₱3,546
Market Risk	<b>92</b>	11	<b>92</b>	11
Operational Risk	<b>409</b>	376	<b>409</b>	376
<b>Total Capital Requirements</b>	<b>₱5,019</b>	₱3,933	<b>₱4,818</b>	₱3,933

\*Basel III

\*\* Basel II



The regulatory qualifying capital of the Parent Company consists of Tier 1 (core) capital, which comprises paid-up common and preferred stock, surplus including current year profit and surplus reserves less required deductions such as unsecured credit accommodations to directors, officers, stockholders and related interests (DOSRI) and deferred income tax and significant minority investments and other financial allied undertakings. The other component of regulatory capital is Tier 2 (supplementary) capital, which includes appraisal increment reserves on PBCom Tower (see Note 1), as authorized by the monetary board of BSP, and general loan loss provision. As of March 26, 2014, date of maturity and full payment of FAA to PDIC and as of December 31, 2013 the Group is in compliance with the required RBCAR under the FAA of at least 12.50%.

Appraisal increment reserves included in Tier 2 capital which pertain to PBCom Tower amounted to ₱1.55 billion in 2014 and ₱1.53 billion in 2013.

#### Internal Capital Adequacy Assessment Process (ICAAP)

The ICAAP methodology of the Parent Company was based on the minimum regulatory capital requirement under BSP Circular No. 639 which involved, first, an assessment of whether the risks covered by the Framework are fully captured; and second, an assessment of other risks the Parent Company is exposed to which are not fully captured and covered under the Framework, and an assessment of whether and how much capital to allocate against these other risks. The ICAAP Document was presented by the Parent Company to the BSP on March 31, 2015.

The ICAAP, which included the discussion on the 2014 Holistic Risk Appetite and Components as well as the ranges of capital that the Parent Company should sustain to support the five year Business Plan under going-concern and stress scenarios, was deliberated upon by the ICAAP Steering Committee, ROC and endorsed to the BOD for approval.

#### Basel III

On January 15, 2013, the BSP issued Circular No. 781 on Basel III Implementing Guidelines on Minimum Capital Requirements, which provided that the implementing guidelines on the revised risk-based capital adequacy framework particularly on the minimum capital and disclosure requirements for universal banks and commercial banks, as well as their subsidiary banks and quasi-banks, in accordance with the Basel III standards. The circular went into effect on January 1, 2014.

The Circular defines in greater detail, the quality capital a bank must maintain to cover its risks. These include:

- Tier One capital that comprises the Group's and the Parent Company's core capital resources that are immediately available to sustain the financial stability of the group. Components of tier one capital include:
  - Core-Equity Tier One or CET-1 includes paid-in shares of common stock, retained earnings and accumulated other comprehensive income. CET-1 must be the predominant form of Tier One Capital. CET-1 absorbs all deductions to capital mandated by regulation. These deductions include capital invested in affiliates, net deferred tax assets, intangible assets and goodwill items.
  - Alternative Tier One or AT-1 includes other equity type claims on a bank's balance sheet that are sufficiently subordinate to the claims of depositors and senior creditors and whose cash flow distributions are not committed and cancellable at the option of the bank.



- Tier Two capital that include auxiliary items that supplement Tier One Capital in sustaining the financial stability of the bank. These include the general loan loss provision and appraisal increment reserves on investment property. The Group reported ₱1.90 billion in Total Tier Two capital on a consolidated basis based on the standards of Basel III and following the adjustments to adopt PFRS 9 representing 24.00% of total qualified capital resources.

Banks must maintain CET-1 capital equivalent to 6.00%, Total Tier One capital equivalent to 7.5 percent and Total capital equivalent to 10 percent of regulatory risk weighted assets at all times.

At the end of 2014, the Group and the Parent Company reported ratios in excess of the regulatory requirements.

## 26. Commitments and Contingent Liabilities

In the normal course of operations, the Parent Company has various outstanding commitments and contingent liabilities such as guarantees, forward exchange contracts, and commitments to extend credit, which are not presented in the accompanying financial statements. The Parent Company does not anticipate any material losses as a result of these transactions.

The following is a summary of the Group's and the Parent Company's commitments and contingent liabilities at their equivalent peso contractual amounts:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Trust department accounts	<b>₱5,930,414</b>	₱5,200,111	<b>₱5,930,414</b>	₱5,200,111
Standby LC	<b>1,123,767</b>	1,155,845	<b>1,123,767</b>	1,155,845
Spot exchange:				
Bought	<b>134,259</b>	676,675	<b>134,259</b>	676,675
Sold	<b>134,160</b>	676,597	<b>134,160</b>	676,597
Usance LC outstanding	<b>144,901</b>	537,026	<b>144,901</b>	537,026
Outstanding shipping guarantees	<b>596,145</b>	500,478	<b>596,145</b>	500,478
Sight LC outstanding	<b>516,252</b>	323,916	<b>516,252</b>	323,916
Deficiency claims receivable	<b>27,498</b>	27,498	<b>27,498</b>	27,498
Outward bills for collection	<b>26,312</b>	24,103	<b>26,312</b>	24,103
Currency forwards:				
Bought	—	6,073	—	6,073
Sold	—	6,112	—	6,112
Inward bills for collection	<b>46,921</b>	5,542	<b>46,921</b>	5,542
Items held for safekeeping	<b>411</b>	17	<b>411</b>	17
Items held as collateral	<b>5</b>	3	<b>5</b>	3
Other contingencies	<b>32,330</b>	105,416	<b>32,330</b>	105,416

In 2007, the Parent Company availed of the tax amnesty program under RA No. 9480 to settle outstanding tax assessments. Under RA No. 9480, taxpayers who availed of the tax amnesty program shall be immune from payment of taxes, including interests and surcharges and any civil, criminal or administrative penalties arising from failure to pay any and all internal revenue taxes for taxable year 2005 and prior years.



