SEC FORM-ACGR (FOR PC/RI)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended **December 31, 2025**

2. SEC Registration Number **CS201109703**

3. BIR Tax Identification Number **413-177-215-000**

4. Exact Name of the Issuer as specified in its charter **BDO NETWORK BANK, INC.**

5. Province, Country or other jurisdiction of incorporation or organization **Davao del Sur, Philippines**

6. Address of Principal Office **BDONB Corporate Center, Km. 9, Sasa, Davao City**

7. Postal Code **8000**

8. Issuer's telephone number, including area code **(082) 233-7770**

9. Former name, former address, and former fiscal year, if changed since last report

   N/A

10. Industry Classification Code (For SEC's use only) **Banking**

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS				
	RECOMMENDATION	**COMPLIANT/ NON-COMPLIANT**	**ADDITIONAL INFORMATION**	**EXPLANATION**
THE BOARD'S GOVERNANCE RESPONSIBILITIES				
Principle 1. ESTABLISHING A COMPETENT BOARD				
The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.				
Recommendation 1.1				
1	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	The Board is composed of nine (9) members. The members of the Board are all professionals with expertise in banking, accounting and finance, merchandise marketing, strategy formulation, information technology, risk management, insurance, MSME, Remittance and Agri-Business. See **page 15** of the 2025 Annual Report for the Board Composition. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf For the qualification standards, see Selection, Nomination and Election of Board Members on **pages 11 to 12** of the Revised Corporate Governance Manual https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

2	The Board has an appropriate mix of competence and expertise.	COMPLIANT	The BDONB Board has a diverse and balanced composition. See Board Snapshot on **page 14** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
3	Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	There have been no changes in the personal circumstances of each director that would otherwise disqualify them to remain as Directors. Their individual profiles can be viewed on **pages 23 to 27** in the Board of Directors section of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 1.2				
1	The Board is headed by a competent and qualified Chairperson.	COMPLIANT	The Chairperson of the Board of Directors is Mr. Nestor V. Tan since August 18, 2015. See **page 23** of the 2025 Annual Report for his profile and qualifications. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 1.3				
1	The company provides a policy on training of directors.	COMPLIANT	See **Page 45**, Section IV, Item-Governance Policies, Programs and Procedures {k) Director Orientation and Continuing Education Policy} in the Revised Corporate Governance Manual.	

			https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
2	The company has an orientation program for first-time directors.	COMPLIANT	Director Orientation and Continuing Education Policy is published in the corporate website and can be viewed in Annex O (**page 71**) in the following link: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
3	The company has relevant annual continuing training for all directors.	COMPLIANT	**BDONB directors complied with the annual corporate governance training requirement of four (4) hours in 2025 by participating in the 2025 Corporate Governance Seminar which featured Professor Ian Goldin (Director of Oxford Martin School, University of Oxford), Mr. Steve Martin (CEO, Influence at Work (UK), and Mr. Shai Ganu (Managing Director, WTW) who are global thought leaders that provided them with unique insights on the impact of innovation on business operations and governance, ethical considerations in technology adoption, and strategies for aligning leadership with sustainability and stakeholder trust. The topics included artificial intelligence and ethical governance, consumer trust and digital engagement, and stewardship as a foundation for accountability and long-term value creation.** Please see **page 19** of the 2025 Annual Report.	

			https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 1.4				
1	The Board has a policy on board diversity.	COMPLIANT	BDONB has put in place a Board Diversity which prescribes that a Corporate Governance Committee will consider all aspects of diversity in order to maintain an appropriate balance of skills, background, experience, and knowledge of the Board. Please see **page 8** of the Revised Corporate Governance Manual: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf The BDONB Board has 5 female and 4 male Directors. See Board Snapshot on **page 14** of the 2025 Annual Report https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 1.5				
1	The Board is assisted by a Corporate Secretary.	COMPLIANT	Atty. Joseph Jason M. Natividad is the Corporate Secretary. See **pages 32 to 33**, Section III, Item – Board Operations (Independent Officers) in the Revised Corporate Governance Manual for his duties and functions. See page 28 of the 2025 Annual Report for his qualifications.	

			https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
2	The Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	He is a separate individual	
3	The Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	He is not a member of the Board.	
4	The Corporate Secretary attends annual training/s on corporate governance.	COMPLIANT	See Annex A for the attached Certificate of Attendance of Atty. Joseph Jason Natividad. He attended the 2025 BDO Corporate Governance Seminar held on July 25, 2025.	
Recommendation 1.6				
1	The Board is assisted by a Compliance Officer.	COMPLIANT	The Bank has a dedicated independent Compliance Officer functionally reporting to the Board Audit Committee. She is Ms. Ana Marie R. Acuña. See **pages 34 to 35** of the Revised Corporate Governance Manual for her duties and functions. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-	

			corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	She is a Vice President.	
3	The Compliance Officer is not a member of the board.	COMPLIANT	She is not a member of the Board.	
4	The Compliance Officer attends annual training/s on corporate governance.	COMPLIANT	See Annex B for the attached Certificate of Attendance of Ms. Ana Marie R. Acuña. She attended the 2025 BDO Corporate Governance Seminar held on July 25, 2025.	
Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD				
The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company's articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.				
Recommendation 2.1				
1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the	COMPLIANT	In discharging their fiduciary duty, directors perform functions such as the review and guiding of corporate strategy, risk management policies and procedures, annual budgets and business plans, and monitoring their implementation; the setting financial objectives, monitoring implementation of and corporate performance; and approving the issuance of capital	

	company, shareholders and stakeholders.		stock, distribution of dividends, strategic plans, major capital expenditures, acquisitions, equity investments, fixed assets, mergers, joint ventures, divestments, and significant related party transactions. In 2025, the Board of Directors approved the acts contained in **pages 14 to 18** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 2.2				
1	The Board oversees the development and approval of the company's business objectives and strategy.	COMPLIANT	As provided in the Bank's Revised Corporate Governance Manual (see page 16 – Item b (2) – Specific Duties and Responsibilities of the Board of Directors), the Bank's Board of Directors approve the Bank's strategic objectives and business plans. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf At the Board Meeting of the Bank held on February 21, 2025, the Board discussed the Bank's strategic initiatives particularly on accelerating focused network expansion. The Board actively engages in the affairs of the Bank, keeps abreast of material changes in the Bank's business and	

			regulatory environment, and ensures that the Bank has beneficial influence on the economy. The Board also approves and oversees the implementation of policies governing major areas of the Bank's operations. The Board holds special meetings as may be necessary to discuss strategic matters and critical concerns. See also page 17 of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
2	The Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	During the year, the Board approved, reviewed, and oversaw the Bank's financial budget and capital funding, business targets and strategies, and the release of the 2024 audited financial statements. Its oversight functions include the review of operational and financial performance of senior management and work of the various committees in accordance with their Terms of Reference. As part of its strategy to build a strong business franchise, the Bank received additional equity investment and capital infusion from BDO Unibank and Osmanthus Investment Holdings Pte. Ltd. to support its strong salary and MSME loan growth The Board also oversaw matters related to sustainability, particularly regarding the Bank's alignment with the institutional approach of the BDO Group to transition to a sustainable finance framework through engagement in Technical Working Groups and adoption of policies on energy,	

			water, fuel, and waste management; gender, diversity, and inclusion initiatives of HR, including the incorporation of sustainability commitments in performance reviews; supply chain management; and an employee volunteer program based on sustainable development goals. The Board, **through the Executive Committee, exercises oversight over the Bank's sustainability program and is regularly** updated on sustainability initiatives and policies through close coordination with **Compliance** and the BDO Sustainability Office. The Bank reports on its sustainability strategies through the annual BDO Sustainability Report. (**Pages 17 to 18**) https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 2.3				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	BDONB's Succession Planning Policy covers the steps involved in the (a) identification and development of talents, and (b) assessment and building of succession bench strength to ensure that potential successors are ready to transition to the next key leadership role/position in the Bank. As part of the succession planning and in promotion of dynamism, the Board adopts a policy on retirement for directors and officers. Please see **pages 19 to 20** of the 2025 Annual Report for the Succession Planning. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	

