

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?	<p><b>OECD Principle III</b> <b>(A) All shareholders of the same series of a class should be treated equally.</b></p> <p>(1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected.</p> <p><b>ICGN 8.3.1 Unequal voting rights</b> Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both disclosed and justified.</p>	Y	<p><a href="#">&gt; Amended By-Laws Articles III Section 5. Proxies</a></p> <p>"Every shareholder entitled to vote at any meeting of shareholders may so vote by proxy, provided that the proxy...."</p> <p><a href="#">&gt; Notice of Annual Stockholders' Meeting</a></p> <p>"Stockholders of record as of 30 April 2013 shall be the stockholders who will be entitled to notice and to vote at this meeting."</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	BPI/MS has only one (1) class of shares. <a href="#">BPI/MS 2015 General Information Sheet</a>

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?	<p><b>OECD Principle II</b> (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings:</p> <p>(1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.</p> <p>(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p><b>OECD Principle II</b> (A) All shareholders of the same series of a class should be treated equally.</p> <p>(4) Impediments to cross border voting should be eliminated.</p> <p><b>ICGN 8.3.2 Shareholder participation in governance</b> Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.</p> <p><b>ICGN 8.4.1 Shareholder ownership rights</b> The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p>	Y	<a href="#">Notice of 2015 Annual Stockholders' Meeting</a>
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	<a href="#">Notice of 2015 Annual Stockholders' Meeting</a>
<b>Does the notice of AGM/circulars have the following details:</b>				
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?		N	
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?		N	
B.2.5	Has an explanation of the dividend policy been provided?		N	
B.2.6	Is the amount payable for final dividends disclosed?		N	
B.2.7	Were the proxy documents made easily available?	Y	<p><a href="#">Notice of Annual Stockholders' Meeting;</a></p> <p><a href="#">Proxy Form</a></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?	<p><b>OECD Principle III</b> <b>(B) Insider trading and abusive dealing should be prohibited</b></p> <p><b>ICGN 3.5 Employee share dealing</b> Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.</p> <p><b>ICGN 8.5 Shareholder rights of action</b> ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	Y	<a href="#">BPI/MS Policy On Insider Trading (G-Com-05)</a>
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?		Y	<p><a href="#">BPI/MS Policy on Insider Trading (G-Com-05)</a></p> <p>"III.1.1.1: Three (3) calendar trading days before and three (3) calendar trading days after the disclosure of any any material information...."</p>

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?	<p><b>OECD Principle III</b> (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p><b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p><b>ICGN 2.11.2 Director conflicts of interest</b> Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations</p>	Y	<p><a href="#">Corporate Governance Manual page 23</a></p> <p><a href="#">Part XII. Governance Policy on Conflict of Interest Item 2</a></p> <p>"2) 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, the Board deems appropriate, be removed from the Board.</p>
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?		N	

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?	where there might be an appearance of a conflict of interest.	Y	<a href="#">Corporate Governance Manual page 10 Part VI. Duties and Responsibilities of the Board Item g.</a>  "g) Conduct fair business transactions with BPI/MS and ensure that personal interest do not conflict with BPI/MS' interests; desist from any transaction where there is such a conflict of interest and any transaction that exploits insider information to generate personal gain."  <a href="#">Corporate Governance Manual page 23 Part XII. Governance Policy on Conflict of Interest Item 2.</a>  "2) 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.
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

<b>B.5 Protecting minority shareholders from abusive actions</b>				
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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?	<b>OECD Principle III (A) All shareholders of the same series of a class should be treated equally.</b> (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.	N	
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?	<b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.  <b>ICGN 2.11.2 Director conflicts of interest</b> Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.  <b>ICGN 8.5 Shareholder rights of action</b> Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	Y	<a href="#">Corporate Governance Report Governance Structures Section Item I Related Party Transactions (page 7)</a>  <a href="#">2015 Audited Financial Statement Note 20 (page 19).</a>