The Parent Company has several loan-related suits and claims that remain unsettled. It is not practicable to estimate the potential financial statement impact of these contingencies. However, in the opinion of management, the suits and claims, if decided adversely, will not involve sums that would have a material effect on the financial statements.

The Parent Company is a defendant in legal actions arising from its normal business activities. Management believes that these actions are without merit or that the ultimate liability, if any, resulting from them will not materially affect the Group's and the Parent Company's financial statements.

#### Derivative Financial Instruments

As of December 31, 2013, the Parent Company has outstanding sell US dollar currency forwards with aggregate notional amount of US\$0.14 million, terms ranging from 7 to 10 days, and weighted average forward rate of ₱44.40. There are no outstanding forward contracts as of December 31, 2014.

In 2014, 2013 and 2012, realized gain (loss) on currency forwards recorded under 'Trading and securities gain - others' in the statements of income amounted to (₱0.25 million), (₱0.64 million) and ₱6.78 million, respectively (see Note 28).

In 2014, 2013 and 2012, unrealized gain on currency forwards recorded under 'Trading and securities gain - others' in the statements of income amounted to nil, (₱0.06 million) and ₱2.15 million, respectively (see Note 28).

---

## **27. Trust Operations**

Securities and other properties (other than deposits) held by the Parent Company for its customers in its fiduciary or agency capacity are not included in the statements of financial position since these are not assets of the Parent Company. Total assets held by the Parent Company's trust department amounted to ₱5.93 billion and ₱5.20 billion as of December 31, 2014 and 2013, respectively (see Note 26).

As of December 31, 2014 and 2013, government securities (included under investment securities at amortized cost in 2014 and in AFS investments in 2013) owned by the Parent Company with total face value of ₱70.00 million and ₱100.00 million, respectively, are deposited with the BSP in compliance with the requirements of the General Banking Law relative to the Parent Company's trust functions.

Income from the Parent Company's trust operations shown under 'Income from Trust Operations' in the statements of income amounted to ₱19.06 million, ₱22.48 million and ₱15.39 million in 2014, 2013 and 2012, respectively.



## 28. Income on Investment Securities

Interest income on investment securities follows:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Investment securities at amortized cost	<b>₱774,727</b>	<b>₱-</b>	<b>₱-</b>	<b>₱774,712</b>	<b>₱-</b>	<b>₱-</b>
Financial assets at FVTPL	<b>23,442</b>	8,046	70	<b>23,442</b>	8,046	70
Available-for-sale investments	-	1,248,017	1,295,804	-	1,248,017	1,295,804
	<b>₱798,169</b>	<b>₱1,256,063</b>	<b>₱1,295,874</b>	<b>₱798,154</b>	<b>₱1,256,063</b>	<b>₱1,295,874</b>

In 2014, 2013 and 2012, the Parent Company's peso-denominated investment securities earned annual interest rates ranging from 0.01% to 12.37%, 1.63% to 10.75% and 4.75% to 12.38%, respectively, while dollar-denominated investment securities earned annual interest rates ranging from 3.19% to 8.41%, 3.37% to 8.41%, and 5.00% to 9.50%, respectively.

The Group's and the Parent Company's trading and securities gain - net follows:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Financial assets at FVTPL	<b>₱61,957</b>	₱20,715	₱7,078	<b>₱61,953</b>	₱20,715	₱7,078
AFS investments	-	1,520,583	738,069	-	1,520,583	738,069
Others	<b>(258)</b>	(698)	8,933	<b>(254)</b>	(698)	8,933
	<b>₱61,699</b>	<b>₱1,540,600</b>	<b>₱754,080</b>	<b>₱61,699</b>	<b>₱1,540,600</b>	<b>₱754,080</b>

## 29. Employee Benefits

The existing regulatory framework, RA No. 7641, *the Retirement Pay Law* requires companies with at least ten (10) employees to pay retirement benefits to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

### Defined Benefit Plans

#### *Parent Company*

The Parent Company has a funded, noncontributory defined benefit retirement plan covering substantially all of its officers and regular employees. The Parent Company's annual contribution to the retirement plan consists of a payment covering the current service cost and unfunded actuarial accrued liability. The retirement plan provides a retirement benefit based on applicable percentage of salary (100%-150%) depending on the number of years of service (minimum of five years), a fraction of a month being considered as one whole month. The Parent Company's retirement plan is in the form of a trust administered by the Parent Company's Trust and Wealth Management Group under the supervision of the Retirement Board.



*BDI*

BDI has a funded, noncontributory defined benefit retirement plan (Fund A) covering substantially all of its officers and regular employees. The benefits are based on employee age, years of service and final compensation. The retirement plan provides retirement benefits equal to 100% of the final regular monthly salary for every year of service. BDI's retirement plan is in the form of a trust administered by a local bank.

*RBNI*

RBNI has a funded, noncontributory defined benefit retirement plan covering substantially all of its regular employees. The benefits are based on employee age, years of service and final compensation. The retirement plan provides retirement benefits equal to 50% of the final monthly salary for every year of service. RBNI's retirement plan is in the form of a trust administered by a local bank.

The latest actuarial valuation studies of the defined benefit retirement plans of the Group were made as of December 31, 2014.

