



October 26, 2019

**THE PHILIPPINE STOCK EXCHANGE, INC.**

6/F PSE Tower, 5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**  
Head, Disclosure Department

**PHILIPPINE DEALING AND EXCHANGE CORP.**

29<sup>th</sup> Floor, BDO Equitable Tower  
8751 Paseo de Roxas, Makati City 1226

Attention: **Atty. Joseph B. Evangelista**  
Head, Issuer Compliance and Disclosure Department

Ladies and Gentlemen:

Please be informed that the Board of Directors of BDO Unibank, Inc. (the "Bank"), at its regular meeting held today, October 26, 2019, approved the Amendments to the Bank's Articles of Incorporation and By-Laws to conform to the Revised Corporation Code of the Philippines and the Bank's current operations and structure as well as enhance corporate governance. The foregoing shall be endorsed to the Stockholders for approval and ratification.

A summary of the amendments is attached hereto as Annex "A".

Thank you.

Very truly yours,

**MA. CECILIA S. SANTOS**  
First Vice President and Alternate  
Corporate Information Officer

BDO Unibank, Inc.  
BDO Corporate Center  
7899 Makati Avenue  
Makati City 0726  
Philippines  
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**AMENDMENTS TO ARTICLES OF INCORPORATION OF BDO UNIBANK, INC.**

<b>Article No.</b>	<b>From</b>	<b>To</b>
Second	<p>(d) To establish, with approval of the Monetary Board of the Central bank of the Philippines, branches or offices anywhere in the Philippines;</p> <p>(e) To do and perform such acts as are necessary and incident to the purpose which the corporation is organized, and such acts as are legally interest to the business of an expanded commercial bank and consistent with the powers of corporations organized under the laws of the Republic of the Philippines;</p>	<p>(d) To establish, with approval of the Monetary Board of the <b>Bangko Sentral ng Pilipinas</b>, branches or offices anywhere in the Philippines <b>and/or abroad</b>;</p> <p>e) To do and perform such acts as are necessary and incident to the purpose for which the corporation is organized, and such acts as are <b>of legal</b> interest to the business of an expanded commercial bank and consistent with the powers of corporations organized under the laws of the Republic of the Philippines, <b>including but not limited to investments with any institution within or without the Philippines</b>;</p>
Third	That the principal office of the corporation shall be at BDO Corporate Center, 7899 Makati Avenue, Makati City, Philippines; (As amended by the Board of Directors on March 27, 2009 and by the Stockholders on May 29, 2009.)	That the principal office of <b>BDO Unibank, Inc. (the “Bank”)</b> shall be at BDO Corporate Center, 7899 Makati Avenue, in Makati City, Philippines, <b>0726</b> ;
Fourth	That the term for which said corporation is to exist is extended to another FIFTY (50) YEARS from December 20, 2017;	<b>That the Bank shall have perpetual existence.</b>
	All references to “Central Bank” or “Central Bank of the Philippines”	<b>Bangko Sentral ng Pilipinas</b>
	All references to “corporation”	<b>BDO Unibank, Inc. (the “Bank”)</b>

Rationale of the Amendment:

- To conform to the Revised Corporation Code of the Philippines and the Bank’s current operations and structure as well as enhance corporate governance