			Please also see **page 12** of the Revised Corporate Governance for the Management and Succession Planning. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
2	The Board adopts a policy for the retirement of directors and key officers.	COMPLIANT	See Policy on Retirement of Directors on Annex S (**page 92**) of Revised Corporate Governance Manual and **pages 19 to 20** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 2.4				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	COMPLIANT	The Bank remuneration policy is geared towards attracting, retaining and motivating employees and members of the Board. See **page 20** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
2	The Board adopts a policy specifying the	COMPLIANT	All qualified employees may be entitled to an annual merit increase in salary, based on their performance for the	

	relationship between remuneration and performance.		immediately preceding year. This has a long-term and compounding effect to the fixed pay, which serves as basis for their retirement benefit. See page 20 of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	The concerned directors are required to recuse in the deliberation.	
Recommendation 2.5				
1	The Board has a formal and transparent board nomination and election policy.	COMPLIANT	The policy for the selection, nomination and election of directors can be found on **pages 11 to 12** of the Revised Corporate Governance Manual published in the BDONB website. Please see **pages 51 to 52** Section IX of the Revised Corporate Governance Manual – Promoting Shareholder Rights/Right to Nominate and Voting Rights. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	See **pages 11 to 12**, Section III, Item – Powers, Duties, Functions and Responsibility of the Board and its Directors (Selection, Nomination and Election of Board Members), and pages 35 to 40, Item – Board Committees of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	COMPLIANT	See **pages 11 to 12**, Section III, Item – Powers, Duties, Functions and Responsibility of the Board and its Directors (Selection, Nomination and Election of Board Members) in the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	COMPLIANT	The short listing of candidates by the Corporate Governance Committee is done by pre-screening and checking the qualifications of nominees from the pool of candidates versus the standard. See **pages 11 to 12**, Section III, Item – Powers, Duties, Functions and Responsibility of the Board and its Directors (Selection, Nomination and Election of Board Members) in the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-	

			corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	COMPLIANT	The Corporate Governance Committee leads in the process of identifying and evaluating nominees for directors. It evaluates the balance of skills, knowledge and experience of the existing Board and the requirements of the Bank. The result of the evaluation determines the role and key attributes that an incoming director should have. See **pages 11 to 12**, Section III, Item – Powers, Duties, Functions and Responsibility of the Board and its Directors (Selection, Nomination and Election of Board Members), and **page 39**, Item – Board Committees (Corporate Governance Committee), in the Revised Corporate Governance Manual and **pages 34 to 35** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	

6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	COMPLIANT	See **pages 11 to 12,** Selection, Nomination and Election of Board Members in the Revised Corporate Governance Manual. This is handled by the Corporate Governance Committee. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 2.6				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	The Board has established policies and procedures on related party transactions (RPTs) in accordance with BSP and SEC regulations. These include definition of related parties, coverage of RPT policy, guidelines in ensuring arm's-length terms, identification and prevention of management potential or actual conflicts of interest, adoption of materiality thresholds, internal limits for individual and aggregate exposures, whistle-blowing mechanisms, and restitution of losses and other remedies for abusive RPTs. Please see Annex I (**pages 39 to 61**) of the Revised Corporate Governance Manual for the Bank's RPT Policy. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee	COMPLIANT	Material related party transactions are vetted and approved by the RPT Committee, composed of at least three (3) members of the Board of Directors, two (2) of whom shall be independent directors, including a chairperson.	

	fairness and transparency of the transactions.		See Related Party Transactions Policy, which can be viewed in Annex I (**pages 39 to 61**) of the Revised Corporate Governance Manual through the following link: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
Recommendation 2.7				
1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	COMPLIANT	See **pages 16 to 17,** Item c (Specific Duties and Responsibilities of the Board of Directors) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf See **page 16** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	

2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	COMPLIANT	See **page 17**, item c.3 (Specific Duties and Responsibilities of the Board of Directors) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf A yearly self-assessment is conducted focusing on the performance of the Board, directors, Committees and senior management, through the Corporate Governance Committee, using an approved set of questionnaires. See **page 18** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 2.8				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by	COMPLIANT	The Key Result Areas Plan (KRA) is the effective performance management framework adopted to ensure that individual performance is tracked versus standards set by Management and Board.	

	the Board and Senior Management.			
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	COMPLIANT	All employees are similarly assessed using the pre-defined KRA, which considers the employees' functions.	
Recommendation 2.9				
1	The Board ensures that an appropriate internal control system is in place.	COMPLIANT	See Internal Control and Risk Management on **page 14** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf The Board Audit Committee also ensures that a review of the effectiveness of the Bank's internal control, including financial, operational and compliance controls and risk management is conducted annually. Please see Annex C (**page 12**) of the Revised Corporate Governance Manual for the Board Audit Committee Terms of Reference.	

			https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	COMPLIANT	The Bank has a Conflict of Interest Policy which enjoins the directors and employees to act in a manner that will serve the best interest of BDO and its shareholders. This requires that all business decisions and actions must be aligned to the principles and values of BDO, and should not be driven by personal motivations or influenced by personal relationships which may interfere in the exercise of objective and independent judgment. Any financial and personal interest or benefit in any transaction involving BDO must be disclosed. When presented with a situation involving a potential conflict of interest, it is necessary to disclose the possible conflict in writing to the Supervising Officer, in case of officer or employee, or to the Board of Directors, in case of Director. Please see Annex K (**page 65**) of the Revised Corporate Governance Manual for the Conflict of Interest Policy https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
3	The Board adopts an Internal Audit Charter.	COMPLIANT	See Annex C for the attached Board-approved Internal Audit Charter.	
Recommendation 2.10				
1	The Board ensures that the company has in place	COMPLIANT	See Internal Control and Risk Management on **page 14** of the Revised Corporate Governance Manual.	

	a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf The Risk Management Committee of the Board, as part of its duties and responsibilities, approves the enterprise risk management framework and written risk management plan developed by management, defining the policies, limits, and strategies for managing and controlling major risks of BDONB. See Section III of its Terms of Reference on Annex D (**page 17**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf The Bank also has in place appropriate tools or methods to identify material credit, market, liquidity and operational risks, which form part of regular reporting to RMC. Additionally, stress tests for identified material risks are performed regularly to determine their impact on capital.	