The following table shows the actuarial valuation results for the Group and the Parent Company as of December 31, 2014 and 2013:

	2014		2013	
	Fair Value of Plan Assets	Present Value of Obligation	Fair Value of Plan Assets	Present Value of Obligation
Parent Company	₱343,281	₱572,536	₱289,202	₱505,850
BDI	5,001	4,978	—	—
RBNI	9,160	12,076	—	—
	<b>₱357,442</b>	<b>₱589,590</b>	<b>₱289,202</b>	<b>₱505,850</b>

The amounts relating to the defined benefit retirement plans are presented in the statements of financial position as follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Retirement asset*	(₱23)	₱—	₱—	₱—
Retirement liability (Note 22)	232,171	216,648	229,255	216,648
Net retirement liability	<b>₱232,148</b>	<b>₱216,648</b>	<b>₱229,255</b>	<b>₱216,648</b>

\* Included in miscellaneous assets



Changes in the present value of the defined benefit obligations as of December 31, 2014 and 2013 recognized in the statements of financial position follow:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Balance at January 1	<b>₱505,850</b>	₱502,006	<b>₱505,850</b>	₱502,006
Additions arising from business combinations	<b>15,450</b>	—	—	—
Current service cost	<b>66,417</b>	49,431	<b>66,045</b>	49,431
Interest cost	<b>27,570</b>	29,116	<b>27,316</b>	29,116
Past service cost	—	2,685	—	2,685
Remeasurement losses (gains):				
Actuarial losses (gains) arising from deviations of experience from assumptions	<b>(20,557)</b>	34,344	<b>(20,482)</b>	34,344
Actuarial losses (gains) arising from changes in financial assumptions	<b>37,356</b>	(27,827)	<b>36,303</b>	(27,827)
Actuarial losses arising from changes in demographic assumptions	—	2,783	—	2,783
Benefits paid	<b>(42,496)</b>	(86,688)	<b>(42,496)</b>	(86,688)
Balance at December 31	<b>₱589,590</b>	₱505,850	<b>₱572,536</b>	₱505,850

Changes in the fair value of the plan assets are as follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Balance at January 1	<b>₱289,202</b>	₱262,900	<b>₱289,202</b>	₱262,900
Additions arising from business combination (Note 7)	<b>13,901</b>	—	—	—
Contributions	<b>98,204</b>	111,886	<b>98,204</b>	111,886
Interest income	<b>15,833</b>	15,248	<b>15,617</b>	15,248
Return on plan assets (excluding interest income)	<b>(17,202)</b>	(24,500)	<b>(17,246)</b>	(24,500)
Benefits paid	<b>(42,496)</b>	(76,332)	<b>(42,496)</b>	(76,332)
Balance at December 31	<b>₱357,442</b>	₱289,202	<b>₱343,281</b>	₱289,202



The fair values of plan assets by class as at the end of the reporting periods are as follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Cash and cash equivalents	<b>₱61,545</b>	₱40,341	<b>₱58,543</b>	₱40,341
Debt instruments:				
Philippine government	<b>105,005</b>	84,809	<b>93,877</b>	84,809
Holding firms	<b>63,035</b>	–	<b>63,035</b>	–
Financial intermediaries	<b>19,738</b>	74,550	<b>19,738</b>	74,550
Real estate	<b>10,310</b>	10,000	<b>10,310</b>	10,000
Power, electricity and water distribution	<b>13,652</b>	15,000	<b>13,652</b>	15,000
Equity instruments:				
Holding firms	<b>17,050</b>	–	<b>17,050</b>	–
Financial intermediaries	<b>9,876</b>	6,163	<b>9,876</b>	6,163
Transportation, storage and Communication	<b>7,279</b>	–	<b>7,279</b>	–
Real estate	<b>8,361</b>	12,408	<b>8,361</b>	12,408
Manufacturing	–	29,687	–	29,687
Food, beverage and tobacco	<b>30,564</b>	–	<b>30,564</b>	–
Power, electricity and water distribution	<b>3,561</b>	2,462	<b>3,561</b>	2,462
Wholesale and retail trade	<b>5,385</b>	11,145	<b>5,385</b>	11,145
Mining and quarrying	<b>43</b>	–	<b>43</b>	–
Others	<b>2,038</b>	2,637	<b>2,007</b>	2,637
Fair value of plan assets	<b>₱357,442</b>	₱289,202	<b>₱343,281</b>	₱289,202

The Group's plan assets are carried at fair value, except for certain investments which are carried at amortized cost since they have been acquired to match the obligations of the Parent Company's retirement plan and have a constant rate of return to maturity. All other equity and debt instruments have quoted prices in an active market. The fair values of other assets and liabilities, which include amounts due from BSP and other banks and loans and other receivables, approximate their carrying amounts due to the relatively short-term maturities of these assets. The plan assets are diversified investments and are not exposed to concentration risk.

The Group and the Parent Company expect to contribute ₱130.66 million and ₱128.10 million, respectively, to the defined retirement benefit plans in 2015.

The cost of defined benefit retirement plans as well as the present value of the benefit obligations are determined using actuarial valuations, which involve making various assumptions. The principal assumptions used are shown below:

	Parent Company		BDI		RBNI	
	2014	2013	2014	2013	2014	2013
Discount rate:						
At January 1	<b>5.40%</b>	5.80%	<b>6.20%</b>	6.20%	<b>4.80%</b>	5.60%
At December 31	<b>4.80%</b>	5.40%	<b>4.70%</b>	6.20%	<b>4.60%</b>	4.80%
Future salary increase rate	<b>7.00%</b>	7.00%	<b>5.00%</b>	5.00%	<b>5.00%</b>	5.00%
Average remaining working life	<b>13</b>	13	<b>15</b>	15	<b>12</b>	12



The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of December 31, 2014 and 2013, assuming all other assumptions were held constant.