**AMENDMENTS TO BY-LAWS OF BDO UNIBANK, INC.**

<b>Article and Section Nos.</b>	<b>From</b>	<b>To</b>
Article I, Section 1	<u>Head Office.</u> The head office of the Bank shall be located in Metro Manila, Philippines.	<u>Head Office.</u> The head office of <b>BDO Unibank, Inc. (the “Bank”)</b> shall be located <b>at BDO Corporate Center, 7899 Makati Avenue, Makati City, Philippines, 0726.</b>
Article I, Section 2	<u>Branches.</u> Branches and/ or extension offices may be established at such other places as the Board of Directors may fix in Metro Manila and other locations in the Philippines, with the prior approval of the Monetary Board of the Central Bank of the Philippines.	<u>Branches.</u> Branches and/ or extension offices may be established at such places as the Board of Directors may fix, with the prior approval of the <b>Bangko Sentral ng Pilipinas.</b>
Article II, Section 4	<p align="center">x x x</p> <p>Shares of stock shall be transferred by delivery of the certificate duly indorsed by the owner or his attorney-in-fact or other person legally authorized to make the transfer, but no transfer shall be valid until the transfer is annotated in the stock and transfer book the persons in whose names the shares of stock are registered in the said book shall be deemed the owner thereof for all purposes.</p>	<p align="center">x x x</p> <p>Shares of stock shall be transferred by delivery of the certificate duly indorsed by the owner or his attorney-in-fact or other person legally authorized to make the transfer, but no transfer shall be valid until the transfer is annotated in the stock and transfer book. <b>The</b> persons in whose names the shares of stock are registered in the said book shall be deemed the owner thereof for all purposes.</p>
Article II, Section 6	<u>Loss of Stock Certificates.</u> In case of loss or destruction of any certificate, a duplicate may be issued in accordance with the provisions of the Corporation Code of the Philippines, any amendments or supplements thereto. Before the issuance of a new certificate in case of loss or destruction, the Board of Directors may require such guaranty as it may deem necessary sufficient. (As amended by the Board of Directors and Stockholders on 09 March 2002)	<u>Loss of Stock Certificates.</u> In case of loss or destruction of any certificate, a duplicate may be issued in accordance with the provisions of the Corporation Code of the Philippines, any amendments or supplements thereto. Before the issuance of a new certificate in case of loss or destruction, the Board of Directors may require such guaranty as it may deem necessary <b>and</b> sufficient.
Article II, Section 7	<u>Closing of Stock and Transfer Book.</u> For the purpose of determining the stockholders entitled to notice of or to vote at any stockholders' meeting, or entitled to receive dividends, or for any other purpose, the stock and transfer book shall be closed for such period and the Board Directors may from time	<u>Closing of Stock and Transfer Book.</u> For the purpose of determining the stockholders entitled to notice of or to vote at any stockholders' meeting, or entitled to receive dividends, or for any other purpose, the stock and transfer book shall be closed for such period <b>as</b> the Board Directors may from time to

	<p>to time fix, and during such period no registration of transfers of stock shall be made. In lieu of closing the stock and transfer book, the Board of Directors may fix in advance a certain date as the record date for any such determination of stockholders.</p> <p>In case no record date is fixed and the stock and transfer book has not been officially closed, the date on which notice of the annual meeting is mailed, or on which the resolution of the Board of Directors declaring a dividend is adopted, as the case may be, shall be considered the record date for such determination of stockholders. Once a determination of stockholders entitled to vote at any meeting has been made, such determination shall be applied to any adjournment thereof.</p>	<p>time fix, and during such period no registration of transfers of stock shall be made. In lieu of closing the stock and transfer book, the Board of Directors may fix in advance a certain date as the record date for any such determination of stockholders.</p> <p>- <b>deleted</b> -</p>
Article IV, Section 10	<p><u>Place.</u> All meetings shall be held at any venue in Metro Manila. (As amended by the Board of Directors and Stockholders on 09 March 2002)</p>	<p><u>Place.</u> All meetings shall be held <b>in any of the principal offices of the Bank, or, if not practicable,</b> at any venue in Metro Manila.</p>
Article IV, Section 14	<p><u>Annual Meeting.</u> The annual meeting of the stockholders shall be held during business hours on the last Friday of May of each year.</p>	<p><u>Annual Meeting.</u> The annual meeting of the stockholders shall be held during business hours on <b>any day in April</b> of each year, <b>or if not practicable, on such date as may be fixed by the Board of Directors.</b></p>
Article IV, Section 16	<p><u>Notice of Meeting.</u> Notice of annual meeting or special meeting of stockholders shall be sent either by:</p> <p>(a) Mail, facsimile transmission or electronic mail to each stockholder no less than fifteen (15) days prior to the date set for each meeting, which notice shall state the day, hour and place of the meeting;</p> <p>(b) Publication in newspapers of general circulation published in Metro Manila not less than fifteen (15) days prior to the date set for the meeting, which notice shall state the day, hour and place of the meeting;</p>	<p><u>Notice of Meeting.</u> Notice of annual meeting or special meeting of stockholders shall be sent either by:</p> <p>(a) Mail, facsimile transmission, electronic mail, <b>or other modes as may be allowed under applicable law, rules and regulations,</b> to each stockholder no less than fifteen (15) days prior to the date set for each meeting, which notice shall state the day, hour and place of the meeting; <b>or</b></p> <p>(b) Publication in newspapers of general circulation published in Metro Manila not less than fifteen (15) days prior to the</p>