2	The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	See enterprise risk management framework designed to enhance risk management through a holistic and integrated framework so that all material risks faced by the Bank are identified, measured, evaluated, mitigated, monitored and appropriately managed. See **page 47** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 2.11				
1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	See **pages 7 to 8** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	COMPLIANT	Yes. The Bank's Corporate Governance Manual serves as the Board Charter It clearly states the roles, responsibilities, structure, and powers of the Board of Directors, subject to the provisions of the Corporation Code of the Philippines, BDONB's Articles of Incorporation and By-Laws, other applicable laws or regulations, corporate governance best practices and policies of the Board. See **pages 7 to 40** of the Revised Corporate Governance Manual.	

			https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
3	The Board Charter is publicly available.	COMPLIANT	Yes, The Bank's Corporate Governance Manual serves as the Board's Charter. It is publicly available through the corporate website. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Principle 3. ESTABLISHING BOARD COMMITTEES				
The board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.				
Recommendation 3.1				
1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	The Board has established six (6) Board-Level Committees to assist in the performance of its roles and functions. See Board Governance Framework, pages **36 to 40** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

Recommendation 3.2				
1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	See **pages 36 to 39** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf Yes. See External Audit on **pages 37 to 38** of the Revised Corporate Governance Manual; https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf and Strengthening the External Auditor's Independence on **page 46** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	COMPLIANT	The Audit Committee is composed of at least three (3) members of the board of directors, **all** of whom are independent directors including the Chairperson. See **page 31** of the 2025 Annual Report and **page 38** of the Revised Corporate Governance Manual on the Audit Committee composition. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	See **page 31** of the 2025 Annual Report for the members of the Board Audit Committee, **pages 24 to 25** of the 2025 Annual Report, and **pages 38 to 39** of the Revised Corporate Governance Manual on their qualifications. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
4	The Chairperson of the Audit Committee is not the Chairperson of the	COMPLIANT	The Chairman of the Audit Committee is Ms. Ma. Leonora V. De Jesus, Independent Director. She is not a Chairman of any other	

	Board or of any other committee.		Board Committees. See **page 25** of the 2025 Annual Report and **page 38** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 3.3				
1	The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	See **page 39** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf The function of Corporate Governance Committee includes the nomination and election process for the company's directors and definition the general profile of board members that the company may need, and ensuring that appropriate knowledge, competencies and expertise that complement the existing skills of the Board are adopted as standards and criteria for nomination and election. See Annex E (**page 23**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-	

			corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	COMPLIANT	The Corporate Governance Committee is composed of at least three (3) members of the board of directors, majority of whom **are** independent directors, including the chairperson. See **page 34** of the 2025 Annual Report and **page 39** of the Revised Corporate Governance Manual on membership composition. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 3.4				
1	The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	See Risk Management Committee on **page 39** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	COMPLIANT	The Risk Management Committee is composed of at least three (3) members of the Board of Directors, two (2) of whom are independent directors including the Chairman. See **page 36** of the 2025 Annual Report and **page 39** of the Revised Corporate Governance Manual for the membership composition. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	See **page 36** of the 2025 Annual Report for the members of the Risk Management Committee. All 3 members have extensive banking experience. See **pages 24 to 27** of the 2025 Annual Report for their qualifications. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 3.5				
1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships,	COMPLIANT	Each committee has its own Terms of Reference that clearly defines the composition, duties and responsibilities, which is approved by the Board. These are published in the Bank's website as part of the Annexes of the Revised Corporate Governance Manual.	

	structures, operations, reporting process, resources and other relevant information.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	COMPLIANT	Yes. This is included in the Terms of Reference of each committee.	
Principle 4. FOSTERING COMMITMENT				
To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.				
Recommendation 4.1				
1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance	COMPLIANT	See disclosure on the attendance and participation of directors to Board meetings, which can also be viewed on **page 16** of the Annual Report. The attendance of the directors in the Board level Committee meetings may be found in **pages 30 to 39** of the 2025 Annual Report, while their attendance to shareholders' meetings can be seen in the Minutes of the Annual Stockholders Meeting.	

	with the rules and regulations of the Commission.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf BDONB follows procedures set by SEC and BSP on tele/videoconferencing of board and/or committee meetings. See Board Operations (Meetings) item b. Attendance Requirements on **page 30** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
2	The Directors review meeting materials for all Board and Committee meetings.	COMPLIANT	Materials for Board meetings are sent out to the directors five (5) days ahead of the meeting to enable the directors to prepare diligently for the meetings to evaluate and add value to the items presented, actively participate and contribute meaningfully to the discussions of the Board. Materials on significant events occurring after the initial release of board materials are distributed prior to the meeting to accommodate client requirements and to fully inform the relevant Board Committees and Board of such events. See Board Operations, (Meetings) item b. Attendance Requirements on **page 30** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-	

			corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	The directors are expected to prepare diligently for the meetings to evaluate and add value to the items presented, actively participate and contribute meaningfully to the discussions of the Board. See Board Operations, (Meetings) item b. Attendance Requirements on **page 30** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 4.2				

1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	COMPLIANT	This is part of the Multiple Board Seats Policy on **page 10** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf See pages **23 to 27** of the 2025 Annual Report for the list of directorships in Publicly-Listed/Public Companies and non-PLCs/PCs of the members of the BDONB Board. No director serves as such in more than 5 PLCs/PCs. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 4.3				
1	The Directors notify the company's board before accepting a directorship in another company.	COMPLIANT	This is part of the Multiple Board Seats Policy on **page 10** of the Revised Corporate Governance Manual, which was approved by the Board. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

Principle 5. REINFORCING BOARD INDEPENDENCE				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
Recommendation 5.1				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	COMPLIANT	The Bank's Revised Corporate Governance Manual requires that the Bank's Board shall have a majority of non-executive directors who possess the necessary qualifications per SEC MC No. 24 s. 2019 Code of Corporate Governance for Public Companies. As of the end of 2025, there are eight (8) Non-Executive Directors including independent directors which constitute majority (88.89%) of the Bank's Board. See Board Composition on **page 9** of the Revised Corporate Governance Manual and on **pages 14 to 15** of the 2025 Annual Report, and **pages 23 to 27** for their qualifications. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 5.2				

1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	COMPLIANT	The Bank's Revised Corporate Governance Manual requires that the Bank's Board shall have at least 2 Independent Directors. As of the end of 2025, there are 3 Independent Directors constituting 33.33% of the Bank's Board. See Independent Directors on **page 24** of the Revised Corporate Governance Manual and Composition on **pages 14 to 15** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	COMPLIANT	See Profiles of the Independent Directors on **pages 24 to 25** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such	COMPLIANT	See Tenure/Term Limits of Independent Directors on **page 26** and Annex M (**page 69**) of the Revised Corporate Governance Manual.	

	capacity after the term limit of nine (9) years.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	COMPLIANT	This is part of the Tenure/Term Limits of Independent Directors Policy. As of 2025, all independent directors of the Bank have not served in such capacity for more than nine (9) years. See Annex M (**page 69**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
Recommendation 5.5				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	COMPLIANT	The Chairperson of the Board is Mr. Nestor V. Tan while the President is Mr. Jesus Antonio S. Itchon.	