	<b>Increase (Decrease) in Defined Benefit Obligation</b>			
	<b>Consolidated</b>		<b>Parent Company</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
Increase in discount rate of 0.50%	<b>(₱31,427)</b>	(₱26,315)	<b>(₱30,510)</b>	(₱26,315)
Decrease in discount rate of 0.50%	<b>34,309</b>	28,603	<b>33,296</b>	28,603
Increase in salary increase rate of 0.50%	<b>31,102</b>	25,542	<b>30,155</b>	25,542
Decrease in salary increase rate of 0.50%	<b>(28,839)</b>	(23,806)	<b>(27,973)</b>	(23,806)

The amounts of defined benefit cost included in the statements of other comprehensive income as 'Remeasurement of defined benefit liability' follow:

	<b>Consolidated</b>		<b>Parent Company</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
Actuarial losses on benefit obligation	<b>₱16,799</b>	₱9,300	<b>₱15,821</b>	₱9,300
Return on plan assets (excluding interest income)	<b>17,202</b>	24,500	<b>17,246</b>	24,500
Remeasurement losses in OCI	<b>₱34,001</b>	₱33,800	<b>₱33,067</b>	₱33,800

The amounts of retirement cost included in the statements of income follow:

	<b>Consolidated</b>		<b>Parent Company</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
Current service cost*	<b>₱66,417</b>	₱49,431	<b>₱66,045</b>	₱49,431
Net interest expense**	<b>11,737</b>	13,868	<b>11,699</b>	13,868
Past service cost*	-	2,685	-	2,685
Retirement cost	<b>₱78,154</b>	₱65,984	<b>₱77,744</b>	₱65,984

\*Included under compensation and fringe benefits in the statements of income

\*\*Included under net interest income in the statements of income

#### Collective Bargaining Agreement (CBA)

On April 12, 2013, the Parent Company signed the revised collective bargaining agreement with the Philippine Bank of Communications Employees' Association to amend the CBA that expired on December 31, 2012.

The amended CBA shall take effect on January 1, 2013 and shall continue to be in full force and effect for three (3) years or until December 31, 2015.

#### Defined Contribution Plans

##### *Parent Company*

The Parent Company employs a provident fund scheme where the Parent Company and its covered employees shall contribute 11% and 5% of the employees' basic monthly salary, respectively. Contributions are maintained under the Provident Fund account administered by the Parent Company's Trust and Wealth Management Group under the supervision of the Retirement Board.



As approved by the Parent Company's BOD on November 27, 2013, new officers hired after December 31, 2013, except those whose terms of employment have been negotiated prior to December 1, 2013 are no longer eligible for inclusion in the Parent Company's provident fund.

*BDI*

In addition to its defined benefit plan (Fund A), BDI employs a contributory fund (Fund B) where BDI and its covered employees shall both contribute 5% of the employees' regular monthly salary.

---

**30. Long-term Leases**

The Group leases certain premises occupied by most of its branches. The lease contracts are for periods ranging from one to twenty years and renewable at the Group's option under certain terms and conditions. Various lease contracts include escalation clauses, most of which bear an annual rent increase of 5.00% - 10.00%.

Rent expense charged by the Group to current operations (included in 'Occupancy and other equipment-related costs' in the statements of income) amounted to ₱148.61 million, ₱95.11 million, and ₱51.76 million in 2014, 2013 and 2012, respectively. For the years ended December 31, 2014, 2013 and 2012, total rentals charged to operations by the Parent Company amounted to ₱147.09 million, ₱95.11 million, and ₱51.76 million, respectively.

Future minimum rentals payable under noncancellable operating leases are as follows:

	<b>Consolidated</b>		<b>Parent Company</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
Within one year	<b>₱117,322</b>	₱90,427	<b>₱115,054</b>	₱90,427
Beyond one year but not more than five years	<b>255,214</b>	201,447	<b>243,434</b>	201,447
Beyond five years	<b>3,372</b>	—	<b>3,060</b>	—
	<b>₱375,908</b>	₱291,874	<b>₱361,548</b>	₱291,874

The Parent Company has also entered into commercial property leases on its investment properties. These noncancellable leases have remaining noncancellable lease terms of between one to five years. The Parent Company recognized rent income, included under 'Rent income' in the statements of income, amounting to ₱301.43 million, ₱248.35 million, and ₱287.78 million in 2014, 2013 and 2012, respectively.

Future minimum rentals receivable under noncancellable operating leases follow:

	<b>Consolidated</b>		<b>Parent Company</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
Within one year	<b>₱376,886</b>	₱286,178	<b>₱376,586</b>	₱286,178
Beyond one year but not more than five years	<b>656,179</b>	570,323	<b>655,654</b>	570,323
Beyond five years	<b>273</b>	902	<b>273</b>	902
	<b>₱1,033,338</b>	₱857,403	<b>₱1,032,513</b>	₱857,403



### 31. Miscellaneous Expenses

This account consists of:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Information technology	<b>₱58,517</b>	₱32,437	₱9,390	<b>₱56,425</b>	₱32,437	₱9,390
Advertising	<b>35,587</b>	13,382	3,745	<b>34,975</b>	13,382	3,745
Transaction dues	<b>27,553</b>	20,810	17,693	<b>27,547</b>	20,810	17,693
Stationery and supplies	<b>20,896</b>	17,809	14,244	<b>20,853</b>	17,809	14,244
Fines, penalties and other charges	<b>20,680</b>	14,494	3,814	<b>20,383</b>	14,494	3,814
Fuel and lubricants	<b>19,920</b>	11,066	2,442	<b>19,121</b>	11,066	2,442
Travel	<b>19,171</b>	13,254	8,529	<b>16,851</b>	13,254	8,529
Litigation and assets acquired - related expenses	<b>14,672</b>	12,557	14,682	<b>14,218</b>	12,557	14,682
Freight	<b>7,262</b>	4,104	2,380	<b>7,251</b>	4,104	2,380
Brokerage fees	<b>4,550</b>	15,510	11,336	<b>4,550</b>	15,510	11,336
Others	<b>56,687</b>	53,508	29,385	<b>47,755</b>	53,508	29,385
	<b>₱285,495</b>	₱208,931	₱117,640	<b>₱269,929</b>	₱208,931	₱117,640

Others include account maintenance charges, contractual services, and Philippine Dealing Exchange Corp. transaction fees.

