

Tenure/Term Limits of Independent Directors

“Tenure/Term Limits of Independent Directors. Elected members of the Board serve for a one-year term and until their successors are elected. An independent director of the bank may only serve as such for a total cumulative tenure of nine (9) years reckoned from January 1, 2012 after which, the independent director shall be perpetually barred from re-election as such in the Bank, but may continue to qualify for nomination and re-election as a non-independent director. If there is no suitable replacement, the Board may justify the retention of independent directors after serving 9 years subject to the approval by the shareholders during the Annual Shareholders’ Meeting. (Recommendation 5.3)”

(reference: BDO Unibank, Inc.’s Corporate Governance Manual)