2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	COMPLIANT	Their roles are separate and distinct from each other to achieve a balance of authority, clear accountability, and better capacity for independent decision making. See Chairperson of the Board and Chief Executive Officer on **page 27 to 29** of the Revised Corporate Governance Manual. The Chairman and CEO have no family relationship. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 5.6				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	COMPLIANT	The Chairperson of the Board is a Non-Executive Director as prescribed by the BSP. The Bank has a Lead Independent Director (Ms. Evelyn Cristina A. Cam) who was appointed by the Board from amongst the Independent Directors. See her functions on **page 24** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 5.7				

1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	COMPLIANT	The Related Party Transactions Policy of the Bank requires any member of the reviewing committee or the Board who has a potential interest in any proposed related party transaction shall abstain from the discussion or deliberation. Please see item d. under the Review and Approval of Related Party Transactions (RPTs) of Annex I (**page 45**) of the Revised Corporate Governance Manual containing the Related Party Transactions Policy of the Bank. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
Recommendation 5.8				
1	The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	COMPLIANT	Independent and Non-Executive Directors (INED) regularly convene meetings with the heads of the control functions (i.e. Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive) as well as the external auditor. These meetings are held without the presence of management or any bank executive, allowing for candid discussions on various matters outside the formal Board Audit Committee and Risk Management Committee meetings. Additionally, the INED engages with the heads of business and operating units to gain deeper insights and foster more comprehensive discussions with the Bank's management. These meetings are chaired by the Lead Independent Director, ensuring structured and effective dialogue. See **page 21** of the 2025 Annual Report.	

			https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
2	The meetings are chaired by the lead independent director, if applicable.	COMPLIANT	These meetings are chaired by the Lead Independent Director, ensuring structured and effective dialogue. See **page 21** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Principle 6. ASSESSING BOARD PERFORMANCE				
The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.				
Recommendation 6.1				
1	The Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	A yearly self-assessment is conducted focusing on the performance of the Board, Directors, Committees and senior management, through the Corporate Governance Committee, using an approved set of questionnaires. See **page 18** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
2	The Chairperson conducts an annual self-	COMPLIANT	Yes, this is part of the yearly Board Self- Assessment. See **page 18** of the 2025 Annual Report.	

	assessment of his performance.		https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
3	The individual members conduct a self-assessment of their performance.	COMPLIANT	Yes, this is part of the yearly Board Self-Assessment. See **page 18** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
4	Each committee conducts a self-assessment of its performance.	COMPLIANT	Yes, this is part of the yearly Board Self-Assessment. See **page 18** of the 2025 Annual Report. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Recommendation 6.2				
1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	COMPLIANT	The Board recognizes the importance and benefits of conducting annual self-assessment to determine its effectiveness. The Board, through the Corporate Governance Committee, undertakes the evaluation of its performance as a collective body, its Committees including the performance of the Chairperson to determine whether they are functioning effectively, pinpoint areas for improvement and assess whether it possesses the right mix of backgrounds and competencies. The Corporate Governance Committee reports the results of the self-assessment to the Board.	

			A Director Peer Evaluation is also conducted annually. Each director is requested to rate his/her colleagues on the Board using a prescribed questionnaire.	
2	The system allows for a feedback mechanism from the shareholders/members.	COMPLIANT	The result of the yearly self-assessment is published either in the Annual Report which is distributed to the shareholders or in the Bank's website hence, they could comment on the information published. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	
Principle 7. STRENGTHENING BOARD ETHICS				
The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
Recommendation 7.1				
1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	COMPLIANT	The Revised Code of Business Conduct and Ethics is published in the corporate website on Annex H (**pages 31 to 38**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	

2	The Code is properly disseminated to the members of Board.	COMPLIANT	The Human Resources Group and the Office of the Corporate Secretary are responsible for overseeing the implementation of this Code in **BDO Network Bank.** For the employees, this was disseminated bankwide through the eNewsgram. All directors and employees were required to sign the Acknowledgment Receipt Form to document that they have read and understand the provisions of the Code. See Annex H (**pages 31 to 38**) of the Revised Corporate Governance Manual https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
3	The Code is disclosed and made available to the public through the company website.	COMPLIANT	The Revised Code of Business Conduct and Ethics is published in the corporate website on Annex H (**pages 31 to 38**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
Recommendation 7.2				
1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	All directors and employees are required to acknowledge that they have read and understood the Code stipulating their compliance with the standards and policies set forth therein. The Code applies at all times to all members of the Board of Directors and BDO Network Bank employees in their dealings with clients, business partners and service providers. See Annex	

			H (**page 31 to 38**) of the Revised Corporate Governance Manual for the Code – Applicability of the Code and Commitment to the Code. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
DISCLOSURE AND TRANSPARENCY				
Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES				
The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.				
Recommendation 8.1				
1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	See **pages 40 to 45** Section IV. Company Disclosure Policies and Procedures of the Revised Corporate Governance Manual https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 8.2				

1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	COMPLIANT	See **page 43** of the Revised Corporate Governance Manual for the Applicability of the Personal Trading Policy to all directors, officers and employees of BDO Network Bank, Inc. and its subsidiaries which is published in the corporate website. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	COMPLIANT	See **page 43** under Personal Trading Policy of the Revised Corporate Governance Manual, wherein within three (3) trading days from booking date, officers with the rank of Senior Vice President and up are required by regulation to report any changes in beneficial ownership to the Securities and Exchange Commission. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 8.3				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The Corporate Governance Manual can be viewed in our website at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

2	The company's MCG is submitted to the SEC.	COMPLIANT	The Corporate Governance Manual was submitted to the SEC on May 6, 2026. It has been posted on the Bank's website on May 8, 2026.	
3	The company's MCG is posted on the company website.	COMPLIANT	The Corporate Governance Manual can be viewed in our website at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 8.4				
1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	COMPLIANT	The 2025 Annual Corporate Governance Report (ACGR) is posted on the Bank's website under Corporate Governance page at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/pdfs/Annual-Corporate-Governance-Report-2025.pdf	
2	The company's ACGR is submitted to the SEC.	COMPLIANT	The Annual Corporate Governance Report (ACGR) was submitted to the SEC on June 30, 2026 pursuant to SEC MC No. 13, s.2021. It can be viewed in our website.	

			https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/pdfs/Annual-Corporate-Governance-Report-2025.pdf	
3	The company's ACGR is posted on the company website.	COMPLIANT	The 2025 Annual Corporate Governance Report (ACGR) is posted on the Bank's website under Corporate Governance page at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/pdfs/Annual-Corporate-Governance-Report-2025.pdf	
Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY				
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.				
Recommendation 9.1				
1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	COMPLIANT	See **page 46** Section V. Strengthening External Auditor's Independence and Improving Audit Quality of the Revised Corporate Governance Manual on the Audit Committee Oversight Function on the External Auditor. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
2	The appointment, reappointment, removal,	COMPLIANT	The Board Audit Committee recommends to the Board the appointment, reappointment, and/or change of external audit.	