### 32. Income and Other Taxes

Under Philippine tax laws, the RBU of the Parent Company and its subsidiaries are subject to percentage and other taxes (presented as Taxes and licenses in the statements of income) as well as income taxes. Percentage and other taxes paid consist principally of gross receipts tax and documentary stamp taxes. Income taxes include corporate income tax, as discussed below, and final taxes paid which represents final withholding tax on gross interest income from government securities and other deposit substitutes and income from FCDU transactions. These income taxes, as well as the deferred tax benefits and provisions, are presented as Provision for income tax in the statements of income.

Republic Act (RA) No. 9397, *An Act Amending National Internal Revenue Code*, provides that the Regular Corporate Income Tax (RCIT) rate shall be 30.00% and the interest expense allowed as a deductible expense shall be reduced by 33.00% of interest income subjected to final tax.

An MCIT of 2.00% of modified gross income is computed and compared with the RCIT. Any excess of MCIT over the RCIT is deferred and can be used as a tax credit against future income tax liability for the next three years. In addition, NOLCO is allowed as a deduction from taxable income in the next three years from the period of incurrence.

FCDU offshore income (income from non-residents) is tax-exempt while gross onshore income (income from residents) is generally subject to 10.00% gross income tax. In addition, interest income on deposit placements with other FCDUs and offshore banking units is subject to a 7.50% final tax. RA No. 9294, which became effective in May 2004, provides that the income derived by the FCDU from foreign currency transactions with non-residents, Offshore Banking Units (OBUs), local commercial banks including branches of foreign banks is tax-exempt while interest income on foreign currency loans from residents other than OBUs or other depository banks under the expanded system is subject to 10.00% income tax.



In 2011, the BIR issued Revenue Regulation 14-2011, which prescribes the proper allocation of costs and expenses among the income earnings of financial institutions for income tax reporting. Only costs and expenses attributable to the operations of the RBU can be claimed as deduction to arrive at the taxable income of the RBU subject to the RCIT. All costs and expenses pertaining to the FCDU/EFCDU are excluded from the RBU's taxable income. Within the RBU, common costs and expenses should be allocated among taxable income, tax-paid income and tax-exempt income using the specific identification or the allocation method.

Provision for income tax consists of:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Current:						
Final	<b>₱179,650</b>	₱300,947	₱291,197	<b>₱179,649</b>	₱300,947	₱291,197
MCIT	<b>27,722</b>	14,097	310	<b>27,722</b>	14,097	310
RCIT	<b>14,108</b>	313	-	<b>171</b>	313	-
	<b>221,480</b>	315,357	291,507	<b>207,542</b>	315,357	291,507
Deferred	<b>81,407</b>	81,689	(1,348)	<b>81,407</b>	81,689	(1,348)
Effective income tax	<b>₱302,887</b>	₱397,046	₱290,159	<b>₱288,949</b>	₱397,046	₱290,159

Components of 'Deferred tax liabilities - net' are as follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Deferred tax liability on:				
Fair value gain on condominium units for lease	<b>₱571,008</b>	₱444,348	<b>₱571,008</b>	₱444,348
Revaluation increment credited to surplus free	<b>410,207</b>	461,457	<b>410,207</b>	461,457
Revaluation increment on land	<b>106,176</b>	89,806	<b>106,176</b>	89,806
Branch licenses acquired from business combination	<b>78,870</b>	-		-
Excess of fair value over carrying value of the net asset acquired from business combination	<b>45,793</b>	-		-
Unrealized foreign exchange gain	<b>6,959</b>	-	<b>6,959</b>	-
Unamortized transaction cost on bills payable		962		962
	<b>1,219,013</b>	996,573	<b>1,094,350</b>	996,573
Deferred tax assets on allowance for credit and impairment losses	<b>(472,457)</b>	(472,457)	<b>(472,457)</b>	(472,457)
	<b>₱746,556</b>	₱524,116	<b>₱621,893</b>	₱524,116

The ultimate realization of deferred tax assets is dependent on the generation of future taxable income. The Group considers projected future taxable income, reversal of temporary differences, and tax planning strategies in making the assessment based on the historical income and projections of future taxable income.



The Group believes that portion of the deferred tax assets may not be realized in the future. Accordingly, the Group did not set up deferred tax assets on the following NOLCO and temporary differences:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Allowance for credit and impairment losses	<b>₱430,748</b>	₱513,980	<b>₱430,748</b>	₱513,980
NOLCO	<b>355,235</b>	467,452	<b>355,235</b>	467,452
Retirement liability	<b>232,171</b>	216,648	<b>229,254</b>	216,648
Provision for year-end expenses	<b>131,988</b>	115,301	<b>131,988</b>	115,301
Unamortized past service cost	<b>53,397</b>	60,731	<b>53,397</b>	60,731
Advance rental income	<b>9,703</b>	34,842	<b>9,703</b>	34,842
Fair value loss on investment properties	<b>29,666</b>	34,050	<b>29,666</b>	34,050
Unrealized foreign exchange loss	–	24,973	–	24,973
Excess of MCIT over RCIT	<b>41,819</b>	14,097	<b>41,819</b>	14,097
	<b>₱1,284,727</b>	₱1,482,074	<b>₱1,281,810</b>	₱1,482,074

Details of the Group and Parent Company's NOLCO are as follows:

Inception Year	Amount	Used Amount	Expired Amount	Balance	Expiry Year
2010	₱480,842	₱429,025	₱51,817	₱–	2013
2011	279,999	–	279,999	–	2014
2012	187,453	–	–	187,453	2015
2014	167,782	–	–	167,782	2017
	<b>₱1,116,076</b>	<b>₱429,025</b>	<b>₱331,816</b>	<b>₱355,235</b>	