	<p>PROVIDED, that in all cases where the address of the registered stockholder entitled to vote is outside the territorial limits of the Philippines, a written notice sent by air mail, by facsimile transmission or electronic mail not less than fifteen (15) days prior to the date of the meeting shall be sent to said stockholder. Aside from the date, hour and place of the meeting, the notice shall also state the purpose or purposes for which it is called, in the case of a special meeting, provided that notices of special meetings shall be sent not less than ten (10) days prior to the date set for the meeting. The requisite of notice of meeting, whether annual or special, may however be waived in writing by the stockholders. (As amended by the Board of Directors and Stockholders on 09 March 2002)</p> <p>Failure of or defect in the notice shall not, however, validate any annual meeting of the stockholders or any of the proceedings had thereat, if the business transacted is within the powers of the Bank and all the stockholders were present or represented at the meeting nor shall any defect in the notice or failure to state the purpose or purposes for which a special meeting is called invalidate the same, except when so provided by law. Matters not included in the statement of purposes but which may properly come before the special meeting may be taken up, unless otherwise provided by law.</p>	<p>date set for the meeting, which notice shall state the day, hour and place of the meeting;</p> <p><b>In special meeting, the notice shall be sent not less than ten (10) days prior to the date set for such meeting and</b> shall also state the purpose or purposes for which it is called. The requisite of notice of meeting, whether annual or special, may however be waived by the stockholders: <b>Provided, that attendance by a stockholder at a meeting shall constitute his/her waiver of notice of such meeting.</b></p> <p>Failure of or defect in the notice shall not, however, validate any annual meeting of the stockholders or any of the proceedings had thereat, <i>if</i> the business transacted is within the powers of the Bank and all the stockholders were present or represented at the meeting nor shall any defect in the notice or failure to state the purpose or purposes for which a special meeting is called invalidate the same, except when so provided by law.</p>
<p>Article IV, Section 17</p>	<p><u>Order of Business.</u> The order of business at the annual meeting and, as far as possible, at other meetings of the stockholders shall be:</p> <ol style="list-style-type: none"> <li>1. Roll Call</li> <li>2. Proof of Notice of Meeting</li> <li>3. Certification of Quorum</li> <li>4. Reading and Disposal of Unapproved Minutes</li> <li>5. Annual Reports of Officers and Committees</li> </ol>	<p><u>Order of Business.</u> The order of business at the annual meeting and, as far as possible, at other meetings of the stockholders shall be:</p> <ol style="list-style-type: none"> <li>1. Call <b>to Order</b></li> <li>2. Proof of Notice of Meeting <b>and Determination of Existence of Quorum</b></li> <li>3. <b>Approval of the Minutes of the Previous Annual Stockholders' Meeting</b></li> <li>4. <b>Report of the President and Approval of the Audited Financial Statements of the Preceding Fiscal Year</b></li> </ol>