	and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.		See its Term of Reference on Annex C (**page 15**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf The reappointment of the external auditor is approved by the Board and shareholders at the 2025 Annual Stockholders Meeting.	
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	COMPLIANT	No such removal or change has happened to date.	
Recommendation 9.2				
1	The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective	COMPLIANT	See Terms of Reference of the Board Audit Committee published in the corporate website on Annex C (**page 15**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	

	oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2	The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	See Terms of Reference of the Board Audit Committee published in the corporate website on Annex C (**page 15**) of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
Recommendation 9.3				
1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	COMPLIANT	Please see **page 32** of the 2025 Annual Report for the non-audit services performed by Punongbayan & Araullo. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	

2	The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	To avoid conflict of interest and impairment of independence, the Board Audit Committee has in place the list of non-audit services, which may not be provided by the External Auditor. See **page 46** third paragraph of Audit Committee Oversight Function in the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING				
The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.				
Recommendation 10.1				
1	The Board has a clear and focused strategy on the disclosure of non-financial information.	COMPLIANT	See **pages 46 to 47** Section VI. Increasing Focus on Non-Financial and Sustainability Reporting and **pages 61 to 62** Section XII. Encouraging Sustainability and Social Responsibility in the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

2	The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	COMPLIANT	BDONB's strategic and operational objectives on EESG matters is covered in BDO's Sustainability Report for 2025. The report can be accessed at: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/sustainability/sustainability-report/bdo-unibank-2025-sustainability-report.pdf https://www.bdo.com.ph/content/dam/bdounibank/en-ph/about-bdo/disclosures/all-disclosures/2026/2025-sec-17-a.pdf	
Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION				
The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.				
Recommendation 11.1				
1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	COMPLIANT	See **page 47** Section VII. Promoting a Comprehensive and Cost-Efficient Access to Relevant Information in the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	

<table>
<tr><td colspan="5">INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS</td></tr>
<tr><td colspan="5">Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS</td></tr>
<tr><td colspan="5">To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management system.</td></tr>
<tr><td colspan="5">Recommendation 12.1</td></tr>
<tr><td>1</td><td>The company has an adequate and effective internal control system in the conduct of its business.</td><td>COMPLIANT</td><td>The Internal Audit Function is centralized with the Parent Bank. The BDO internal audit function adheres to the governing regulations, the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing, Definition of Internal Auditing, and Code of Ethics and certain leading practices and guidance. In assessing controls, BDO Internal Audit employs the COSO Internal Control - Integrated Framework and the Control Objectives for Information and Related Technology.

The Internal Audit Function is reflected on pages 47 to 48 of the Revised Corporate Governance Manual.

https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf</td><td></td></tr>
</table>

2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	See **pages 29 to 30** (Risk Management Objectives and Policies) of the 2025 Annual Report Financial Supplements for the discussion of the Risk Management Framework, risk management procedures and processes, major risks of the Bank and how these are adequately and consistently evaluated, managed, controlled and monitored, and risk governance structure. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report-Financial-Supplements.pdf	
Recommendation 12.2				
1	The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	As provided under the Internal Audit Policy Statement (Internal Audit Charter) for BDO Network Bank which is reviewed and approved annually by the Board Audit Committee: – The purpose of BDO Internal Audit is to provide independent, objective assurance and consulting services designed to add value and improve BDO and subsidiaries operations. – The BDO Internal Audit Head reports functionally to the Board Audit Committee. – The BDO Internal Audit is independent and will have no direct operational responsibility or authority over any of the activities audited. It is free to report audit results, findings, opinions, appraisals and other information through clear reporting line to the BAC.	

			– The Internal auditors are expected to have impartial and unbiased attitude in performing audits and to avoid conflict of interest. The Internal Audit Function is also reflected on **pages 47 to 48** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS				
Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS				
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.				
Recommendation 13.1				
1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	See Section IX. Promoting Shareholders Rights **pages 51 to 56** of the Revised Corporate Governance Manual https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 13.2				

1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	COMPLIANT	BDONB's 2025 Notice and Agenda including Rationale were released on July 16, 17 & 18, 2025 (23 days before the ASM).	
Recommendation 13.3				
1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	COMPLIANT	Disclosed and posted in BDONB website after end of ASM. Documents on the previous ASMs, including Minutes are available at the Stockholders' Meeting page of the Bank's website.	

2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	COMPLIANT	Documents on the previous ASMs, including Minutes are available at the Stockholders' Meeting page of the Bank's website.	
Recommendation 13.4				

1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	See **page 56** of the Revised Manual of Corporate Governance for the Alternative Dispute mechanism. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 13.5				
1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	COMPLIANT	NAME: Mr. Joseph Jason M. Natividad Corporate Secretary TEL. NUMBER: (632) 8840-7000 local 32458 EMAIL ADDRESS: natividad.josephjason@bdo.com.ph	
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	COMPLIANT	Yes. He has been present in all Annual Stockholders' Meeting (ASM). Documents on the previous ASMs, including Minutes are available at the Stockholders' Meeting page of the Bank's website.	
DUTIES TO STAKEHOLDERS				

Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS				
The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.				
Recommendation 14.1				
1	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	The Bank's stakeholders are the shareholders, customers, employees, creditors, suppliers, service providers, counterparties, government, regulators, competitors, and communities in which the Bank operates. See **page 57** of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 14.2				
1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	COMPLIANT	See **pages 57 to 59** Fair Treatment and Protection of Stakeholders of the Revised Corporate Governance Manual for the policies and programs for each type of stakeholders. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION				

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.				
Recommendation 15.1				
1	The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	See **page 60** Section XI. Encouraging Employees Participation of the Revised Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/2026-BDONB-Corporate-Governance-Manual.pdf	
Recommendation 15.2				
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	COMPLIANT	This is embodied in the Revised Code of Conduct and Business Ethics on Conduct Relating to Customers and External Constituencies and Acceptance / Solicitation of Gifts, Bribery and Corruption. See Code in Annex H (**pages 31 to 38**) of the Corporate Governance Manual. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf	
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	The Revised Code of Conduct and Business Ethics is published in the Bank's website and intranet to be accessible to all covered individuals. The implementation of the Code was announced bankwide in the e-Newsgram. Covered individuals were required to sign an Acknowledgment Receipt Form signifying that they have read and understood the policies and programs enunciated in the Code.	

Recommendation 15.3				
1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	COMPLIANT	See Policy on Disclosure of Sensitive or Confidential Matters to Management at Annex J (**pages 62 to 64**) of the Revised Corporate Governance Manual: https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2026-corporate-governance-/Corporate-Governance-Manual-Annex.pdf This is clearly stated in the section on Protecting the Whistle Blower. Reporting Process Reporting may be done thru any available means such as but not limited to SMS text (e.g. BDO Watch), letter, email or phone call directly to the Office of the President (OP) or the appropriate Head of the Unit concerned. For concerns directly involving the President and the other Executive Directors, the report should be addressed to the Board of Directors thru the Office of the Chairperson. For RPT-related concerns, the report should be addressed to the Chairman, Related Party Transactions Committee.	
2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of	COMPLIANT	See Reporting Process above.	

	the Board or a unit created to handle whistleblowing concerns.			
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Under the Policy on Disclosure of Sensitive / Confidential Matters to Management, the implementation of this policy across the BDO Unibank Group is delegated to the Office the Human Resources. As necessary, it may endorse the handling of the investigation to the Cases Management Unit for the necessary action and appropriate recommendation. The Audit Committee, at its discretion, may periodically report the Code of Ethics cases to the Board of Directors. The Compliance Office will address lapses in compliance with regulatory requirements arising from the administrative cases due to the violation of this Code.	
Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY				
The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.				
Recommendation 16.1				
1	The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its	COMPLIANT	See **pages 47 to 48** Corporate Social Responsibility of BDONB in the 2025 Annual Report for its community involvement and environment-related programs. https://www.bdo.com.ph/content/dam/bdounibank/en-ph/mcg-digital-marketing/bdo-network-bank/2025-annual-report/BDO-Network-Bank-2025-Annual-Report.pdf	

	business, while contributing to the advancement of the society where it operates.			

