

B.1	Shares and voting rights	Y/ N	Reference/Source document
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Y	<p>> Amended By-Laws Articles III Section 5. Proxies</p> <p>"Every shareholder entitled to vote at any meeting of shareholders may so vote by proxy, provided that the proxy....."</p> <p>> Notice of 2019 Annual Stockholders' Meeting "Stockholders of record as of 31 May 2019 shall be entitled to receive and to vote on the above-mentioned items."</p> <p>> Notice of 2020 Annual Stockholders' Meeting "Stockholders of record as of 18 June 2020 shall be entitled to receive this Notice and to vote on the above-mentioned items."</p> <p>DEFAULT ITEM FOR CLASS 2</p>
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	Y	<p>> BPI/MS 2019 General Information Sheet BPI/MS has only one (1) class of shares.</p> <p>DEFAULT ITEM FOR CLASS 2</p>

B.2 Notice of AGM			
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	Y	<p>> Notice of 2019 Annual Stockholders' Meeting > Notice of 2020 Annual Stockholders' Meeting</p>
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	Y	<p>> Notice of 2019 Annual Stockholders' Meeting > Notice of 2020 Annual Stockholders' Meeting</p>

Does the notice of AGM/circulars have the following details:			
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Y	<p>> Notice of 2019 Annual Stockholders' Meeting Item No. 6 Election of Directors (page 2)</p> <p>"The profiles of the nominees of the Board of Directors will be made available for the examination of the Stockholders upon request."</p> <p>> Notice of 2020 Annual Stockholders' Meeting Item No. 6 Election of Directors (page 2)</p> <p>"The profiles of the candidates to the Board of Directors will be made available for the examination of the Stockholders upon request."</p>
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Y	<p>> Notice of 2019 Annual Stockholders' Meeting Item No. 7 Election of External Auditors and Fixing of their Remuneration (page 2)</p> <p>> Notice of 2020 Annual Stockholders' Meeting Item No. 7 Election of External Auditors and Fixing of their Remuneration (page 2)</p>
B.2.5	Has an explanation of the dividend policy been provided?	N/A	NOT APPLICABLE FOR CLASS 2
B.2.6	Is the amount payable for final dividends disclosed?	N/A	NOT APPLICABLE FOR CLASS 2
B.2.7	Were the proxy documents made easily available?	Y	<p>> Notice of 2019 Annual Stockholders' Meeting Proxy Form (page 3) is attached and included in the Notice of 2019 Annual Stockholders' Meeting</p> <p>> Notice of 2020 Annual Stockholders' Meeting Proxy Form (page 3) is attached and included in the Notice of 2020 Annual Stockholders' Meeting</p>

B.3 Insider trading and abusive self-dealing should be prohibited.			
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	Y	BPI/MS Regulation On Insider Trading (R-Com-07) DEFAULT ITEM FOR CLASS 2
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	N/A	NOT APPLICABLE FOR CLASS 2

B.4 Related party transactions by directors and key executives.			
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	Y	Corporate Governance Manual V6 page 23 Part XIII. Governance Policy on Conflict of Interest Item B "B) If an actual or potential conflict of interest should arise on the part of directors, it should be fully disclosed and the concerned director should not participate in the decision making. A director who who has a continuing conflict of interest of a material nature should either resign or, if the Board deems appropriate, be removed from the Board." DEFAULT ITEM FOR CLASS 2

B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?	Y	<p>Related Party Transaction Policy</p> <p>8. RPT Vetting Items 8.5 and 8.6 (page 6)</p> <p>8.5 Related Party Transaction Committee (RPTC) is a Board level committee tasked to review and endorse RPTs that are classified as Material Transactions.</p> <p>8.6 The RPTC shall be composed of at least three (3) Independent and/ or Non-Executive members of the BPI/MS Board, the majority of whom shall be Independent Directors. The Chairperson must be an Independent Non-Executive Director of the Board. Majority of the members, regardless of position, shall constitute a quorum.</p>
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	Y	<p>> Corporate Governance Manual V6 page 12</p> <p>Part VI. Duties and Responsibilities of a Director Item 7.</p> <p>"7. Conduct fair business transactions with BPI/MS and ensure that personal interest do not conflict with BPI/MS's interests; desist from any transaction where there is such a conflict of interest and any transaction that exploits insider information to generate personal gain."</p>

			<p>> Corporate Governance Manual V6 page 23 Part XIII. Governance Policy on Conflict of Interest Item B.</p> <p>"B. If an actual or potential conflict of interest should arise on the part of directors, it should be fully disclosed and the concerned director should not participate in the decision making. A director who has a continuing conflict of interest of a material nature should either resign or, if the Board deems appropriate, be removed from the Board."</p> <p>DEFAULT ITEM FOR CLASS 2</p>
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	Y	DEFAULT ITEM FOR CLASS 2

B.5 Protecting minority shareholders from abusive actions			
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B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	N	<p>2019 BPI/MS Audited Financial Statement Note 20: Related Party Transactions and Balances (pages 17 - 18)</p>
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	Y	<p>> 2019 Audited Financial Statement Note 20: Related Party Transactions and Balances (pages 17 - 18)</p> <p>> Related Party Transaction Policy 8. RPT Vetting Item 8.3 (page 5)</p>