	<ol style="list-style-type: none"> <li>6. Approval and Ratification of all Actions of the Board of Directors and Management during their term of office.</li> <li>7. Election of Directors</li> <li>8. Appointment of External Auditors</li> <li>9. Unfinished Business</li> <li>10. New Business</li> <li>11. Adjournment</li> </ol> <p style="text-align: center;">x x x</p> <p>The Bank's Board of Directors may constitute a Nominations Committee for the determination of the qualification of nominees for directors composed of at least three (3) members, one of whom is an independent director provided a majority of said Committee's members are themselves directors of the Bank. The Committee shall promulgate the guidelines or criteria to govern the conduct of the nominations. The decision of the Committee as concurred in by a vote of a majority of its members shall be final and binding on the stockholders and may no longer be raised during the stockholders' meeting. (As amended by the Board of Directors and Stockholders on 09 March 2002, and further amended by the Board of Directors on 03 April 2004 and ratified by the Stockholders on 25 June 2004)</p>	<ol style="list-style-type: none"> <li>5. Approval and Ratification of all <b>Acts</b> of the Board of Directors, <b>Board Committees</b> and Management during their terms of office.</li> <li>6. Election of Directors</li> <li>7. Appointment of External Auditor</li> <li>8. <b>Other Matters</b></li> <li>9. Adjournment</li> </ol> <p style="text-align: center;">x x x</p> <p>The Bank's Board of Directors may constitute a Nominations Committee for the determination of the qualification of nominees for directors composed of at least three (3) members, <b>majority</b> of whom <b>are</b> independent directors. <b>The Chairman shall be an independent director.</b> The Committee shall promulgate the guidelines or criteria to govern the conduct of the nominations. The decision of the Committee as concurred in by a vote of a majority of its members shall be final and binding on the stockholders and may no longer be raised during the stockholders' meeting.</p>
<p>Article V, Section 20</p>	<p><u>Election and Tenure of Office.</u> The members of the Board of Directors shall be elected annually by the stockholders, for a term of one (1) year, and shall serve until their successors shall have been duly elected and qualified in accordance with Section 24 of the Corporation Code. The members of the Board of Directors named in the Articles of Incorporation shall hold office until their successors shall have been elected in the next annual stockholders' meeting and shall have qualified.</p>	<p><u>Election and Tenure of Office.</u> The members of the Board of Directors shall be elected annually by the stockholders, for a term of one (1) year, and shall serve until their successors shall have been duly elected and qualified in accordance with the <b>Revised</b> Corporation Code.</p>

<p>Article V, Section 21</p>	<p><u>Chairman and Vice Chairman.</u> x x x</p> <p>The Chairman shall preside at all meetings of the stockholders and the Board of Directors and shall have such powers and duties as the Board of Directors may prescribe. The Vice Chairman and in the absence of the Chairman, shall act in his stead and shall exercise and perform such powers and duties pertaining to the latter as conferred by these By-laws and the resolutions of the Board.</p>	<p><u>Chairman and Vice Chairman.</u> x x x</p> <p>The Chairman shall preside at all meetings of the stockholders and the Board of Directors and shall have such powers and duties as the Board of Directors may prescribe. The Vice Chairman and in the absence of the Chairman, shall act in his stead and shall exercise and perform such powers and duties pertaining to the latter as conferred by these By-laws and the resolutions of the Board <b>of Directors.</b></p>
<p>Article V, Section 22</p>	<p><u>Regular Meetings.</u> The regular meeting of the Board of Directors shall be held at least once a month, on such date/ time and place as may be fixed by Board resolution.</p>	<p><u>Regular <b>and Special</b> Meetings.</u> The regular meeting of the Board of Directors shall be held at least once a month, on such date/ time and place as may be fixed by <b>the Board of Directors.</b></p>
<p>Article V, Section 23</p>	<p><u>Notice of Meeting.</u> Notice shall not be necessary in the regular meetings of the Board. In special meetings, notice shall be in writing and shall state the date, time and place thereof, and the purpose for which it is called. Service of such notice shall be deemed complete upon its delivery at the residence or business address of the Director at least one day before the date of meeting or upon delivery to the Post Office, properly addressed and postage prepaid, in time for it to reach the Director at least one day before the meeting. However, when the urgency of the meeting requires, the Chairman may authorize the Secretary to give the Directors notice by telephone, telegram or, other expeditious means, and such notice shall in all respects be effective as notice in writing. The presence of a Director at the meeting shall be deemed a waiver of any failure, defect or irregularity of the notice with respect to him.</p>	<p><u>Notice of Meeting.</u> Notice shall not be necessary in the regular meetings of the Board <b>of Directors.</b> In special meetings, notice shall state the date, time and place thereof, and the purpose for which it is called. <b>Such notice shall be sent to each</b> Director at least <b>two (2) days</b> before the date of meeting. However, when the urgency of the meeting requires, <b>notice shall be sent in an expeditious manner as may be allowed under applicable law, rules and regulations.</b> The presence of a Director at the meeting shall be deemed a waiver of any failure, defect or irregularity of the notice with respect to him.</p>
	<p>SECTION 24. Order of Business. The order of business at any special meeting of the Board of Directors shall be:</p> <p>1. Opening of the Meeting by the Chairman</p>	<p>- <b>deleted</b> -</p>