BDO
UNIBANK, INC.

Certificate of Attendance

is presented to

JOSEPH JASON M. NATIVIDAD

for attending and participating in the

2025 Annual Corporate Governance Seminar

Topics:

Artificial Intelligence and its Impact on Business

Changing Consumer Behavior as it Applies to Business and Banking

Stewardship as the Guiding Principle for your Board and People Agenda

July 25, 2025
8:00 am – 12:30 pm
Narra Hall, BDO Towers Valero, Makati City

[redacted]

Atty. Federico P. Tancongco
Senior Vice President & Chief Compliance Officer
BDO Unibank, Inc.

This seminar is accredited by the Securities and Exchange Commission (SEC) per its advisement letter dated 29 July 2025 signed by Atty. Rachel Esther J. Gumtang-Remalante, Director of Corporate Governance and Finance Department, with reference number 202507-032-OD.

Annex B

BDO

UNIBANK, INC.

Certificate of Attendance

is presented to

ANA MARIE R. ACUÑA

for attending and participating in the

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INTERNAL AUDIT GROUP **MEMORANDUM**

DATE : **February 25, 2025**

FOR : **BOARD AUDIT COMMITTEE**

SUBJECT : **BDO NETWORK BANK – INTERNAL AUDIT CHARTER**

We submit for review and approval, the attached updated Internal Audit (IA) Charter (previously referred as IA Policy Statement) for BDO Network Bank (BDONB), which was aligned to the extent applicable, with the latest BDO IA Charter approved by the BDO Board Audit Committee on January 22, 2025 and confirmed/ approved by the BDO Board of Directors on January 31, 2025.

The said BDO IA Charter considered the following:

1. The BSP MORB states that one of the duties and responsibilities of the head of the internal audit function or the chief audit executive is "To ensure that the internal audit function complies with sound internal auditing standards such as the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing xxx." *(Section 163 Internal Audit Function)*

2. The Institute of Internal Auditors (IIA) published the new Global Internal Audit Standards (GIAS) on January 9, 2024, which became effective January 9, 2025.

3. The IIA published the Model Internal Audit Charter tool in March 24, 2024, revised on April 19, 2024, which is aligned with the new GIAS. The said tool highlight the Purpose of Internal Auditing and the internal audit function's commitment to adhere to the GIAS, among others.

Attached also is the existing IA Policy Statement, that was approved by the BDONB Board Audit Committee on July 23, 2024, and confirmed/ approved by the BDONB Board of Directors on July 26, 2024.

[redacted]

JEFFREY M. ALEJANDRO
BDO Chief Audit Executive and Group Head

Internal Audit Charter for BDO Network Bank

I. Purpose

The purpose of the internal audit function [established centrally by the Parent Bank, BDO Unibank, Inc.] is to strengthen BDO Network Bank's ability to create, protect, and sustain value by providing the Board Audit Committee (BAC) and management with independent, risk-based, and objective assurance, advice and insight.

The internal audit function enhances BDO Network Bank's:

- Successful achievement of its objectives.
- Governance, risk management, and control processes.
- Decision-making and oversight.
- Reputation and credibility with its stakeholders.
- Ability to serve the public Interest.

An effective and efficient internal audit function constitutes the third line role in governance and management of risk, including internal control. The internal audit function both assess and complement the operational management, risk management, compliance and other control functions.

The internal audit function is most effective when:

- Internal auditing is performed by competent professionals in conformance with The IIA's Global Internal Audit Standards™, which are set in the public interest.
- The internal audit function is independently positioned with direct accountability to the BAC.
- Internal auditors are free from undue influence and committed to making objective assessments.

Commitment to Adhering to the Global Internal Audit Standards

The internal audit function will adhere to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, which are the Global Internal Audit Standards and Topical Requirements. The chief audit executive will report annually to the BAC and senior management regarding the internal audit function's conformance with the Standards, which will be assessed through a quality assurance and improvement program.

Professional Competence, Due Professional Care, and Professional Ethics

The internal audit function will be composed of professional and competent internal auditors who collectively have the knowledge and experience necessary in the conduct of an effective internal audit on all areas of the Bank's operations. The skill set of the internal auditors will be complemented with appropriate audit methodologies and tools, as well as sufficient knowledge of auditing techniques in the conduct of audit activities.

All internal audit personnel will act with integrity in carrying out their duties and responsibilities. They will respect the confidentiality of information acquired in the course of the performance of their duties and will not use it for personal gain or malicious actions.

II. Mandate

Authority

The BDO Network Bank's BAC grants the internal audit function the mandate to provide the BAC and senior management with objective assurance, advice, and insight. It is a permanent function with scope that is commensurate with the size, nature of operations and complexity of BDO Network Bank.

The internal audit function's authority is created by its direct reporting relationship to the BAC. Such authority allows for unrestricted access to the BAC.

The BAC authorizes the internal audit function to:

- Have full and unrestricted access to all functions, data, records, information, physical property, and personnel pertinent to carrying out internal audit responsibilities. Internal auditors are accountable for confidentiality and safeguarding records and information.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish its objectives.
- Obtain assistance from the necessary personnel of BDO Network Bank and other specialized services from within or outside BDO Network Bank to complete internal audit services.

Independence, Organizational Position, and Reporting Relationships

The chief audit executive will be positioned at a level in the organization that enables internal audit services and responsibilities to be performed without interference from management, thereby establishing the independence of the internal audit function. (See "Mandate" section.) The chief audit executive will report functionally to the BAC and administratively to the President of BDO Unibank, Inc. (Parent Bank). This positioning provides the organizational authority and status to bring matters directly to senior management and escalate matters to the BAC, when necessary, without interference and supports the internal auditor's ability to maintain objectivity.

The chief audit executive will confirm to the BAC, at least annually, the organizational independence of the internal audit function. If the governance structure does not support organization independence, or if the chief audit executive determines that independence or objectivity is impaired either in fact or appearance, the chief audit executive will document the characteristics of the governance structure limiting independence, the details of impairment, and any safeguards employed to achieve the principle of independence. The chief audit executive will disclose to the BAC any interference internal auditors encounter related to the scope, performance, or communication of internal audit work and results. The disclosure will include communicating the implications of such interference on the internal audit function's effectiveness and ability to fulfill its mandate.