Details of the Group and Parent Company's MCIT are as follows:

Inception Year	Amount	Used Amount	Expired Amount	Balance	Expiry Year
2013	₱14,097	₱–	₱–	₱14,097	2016
2014	27,722	–	–	27,722	2017
	<b>₱41,819</b>	<b>₱–</b>	<b>₱–</b>	<b>₱41,819</b>	

A reconciliation between the statutory income tax and the effective income tax follows:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Statutory income tax	<b>₱124,320</b>	₱608,979	₱382,482	<b>₱121,757</b>	₱608,600	₱382,333
Tax effect of:						
Nondeductible expenses and others	<b>316,287</b>	829,658	241,710	<b>305,680</b>	829,658	241,710
Nontaxable income	<b>(35,506)</b>	(637,731)	(211,318)	<b>(35,506)</b>	(637,352)	(211,169)
Interest income subjected to final tax	<b>(54,278)</b>	(73,536)	(103,971)	<b>(54,171)</b>	(73,536)	(103,971)
FCDU income before income tax	<b>(8,137)</b>	(68,269)	(94,908)	<b>(8,137)</b>	(68,269)	(94,908)
Changes on unrecognized deferred tax assets	<b>(39,799)</b>	(262,055)	76,164	<b>(40,674)</b>	(262,055)	76,164
Effective income tax	<b>₱302,887</b>	₱397,046	₱290,159	<b>₱288,949</b>	₱397,046	₱290,159



### 33. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Parent Company's related parties include key management personnel, close family members of key management personnel, affiliates (i.e. entities which are controlled, significantly influenced by or for which significant voting power is held by the Parent Company or key management personnel or their close family members and retirement plan for the benefit of the Group's employees).

The Parent Company has business relationships with certain related parties. Transactions with such parties are made in the ordinary course of business and on substantially same terms, including interest and collateral, as those prevailing at the time for comparable transactions with other parties. These transactions also did not involve more than the normal risk of collectability or present other unfavorable conditions.

#### Retirement Plans

Under PFRS, certain post-employment benefit plans are considered as related parties. The Parent Company has a business relationship with its defined benefit and contribution plans pursuant to which it provides trust and management services to the plans. Any investments made in the retirement plans are approved by the Parent Company's Retirement Board. The Parent Company's Retirement Board is comprised of senior officers of the Parent Company. Income earned by the Parent Company (presented as 'Income from trust operations' in the statements of income) from such services amounted to ₱4.39 million in 2014, ₱4.18 million in 2013 and ₱4.56 million in 2012. Total deposits maintained by the related party retirement plans with the Parent Company amounted to ₱5.39 million and ₱37.50 million as of December 31, 2014 and 2013, respectively.

#### Key Management Personnel

Key management personnel are those persons with authority and responsibility for planning, directing and controlling the activities of the Parent Company, directly or indirectly. The Parent Company considers the members of the Senior Management Team to constitute key management personnel for purposes of PAS 24.

Total remunerations of key management personnel are as follows:

	2014	2013	2012
Short-term benefits	₱160,244	₱136,532	₱64,008
Post-employment benefits	51,912	40,885	5,906
	₱212,156	₱177,417	₱69,914



Details on significant related party transactions of the Parent Company follow:

Category	December 31, 2014		
	Volume	Outstanding Balance	Nature, Terms and Conditions
<b>Significant investors:</b>			
Deposit liabilities	₱21,877,339	₱21,897,479	Savings and time deposit accounts with annual interest rates ranging from 0.13% to 3.00%.
Interest expense	10,081	–	Branch office leased for five years ending on December 18, 2016, with 5% annual escalation.
Rent expense	7,251	–	Five-year lease, subject for pre-termination with average escalation rate of 7.5%
Rent income	3,713	–	
<b>Affiliate:</b>			
Deposit	1,794	11,703	Demand, savings and time deposit accounts with annual interest rates ranging from 0.13% to 2.00%.
Interest expense	20	–	10-year lease that expired on July 31, 2013, fixed rental rate during the entire term of the contract, renewed in August 2013 for another 10 years.
Rent income	123	–	
<b>Subsidiaries:</b>			
Deposit liabilities	–	263,937	Demand and savings deposit accounts with annual interest rate of 0.13%
Interest expense	1,197	–	Demand, savings and time deposits with a subsidiary closed as of Dec 31, 2014
Interest income	(54)	–	
<b>Key management personnel:</b>			
Deposit liabilities	551,930	623,983	Savings and time deposit accounts with annual interest rates ranging from 0.13% to 3.50%.
Interest expense	7,319	–	Personal loans with average interest rate of 32.90% and average term of 3 years.
Loans	328	1,781	
Interest income	101	–	
<b>Provident Fund:</b>			
Deposit liabilities	(20,350)	5,370	Savings and time deposit accounts with annual interest rates ranging from 0.13% to 3.25%.
Interest expense	539	–	A certain percentage of the monthly ending market value of the fund depending on agreement.
Trust Fee	2,780	–	
<b>Retirement fund:</b>			
Deposit liabilities	(11,759)	23	Savings and time deposit accounts with annual interest rates ranging from 0.13% to 3.25%.
Interest expense	197	–	A certain percentage of the monthly ending market value of the fund depending on agreement.
Trust Fee	1,607	–	