	<ol style="list-style-type: none"> <li>2. Reading and Disposal of Unapproved Minutes</li> <li>3. Report of Officers and Committees</li> <li>4. Unfinished Business</li> <li>5. New Business</li> <li>6. Adjournment</li> </ol>	
<p>Article V, Section <b>24</b></p>	<p><u>Quorum.</u> The Directors shall act only as a Board and the individual Directors shall have no power as such. A majority of the Directors shall constitute a quorum at any meeting for the transaction of any business, but a less number may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice. Unless there be a quorum at any meeting, no business may be transacted. Every decision of a majority of such quorum duly assembled as Board on any question or matter submitted to the Board shall be valid as a corporate act.</p>	<p><u>Quorum.</u> The Directors shall act only as a Board <b>of Directors</b> and the individual Directors shall have no power as such. <b>At least two-thirds (2/3)</b> of the Directors shall constitute a quorum at any meeting for the transaction of any business, but a less number may adjourn any meeting from time to time, and the meeting may be continued as adjourned without further notice. Unless there be a quorum at any meeting, no business may be transacted. Every decision of <b>at least two-thirds (2/3)</b> of such quorum duly assembled as <b>a</b> Board on any question or matter submitted to the Board <b>of Directors</b> shall be valid as a corporate act.</p> <p><b>The Directors who cannot physically attend or vote at board meetings can do so through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate in accordance with applicable law, rules and regulations.</b></p>
<p>Article V, Section <b>25</b></p>	<p><u>Vacancies.</u> Vacancies in the Board of Directors occurring during the year for any cause may be filled for the unexpired term of their office by appointment made by the remaining directors, if still constituting a quorum, and the person so appointed shall hold office until his successor shall have been duly elected by the stockholders and qualified. Should the number of Directors be reduced to less than a quorum,</p>	<p><u>Vacancies.</u> <b>For regular vacancies or</b> vacancies in the Board of Directors occurring during the year for any cause, <b>such vacancy</b> may be filled for the unexpired term of their office by appointment made by the remaining directors, if still constituting a quorum, and the person so appointed shall hold office until his successor shall have been duly elected by the stockholders and qualified. Should the number of Directors be reduced to less than</p>



	vacancies in the Board shall be filled at a special stockholders' meeting duly called for that purpose.	a quorum, vacancies in the Board <b>of Directors</b> shall be filled at a special stockholders' meeting duly called for that purpose.  <b>However, for emergency vacancies or when the vacancy prevents the remaining directors from constituting a quorum and emergency action is required to prevent grave, substantial and irreparable loss or damage to the Bank, such vacancy may be temporarily filled from among the Senior Officers of the Bank by unanimous vote of the remaining directors. The action by the designated director shall be limited to the emergency action necessary, and the term shall cease within a reasonable time from the termination of the emergency or upon election for the replacement director at the special stockholders' meeting duly called for the purpose in accordance with the preceding paragraph, whichever comes earlier.</b>
Article V, Section <b>26</b>	<u>Directors's Fees and Other Remuneration.</u>	<b>Renumbering</b>
Article V, Section <b>27</b>	<u>Presiding Officer.</u> The Chairman, or, in his absence or inability, the Chairman of the Board, shall be the Presiding Officer of the Board of Directors.  In the event of the absence, death, incapacity, or permanent disability of both the Chairman and Vice Chairman, the Directors present shall determine who among themselves shall preside over the meeting of the Board.	<u>Presiding Officer.</u> The Chairman, or, in his/ <b>her</b> absence or inability, the <b>Vice</b> Chairman, shall be the Presiding Officer of the Board of Directors.  In the event of the absence, death, incapacity, or permanent disability of both the Chairman and Vice Chairman, the Directors present shall determine who among themselves shall preside over the meeting of the Board <b>of Directors.</b>
Article V, Section <b>28</b>	<u>Powers.</u> The Board of Directors shall direct, manage, and supervise under its collective responsibility the affairs of the Bank. The powers of the Board shall include, but shall not be limited to, the following:  (a) To appoint the officers and such employees as may be deemed necessary for the proper and efficient	<u>Powers.</u> The Board of Directors shall direct, <b>oversee</b> , and supervise under its collective responsibility the <b>corporate</b> affairs of the Bank. The powers of the Board <b>of Directors</b> shall include, but shall not be limited to, the following:

	<p>administration of the affairs of the Bank and to define their respective duties and responsibilities.</p> <p>(b) To determine and fix the compensation of the officers and employees of the Bank.</p> <p>(c) To dismiss any officer or employee for just cause.</p> <p>(d) To fill up any vacancy or vacancies in the Board occurring during the year. When the remaining members of the Board do not constitute a quorum, the Chairman or, in his absence, the Vice Chairman or any other directors designated by the directors present shall call a special stockholders' meeting to fill up the vacancies. The Directors so elected shall hold office until their successors are duly elected and qualified.</p> <p>(e) To create additional positions for officers if and when the volume of business of the Bank demands.</p> <p>(f) To appoint agents, correspondents, and depositories, and to designate the points where they are to be situated.</p> <p>(g) To promulgate rules and regulations to implement the provisions of these By-laws.</p> <p>(h) To pass upon the annual budget of the Bank, which shall be submitted by the Management at least two (2) weeks before the beginning of the succeeding fiscal year.</p> <p>(i) Subject to the authority of the Monetary Board of the Central Bank of the Philippines, to authorize the establishment of branches and/or extension offices at such places as will serve the public interest as well as the best interests of the Bank.</p> <p>(j) To approve all loan applications subject; to such conditions as it may specify.</p> <p>(k) To fix interest rates on loans, as well as deposits, in conformity with existing rules and regulations and with customary banking practices.</p> <p>(l) To delegate to the Chairman of the Board, Vice Chairman, President or to any officer or to any committee of its</p>	<p>(a) to appoint <b>such classes of</b> officers as may be deemed necessary for the proper and efficient administration of the Bank;</p> <p>(b) to dismiss any <b>senior</b> officer for just cause;</p> <p>(c) to fill up any vacancy or vacancies in the Board <b>of Directors</b> occurring during the year. When the remaining members of the Board <b>of Directors</b> do not constitute a quorum, the Chairman or, in his/<b>her</b> absence, the Vice Chairman or any other directors designated by the directors present shall call a special stockholders' meeting to fill up the vacancies. The Directors so elected shall hold office until their successors are duly elected and qualified;</p> <p>(d) to create additional positions for officers if and when the volume of business of the Bank demands;</p> <p>(e) to appoint agents, correspondents, and depositories, and to designate the points where they are to be situated;</p> <p>(f) to promulgate rules and regulations to implement the provisions of these By-laws;</p> <p>(g) to pass upon the annual budget of the Bank, which shall be submitted by the Management at least two (2) weeks before the beginning of the succeeding fiscal year;</p> <p>(h) to approve loan applications <b>in accordance with applicable law, rules and regulations and internal policies of the Bank;</b></p> <p>(i) to delegate to the Chairman, Vice Chairman, President or to any officer or to any committee of its powers whenever deemed necessary for the best interests of the</p>
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	<p>powers whenever deemed necessary for the best interests of the Bank, subject to such conditions or limitations as the Board may impose.</p> <p>(m) From time to time to make such rules and regulations and to introduce amendments thereto as are not inconsistent with these By-laws for the management of the Bank's business and officers.</p> <p>(n) The Board of Directors shall be responsible for the proper administration and management of trust and other fiduciary business. Funds and properties held in trust or in any fiduciary capacity shall be administered with the skill, care, prudence, and diligence necessary under the circumstances then prevailing that a prudent man, acting in like capacity and familiar with such matters, would exercise in the conduct of an enterprise of like character and with similar aims.</p> <p>The powers and responsibilities of the Board shall include, but shall not be limited to, the following:</p> <p>(i) It shall determine and formulate general policies and guidelines on the acceptance, terminations, or closure of trust and other fiduciary accounts; proper administration and management of each trust and other fiduciary accounts; and the investment, reinvestment and disposition of funds or property held in its capacity as trustee or fiduciary;</p> <p>(ii) It shall direct and review the action of the trust committee and all officers and employees designated to manage the trust and other fiduciary accounts, especially in the absence of specific agreements on investments, or in the case of discretionary accounts;</p>	<p>Bank, subject to such conditions or limitations as the Board <b>of Directors</b> may impose;</p> <p><u>(j)</u> from time to time to make such rules and regulations and to introduce amendments thereto as are not inconsistent with these By-laws for the management of the Bank's business and officers; <b>and</b></p> <p><u>(k)</u> <b>to exercise other powers as may be allowed under applicable law, rules and regulations.</b></p>