Changes to the Mandate and Charter

The internal audit mandate and other aspects of this charter shall be reviewed annually and updated accordingly, for any significant changes in the relevant circumstances and business in general, to ensure that they remain appropriate.

III. Board Audit Committee Oversight

Refer to The Board Audit Committee Terms of Reference

IV. Chief Audit Executive Roles and Responsibilities

Ethics and Professionalism

The chief audit executive will ensure that internal auditors:

- Conform with the Global Internal Audit Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care, and confidentiality. Also, comply with other supplemental standards issued by regulatory authorities/ government agencies.

- Act with integrity in carrying out their duties and responsibilities. They will respect the confidentiality of information acquired in the course of the performance of their duties and will not use it for personal gain or malicious actions.

Objectivity

The chief audit executive will ensure that the internal audit function remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing, and communication. If the chief audit executive determines that objectivity may be impaired in fact or appearance, the details of the impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively such that they believe in their work product, do not compromise quality, and do not subordinate their judgment on audit matters to others, either in fact or appearance.

Internal auditors will have no direct operational responsibility or authority over any of the activities they review. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, or engage in other activities that may impair their judgment.

Internal auditors will:

- Disclose impairments of independence or objectivity, in fact or appearance, to appropriate parties and at least annually, such as the chief audit executive, BAC, management, or others.

- Exhibit professional objectivity in gathering, evaluating, and communicating information.

- Make balanced assessments of all available and relevant facts and circumstances.

- Take necessary precautions to avoid conflicts of interest, bias, and undue influence.

Managing the Internal Audit Function

The chief audit executive has the following duties and responsibilities:

- Demonstrate appropriate leadership and have the necessary skills to fulfill his responsibilities for maintaining BDO Internal Audit's independence and objectivity.

- Be accountable to the BAC on all matters related to the performance of its mandate as provided in the internal audit charter. The chief audit executive shall submit a report to the BAC on the status of accomplishments of the internal audit function, including the findings noted during the conduct of the internal audit as well as status of compliance of concerned departments/ unit.

- Ensure that the internal audit function complies with sound internal auditing standards such as those issued by the Institute of Internal Auditors, and other supplemental standards issued by regulatory authorities/ government agencies.

- Develop an audit plan at least annually, based on robust risk assessment that considers the inputs from the BAC and senior management and to ensure that such plan is comprehensive and adequately covers regulatory matters. The chief audit executive shall also ensure that the audit plan, including any revisions thereto, shall be approved by the BAC.

- Ensure that internal audit function has adequate human resources with sufficient qualifications, knowledge and skills necessary to fulfill the internal audit mandate. In this regard, the chief audit executive shall periodically assess and monitor the skills set of the internal audit function and ensure that there is an adequate development program for internal audit staff.

- Communicate the impact of resource limitations on the internal audit plan to the BAC and senior management.

- Issue an audit report for each audit completed summarizing the significant findings, recommendations, and the responses or planned corrective actions with target dates of audited units. The key results of the audit shall be presented to the BAC and senior management in a timely manner. The audit findings and recommendations shall be subjected to appropriate follow-through until duly addressed.

- Identify and consider trends and emerging issues that could impact BDO Network Bank and communicate to the BAC and senior management as appropriate.

- Consider emerging trends and successful practices in internal auditing.

- Establish and ensure adherence to methodologies designed to guide the internal audit function.

- Ensure adherence to BDO Network Bank's relevant policies and procedures unless such procedures conflict with the internal audit charter or the Global Internal Audit Standards. Any such conflicts will be resolved or documented and communicated to the BAC and senior management.

- Coordinate activities and consider relying upon the work of other internal and external providers of assurance and advisory services. If the chief audit executive cannot achieve an appropriate level of coordination, the issue must be communicated to senior management and, if necessary, escalated to the BAC.

Communication with the BAC and Senior Management

The chief audit executive will submit the Internal Audit's annual closing report to the BAC and senior management covering the following, among others:

- The internal audit function's mandate.
- The internal audit plan and performance relative to its plan.
- Significant revisions to the internal audit plan.
- Confirmation of the organizational independence of the internal audit function, and disclosure on any potential impairments to independence, and on any interference and related implications in determining the scope of internal audit, performing work, and communicating results.
- Results from the quality assurance and improvement program, which include the internal audit function's conformance with The IIA's Global Internal Audit Standards and action plans to address the internal audit function's deficiencies and opportunities for improvement.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus for the BAC.
- Results of assurance and advisory services, including overall assessment of the governance, risk management, controls and operational compliance and the summary of the units audited for the current year with comparative performance rating for the previous year.
- Resource requirements.
- Management's responses to the risk that the internal audit function determines may be unacceptable or acceptance of a risk that is beyond BDO Network Bank's risk appetite.

Quality Assurance and Improvement Program

The chief audit executive will develop, implement, and maintain a quality assurance and improvement program that covers all aspects of the internal audit function. The program will include external and internal assessments of the internal audit function's conformance with the Global Internal Audit Standards, as well as performance measurement to assess the internal audit function's progress toward the achievement of its objectives and promotion of continuous improvement. The program will also assess, if applicable, compliance with laws and/or regulations relevant to internal auditing. Also, if applicable, the assessment will include plans to address the internal audit function's deficiencies and opportunities for improvement.

Annually, the chief audit executive will communicate with the BAC and senior management about the internal audit function's quality assurance and improvement program, including the results of internal assessment s (ongoing monitoring and periodic self-assessments) and external assessments. External assessments will be conducted at last once every five years by a qualified, independent assessor or assessment team from outside BDO Network Bank; qualifications must include at least one assessor holding an active Certified Internal Auditor credential.

V. Scope and Types of Internal Audit Services

The scope of internal audit services covers the entire breadth of the organization, including all BDO Network Bank's activities or processes, systems, units, including outsourced services. The scope of internal audit activities also encompasses but is not limited to objective examinations of evidence to provide independent assurance and advisory services to the BAC and management on the adequacy and effectiveness of governance, risk management, and control processes for BDO Network Bank.

The nature and scope of advisory services may be agreed with the party requesting the service, provided the internal audit function does not assume management responsibility. Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during advisory engagements. These opportunities will be communicated to the appropriate level of management.

VI. Coordination with the External Auditor and Supervisory Authority

The internal audit function shall coordinate with external auditors to avoid duplication of efforts. The approved audit plan and scope, as well as information and documents relevant to an audit/examination by the external auditors or supervisory authority shall be provided upon request.

VII. Outsourcing Internal Audit Activities to External Experts

The internal audit function shall not outsource any of its internal audit activities. However, in case there is a need to outsource certain engagements, either to have access to certain areas of expertise that are not available to the internal audit function or to address resource constraints, it shall be subject to specific BAC review and approval and will exclude areas covered by existing statutes on deposit secrecy.

[redacted]

JEFFREY M. ALEJANDRO
BDO Chief Audit Executive and Group Head

APPROVED BY THE BOARD AUDIT COMMITTEE, BDO NETWORK BANK
(Date: February 25, 2025)

MA. LEONORA V. DE JESUS
BAC Chairperson

EVELYN CRISTINA A. CAM
Member

ANABELLE L. CHUA
Member

SIGNATURES:

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this 2 2 JUN 2026 day of ________ 2026.