2013			
Category	Volume	Outstanding Balance	Nature, Terms and Conditions
<b>Significant investors:</b>			
Deposit liabilities	₱73,823	₱140	Savings and time deposit accounts with annual interest rates ranging from 0.13% to 3.00%.
Interest expense	2,611	-	
Rent expense	1,806	-	Branch office leased for five years ending on December 18, 2016, with 5% annual escalation.
Rent income	1,033	-	Five-year lease, subject for pre-termination with average escalation rate of 7.5%
<b>Affiliate:</b>			
Deposit liabilities	3,677	9,909	Demand, savings and time deposit accounts with annual interest rates ranging from 0.13% to 2.00%.
Interest expense	207	-	
Rent income	85	-	10-year lease that expired on July 31, 2013, fixed rental rate during the entire term of the contract, renewed in August 2013 for another 10 years..
<b>Key management personnel:</b>			
Deposit liabilities	55,493	72,053	Savings and time deposit accounts with annual interests rates ranging from 0.13% to 3.50%.
Interest expense	411	-	
Loans	150	145	Personal loans with average interest rate of 32.90% and average term of 3 years.
Interest income	11	2	
<b>Provident Fund:</b>			
Deposit liabilities	(57,613)	25,720	Savings and time deposit accounts with annual interests rates ranging from 0.13% to 3.25%.
Interest expense	616	-	
Trust Fee	2,839	-	A certain percentage of the monthly ending market value of the fund depending on agreement.
<b>Retirement fund:</b>			
Deposit liabilities	26,581)	11,782	Savings and time deposit accounts with annual interests rates ranging from 0.13% to 3.25%.
Interest expense	213	15	
Trust Fee	1,337	-	A certain percentage of the monthly ending market value of the fund depending on agreement.
2012			
Category	Volume	Outstanding Balance	Nature, Terms and Conditions
<b>Significant investors:</b>			
Deposit	(₱22,083)	₱66,154	Savings and time deposit accounts with annual interest rates ranging from 0.25% to 1.50%.
Interest expense	272	-	
Rent expense	2,098	-	Five-year lease, ending on December 18, 2016, with 5% annual escalation.
<b>Affiliate:</b>			
Deposit	4,327	6,232	Demand deposit account with annual interest rates ranging from 0.50% to 1.00%.
Interest expense	119	-	
Rent income	60	-	10-year lease that expired on July 31, 2013, fixed rental rate during the entire term of the contract, renewed in August 2013 for another 10 years.
<b>Key management personnel:</b>			
Deposit	16,561	16,561	Savings and time deposit accounts with annual interest rates ranging from 0.13% to 3.50%.
<b>Provident Fund:</b>			
Deposit	11,641	83,333	Savings and time deposit accounts with annual interest rates ranging from 0.50% to 4.50%.
Interest expense	949	-	
Trust Fee	3,099	-	A certain percentage of the monthly ending market value of the fund depending on agreement.
<b>Retirement fund:</b>			
Deposit	22,010	38,363	Savings and time deposit accounts with annual interest rates ranging from 0.50% to 4.50%.
Interest expense	404	54	
Trust Fee	1,463	-	A certain percentage of the monthly ending market value of the fund depending on agreement.



Other Terms and Conditions of Transactions with Related Parties

Outstanding balances at year-end are unsecured and settlement occurs in cash. The Parent Company has not recorded any impairment losses relating to amounts owed by related parties.

Regulatory Reporting

As required by BSP, the Parent Company discloses loan transactions with its associates, affiliates and with certain directors, officers, stockholders and related interests (DOSRI). Existing banking regulations limit the amount of individual loans to DOSRI, 70.00% of which must be secured, to the total of their respective deposits and book value of their respective investments in the lending company within the Parent Company. In the aggregate, loans to DOSRI generally should not exceed total equity or 15.00% of total loan portfolio, whichever is lower.

BSP Circular No. 423 dated March 15, 2004 amended the definition of DOSRI accounts. The following table shows information relating to the loans, other credit accommodations and guarantees classified as DOSRI accounts under regulations existing prior to said Circular, and new DOSRI loans, other credit accommodations granted under said circular:

	Consolidated		Parent	
	2014	2013	2014	2013
Total outstanding DOSRI loans	<b>₱30,343</b>	₱220,983	<b>₱26,373</b>	₱220,983
Total outstanding DOSRI loans granted under regulations existing prior to Circular No. 423	<b>30,343</b>	20,983	<b>26,373</b>	20,983
New DOSRI loans granted under Circular No. 423	–	200,000,000	–	200,000,000
Total outstanding non-DOSRI loans prior to Circular No. 423	<b>29,300,569</b>	19,256,318	<b>27,711,636</b>	19,256,318
Percent of DOSRI loans to total loans	<b>0.10%</b>	1.13%	<b>0.10%</b>	1.13%
Percent of unsecured DOSRI loans to total DOSRI loans	<b>55.33%</b>	5.16%	<b>63.66%</b>	5.16%
Percent of past due DOSRI loans to total DOSRI loans	<b>14.10%</b>	0.03%	<b>1.17%</b>	0.03%
Percent of nonperforming DOSRI loans to total DOSRI loans	<b>13.81%</b>	0.03%	<b>1.17%</b>	0.03%

The amounts of loans disclosed for related parties above differ with the amounts disclosed for key management personnel since the composition of DOSRI is more expansive than that of key management personnel.

BSP Circular No. 560 provides that the total outstanding loans, other credit accommodation and guarantees to each of the bank's/quasi-bank's subsidiaries and affiliates shall not exceed 10.00% of the net worth of the lending bank/quasi-bank, provided that the unsecured portion of which shall not exceed 5.00% of such net worth. Further, the total outstanding loans, credit accommodations and guarantees to all subsidiaries and affiliates shall not exceed 20.00% of the net worth of the lending bank/quasi-bank; and the subsidiaries and affiliates of the lending bank/quasi-bank are not related interest of any director, officer and/or stockholder of the lending institution, except where such director, officer or stockholder sits in the BOD or is appointed officer of such corporation as representative of the bank/quasi-bank. As of December 31, 2014 and 2013, the Parent Company is in compliance with these requirements.

