

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 align="center"> > Amended By-Laws Articles III Section 5. Proxies </p> <p align="center"> <i>"Every shareholder entitled to vote at any meeting of shareholders may so vote by proxy, provided that the proxy "</i> </p> <p align="center"> > Notice of 2016 Annual Stockholders' Meeting </p> <p align="center"> <i>"Stockholders of record as of 02 June 2016 shall be the stockholders who will be entitled to notice and to vote at this meeting "</i> </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 align="center"> BPI/MS has only one (1) class of shares. BPI/MS 2016 General Information Sheet </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 align="center"> Notice of 2016 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 align="center"> Notice of 2016 Annual Stockholders' Meeting </p>
<i>Does the notice of AGM/circulars have the following details:</i>			
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 align="center"> Notice of 2016 Annual Stockholders' Meeting Item No. 6 Election of Directors (page 2) </p>

B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Y	Notice of 2016 Annual Stockholders' Meeting Item No. 7 Election of External Auditors and fixing of their Remuneration (page 2)
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	Notice of 2016 Annual Stockholders' Meeting Proxy Form is attached in the Notice.

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 Policy On Insider Trading (G-Com-05)
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	Y	BPI/MS Policy on Insider Trading (G-Com-05) <i>"III.1.1.1: Three (3) calendar trading days before and three (3) calendar trading days after the disclosure of any any material information...."</i>

B.4 Related party transactions by directors and key executives.			
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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	<p>Corporate Governance Manual page 28 Part XII. Governance Policy on Conflict of Interest Item 2</p> <p>-</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 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	
	Does the company have a policy requiring board members		<p>> Corporate Governance Manual page 12</p> <p>Part VI. Duties and Responsibilities of the Board Item g.</p> <p>-</p> <p>"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."</p>

B.4.3	(directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	Y	<p>> Corporate Governance Manual page 28 Part XII. Governance Policy on Conflict of Interest Item 2.</p> <p><i>"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."</i></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

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	
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>> 2016 Corporate Governance Report G. Related Party Transactions (page 10)</p> <p>> 2016 Audited Financial Statement Note 20 (page 19).</p>