[redacted]

NESTOR V. TAN
Chairman

SUBSCRIBED AND SWORN TO before me this 2 2 JUN 2026 day of ________ 2026 affiant exhibited to me his Competent Evidence of Identity as shown below:

Name	Competent Evidence of Identity
NESTOR V. TAN	TIN [redacted]

NOTARY PUBLIC

[redacted]

ATTY. JEFFREY B. OLIVEROS
Appointment No. [redacted]
Notary Public until 31 December 2026
Roll No. [redacted]
IBP No. [redacted] 19 December 2025, PPLM
PTR No. 10767309, 06 January 2026
MCLE Compliance No. [redacted], 15 September 2025
15/F, [redacted] Paseo,
8741 Paseo de Roxas, Makati City

Doc. No. 237;
Page No. 49;
Book No. 4;
Series of 2026.

BDO Network Bank, Inc.
2025 SEC Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at DAVAO CITY, Philippines, this JUN 2 6 2026 day of ______ 2026.

[redacted]

JESUS ANTONIO S. ITCHON
President

SUBSCRIBED AND SWORN TO before me this JUN 2 6 2026 day of _______ 2026 affiant exhibited to me his Competent Evidence of Identity as shown below:

Name	Competent Evidence of Identity
JESUS ANTONIO S. ITCHON	TIN [redacted]

NOTARY PUBLIC

Doc. No. 303;
Page No. 62;
Book No. 3;
Series of 2026.

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[redacted]

ATTY. KELVINN L. BANUELOS, CPA
Notary Public for Davao City
Notarial Commission until Dec. 31, 2027
Roll of Attorneys No. [redacted]
Commission Serial No. [redacted]
IBP No. [redacted] • 12/16/2025 • Pasig City
PTR No. [redacted] • 12/15/2025 • Davao City
MCLE Compliance No. [redacted] valid until [redacted]

IN WITNESS WHEREOF, I have hereunto set my hands at DAVAO CITY, Philippines, this JUN 2 5 2026 day of ________ 2026.

[redacted]

EVELYN CRISTINA A. CAM
Independent Director

SUBSCRIBED AND SWORN TO before me this JUN 2 5 2026 day of _______ 2026 affiant exhibited to me her Competent Evidence of Identity as shown below:

Name	Competent Evidence of Identity
Evelyn Cristina A. Cam	TIN [redacted]

NOTARY PUBLIC

Doc. No. 300;
Page No. 61;
Book No. 3;
Series of 2026.

[redacted]

ATTY. KELVINN L. BANUELOS, CPA
Notary Public for Davao City
Notarial Commission until Dec. 31, 2027
Roll of Attorneys No. [redacted]
Commission Serial No. [redacted]
IBP No. [redacted] • 12/16/2025 • Pasig City
PTR No. [redacted] • 12/15/2025 • Davao City
MCLE Compliance No. [redacted] valid until [redacted]

BDO Network Bank, Inc.
2025 SEC Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this 2 3 JUN 2026 day of _____ 2026.

[redacted]

MA. LEONORA V. DE JESUS
Independent Director

SUBSCRIBED AND SWORN TO before me this 2 3 JUN 2026 day of _____ 2026 affiant exhibited to me her Competent Evidence of Identity as shown below:

Name	Competent Evidence of Identity
MA. LEONORA V. DE JESUS	PASSPORT ID NO. [redacted]

NOTARY PUBLIC

[redacted]

ATTY. JEFFREY B. OLIVEROS
Appointment No. [redacted]
Notary Public until 31 December 2026
Roll No. [redacted]
IBP No. [redacted], 19 December 2025, PPLM
PTR No. [redacted], 06 January 2026
MCLE Compliance No. [redacted] 15 September 2025
15/F, [redacted] Paseo,
8741 Paseo de Roxas, Makati City

Doc. No. 142;
Page No. 30;
Book No. IV;
Series of 2026.

BDO Network Bank, Inc.
2025 SEC Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at **City of Makati** Philippines, this ~~2 2 JUN 2026~~ day of _______ 2026.

[redacted]

ANABELLE L. CHUA
Independent Director

SUBSCRIBED AND SWORN TO before me this ___________ 2 2 JUN 2026 day of _________ 2026 affiant exhibited to me her Competent Evidence of Identity as shown below:

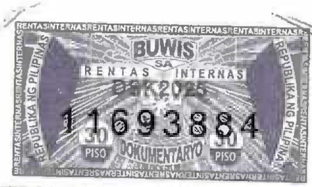
Name	Competent Evidence of Identity
Anabelle L. Chua	TIN [redacted]

NOTARY PUBLIC

[redacted]

ATTY. JEFFREY B. OLIVEROS
Appointment No. [redacted]
Notary Public until 31 December 2026
Roll No. [redacted]
IBP No. [redacted], 19 December 2025, PPLM
PTR No. [redacted], 06 January 2026
MCLE Compliance No. [redacted], 15 September 2025
15/F, [redacted] Paseo,
8741 Paseo de Roxas, Makati City

Doc. No. 238;
Page No. 49;
Book No. 4;
Series of 2026.



BDO Network Bank, Inc.
2025 SEC Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at City of Makati, Philippines, this 2 2 JUN 2026 day of ________ 2026.

[redacted]
JOSEPH JASON M. NATIVIDAD
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 2 2 JUN 2026 day of ______ 2026 affiant exhibited to me his Competent Evidence of Identity as shown below:

Name	Competent Evidence of Identity
JOSEPH JASON M. NATIVIDAD	TIN [redacted]

NOTARY PUBLIC

[redacted]
ATTY. JEFFREY B. OLIVEROS
Appointment No. [redacted]
Notary Public until 31 December 2026
Roll No. [redacted]
IBP No. [redacted], 19 December 2025, PPLM
PTR No. [redacted], 06 January 2026
MCLE Compliance No. [redacted], 15 September 2025
15/F, [redacted] Paseo,
8741 Paseo de Roxas, Makati City

Doc. No. 239;
Page No. 49;
Book No. 4;
Series of 2026.

BDO Network Bank, Inc.
2025 SEC Annual Corporate Governance Report

IN WITNESS WHEREOF, I have hereunto set my hands at DAVAO CITY, Philippines, this JUN 29 2026 day of JUNE 2026

[redacted]
RUTH O. PINGOL
Chief Compliance Officer

SUBSCRIBED AND SWORN TO before me this JUN 29 2026 day of June 2026 affiant exhibited to me her Competent Evidence of Identity as shown below:

Name	Competent Evidence of Identity
Ruth O. Pingol	Tax Identification No. [redacted]

NOTARY PUBLIC

Doc. No. 307;
Page No. 63;
Book No. 3;
Series of 2025.
11693722

[redacted]
ATTY. KELVINN L. BANUELOS, CPA
Notary Public for Davao City
Notarial Commission until Dec. 31, 2027
Roll of Attorneys No. [redacted]
Commission Serial No. [redacted]
IBP No. [redacted] • 12/16/2025 • Pasig City
PTR No. [redacted] • 12/15/2025 • Davao City
MCLE Compliance No. [redacted] valid until [redacted]