Any violation of the provisions under BSP Circular No. 423 is subject to regulatory sanctions. However, loans, other credit accommodations and guarantees, as well as availments of previously approved loans and committed credit lines that are not considered DOSRI (non-DOSRI) accounts prior to the issuance of BSP Circular No. 423 are not covered by such sanctions for a transition period of two years from the effectivity of the Circular or until said loan, other credit



accommodations and guarantees become past due, or are extended, renewed or restructured, whichever comes later.

### 34. Financial Performance

Basic EPS amounts are calculated by dividing the net income for the year by the weighted average number of common shares outstanding during the year.

The following reflects the income and share data used in the basic earnings per share computations:

	2014	2013	2012
Net income attributable to equity holders of the Parent Company	<b>₱111,930</b>	₱1,632,884	₱984,782
Basic:			
Weighted average number of common shares outstanding (Note 25)	<b>299,565</b>	278,404	278,404
Net income attributable to Parent Company common shareholders per share - basic	<b>0.37</b>	5.87	3.54
Diluted:			
Shares used in the computation of basic net income per share	<b>299,565</b>	278,404	278,404
Dilutive effect of subscribed shares	<b>18,022</b>	-	-
Shares used in the computation of dilutive net income per share	<b>317,587</b>	278,404	278,404
Net income attributable to Parent Company common shareholders per share - diluted	<b>₱0.35</b>	₱5.87	₱3.54

\* Weighted average number of outstanding common shares in 2013 was recomputed after giving effect to the quasi-reorganization on March 8, 2013 (see Note 25).

As of December 31, 2013 and 2012, there are no outstanding dilutive potential common shares.

Before consideration of quasi-reorganization, the EPS of the Parent Company amounted to ₱5.71 in 2012.

The following basic ratios measure the financial performance of the Group and of the Parent Company:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Return on average equity	<b>1.76%</b>	38.58%	25.62%	<b>1.84%</b>	38.58%	25.62%
Return on average assets	<b>0.16%</b>	3.01%	2.26%	<b>0.17%</b>	3.01%	2.26%
Net interest margin	<b>3.99%</b>	4.34%	4.77%	<b>3.98%</b>	4.34%	4.77%



### 35. Notes to Statements of Cash Flows

The amounts of interbank loans receivable and SPURA considered as cash and cash equivalents as of December 31, 2014, 2013 and 2012 follow:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Interbank loans receivables and SPURA shown under statements of cashflows	<b>₱743,164</b>	₱157,879	₱952,555	<b>₱743,164</b>	₱157,879	₱952,555
Interbank loans receivables and SPURA not considered as cash and cash equivalents	<b>89,440</b>	44,671	41,249	<b>89,440</b>	44,671	41,249
	<b>₱832,604</b>	₱202,550	₱993,804	<b>₱832,604</b>	₱202,550	₱993,804

The following is a summary of noncash activities:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Noncash operating activities:						
Additions to loans and receivable from disposal of investment properties (Note 16)	₱-	₱-	₱10,594	₱-	₱-	₱10,594
Additions to investment properties from settlement of loans (Note 16)	<b>115,882</b>	98,233	-	<b>115,882</b>	98,233	-
Noncash investing activities:						
Increase in land due to revaluation (Note 15)	<b>24,278</b>	32,367	19,469	<b>24,278</b>	32,367	19,469
Changes in fair value of AFS investments (Note 12)	-	(371,619)	(312,305)	-	(371,619)	(312,305)
Transfer to property and equipment from investment properties (Notes 15 and 16)	<b>(339,077)</b>	(87,852)	(252,520)	<b>(339,077)</b>	(87,852)	(252,520)

### 36. Offsetting of Financial Assets and Liabilities

The amendments to PFRS 7, require the Parent Company to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreements or similar arrangements. The effects of these arrangements are disclosed in the succeeding table.

December 31, 2013						
Financial assets recognized at end of reporting period by type	Gross carrying amounts (before offsetting)	Gross amounts offset in accordance with the offsetting criteria	Net amount presented in statements of financial position [a-b]	Effect of remaining rights of set-off (including rights to set off financial collateral) that do not meet PAS 32 offsetting criteria		
				Financial instruments	Fair value of financial collateral	Net exposure [c-d]
	[a]	[b]	[c]	[d]		[e]
Financial liabilities						
Bills payable	₱7,852,560,353	₱-	₱7,852,560,353	₱8,459,097,099	₱-	₱-

The amounts disclosed in column (d) include those rights to set-off amounts that are only enforceable and exercisable in the event of default, insolvency or bankruptcy. This includes amounts related to financial collateral both received and pledged, whether cash or non-cash collateral, excluding the extent of over-collateralization.

There are no offsetting arrangements covered by the above disclosure requirements as of December 31, 2014.



---

**37. Approval for Release of the Financial Statements**

The accompanying financial statements were authorized for issue by the BOD of the Parent Company on March 25, 2015.

---

**38. Supplementary Information Under Revenue Regulations 15-2010**

In compliance with the requirements set forth by RR 15-2010 hereunder are the details of percentage and other taxes paid or accrued by the Parent Company in 2014.

Gross receipts tax	₱183,141
Documentary stamp tax	167,660
Local taxes	18,201
Fringe benefit tax	4,866
Others	1,140
	<hr/>
	₱375,008

Withholding Taxes

Details of total remittances in 2014 and outstanding balance of withholding taxes as of December 31, 2014 follow:

	Total Remittances	Balance as of December 31
Final withholding taxes	₱192,227	₱19,838
Withholding taxes on compensation and benefits	238,103	16,497
Expanded withholding taxes	72,121	6,443
	<hr/>	<hr/>
	₱502,451	₱42,778

Tax Assessments and Cases

As of December 31, 2014, the Group has outstanding cases filed in courts for various claims for tax refund amounting to ₱283.81 million reported under 'Other assets' in the statement of financial position.