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	<p>(iii) It shall approve or confirm the acceptance, termination or closure of all trust and other fiduciary accounts and shall record such in its minutes;</p> <p>(iv) Upon the acceptance of an account, it shall immediately review all noncash assets received for management. Likewise, it shall make a review of the trust and/ or fiduciary assets at least once every twelve (12) months to determine the advisability of retaining or disposing of such assets;</p> <p>(v) It shall be responsible for taking appropriate action on the examination reports of supervisory agencies, internal and/or external auditors on the institution's trust and other fiduciary business; and recording such actions thereon in the minutes;</p> <p>(vi) It shall designate the members of the trust committee, the trust officer and subordinate officers of the trust department and shall be responsible for requiring reports from said committee and officers and recording its actions thereon in the minutes;</p> <p>(vii) It shall establish an appropriate staffing pattern and adopt operating budgets that shall enable the trust departments to effectively carry out its functions. It shall likewise be responsible for providing the officers and staff of the department with appropriate training programs in the administration and operation of all phases of trust and other fiduciary business.</p> <p>The Board of Directors may delegate its authority for the acceptance, termination, closure or management of trust and other fiduciary accounts to the trust committee or to the trust officer subject to certain guidelines approved by the board. The trust committee shall consist of at least five (5) members as</p>	
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	<p>follows: three (3) directors to be appointed on a regular rotation basis and who are not operating officers of the Bank nor members of the audit committee, the president of the Bank and the trust officer, provided, however, that the Board of Directors shall be held responsible in general for all acts of such committee or officers.</p> <p>The trust committee shall act within the sphere of authority as provided in these by-laws and/or as may be delegated by the board of directors such as but not limited to, the acceptance and closing of trust and other fiduciary accounts; the initial review of assets placed under the trustee's or fiduciary's custody; the investment, reinvestment and disposition of funds or property; the review and approval of transactions between trust and/or fiduciary accounts; and the review of trust and other fiduciary accounts at least once every twelve months to determine the advisability of retaining or disposing of the trust or fiduciary assets, and/or whether the account is being managed in accordance with the instrument creating the trust or other fiduciary relationship.</p> <p>The board of directors shall designate the Trust Officer to be head of the trust department who shall act and represent the institution in all trust and other fiduciary matters within the sphere of authority provided herein and/or as may be delegated by the board, such as, but not limited to, the administration of trust and other fiduciary accounts; the implementation of policies and instructions of the board of directors and the trust committee; the submission of reports on matters which require the attention of the trust committee and the board of directors; the maintenance of adequate books, records and files for each trust or other fiduciary account; and the maintenance of necessary controls and measures to protect assets under his custody and held in trust or other fiduciary capacity.</p>	
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	<p>The trust department created shall be organizationally, operationally, administratively, and functionally separate and distinct from, other departments and/or businesses of the Bank. The trust department, trust officer and other subordinate officers of the trust department shall only be directly responsible to the Bank's trust committee which shall in turn be only directly responsible to the board of directors. The qualifications of the members of the Trust Committee, the trust Officers and other officers of the trust department shall be subject to the Central Bank regulations. (As amended by the Board of Directors and Stockholders on 26 January 1991)</p>	
<p>Article V, Section <b>29</b></p>	<p><u>Executive Committee.</u> The Board of Directors may create an Executive Committee of three (3) members, with two (2) as alternates. The Executive Committee so created shall have such powers as the Board may specifically designate and shall exist at the pleasure of the Board. The members of the Executive Committee and their alternates, who may all be chosen from among the members of the Board, shall serve for such period as the Board may determine.</p> <p>The presence of two (2) members shall be sufficient for the transactions of business by the Executive Committee.</p>	<p><u>Executive Committee.</u> The Board of Directors may create an Executive Committee <b>composed of at least five (5) members, three (3) of whom must be Directors and the remaining members may be from senior management.</b> The members of the Executive Committee shall serve for such period as the Board <b>of Directors</b> may determine.</p> <p>The presence of <b>at least a majority of the</b> members shall be sufficient for the transactions of business by the Committee.</p>
	<p>Management Committee</p>	<p><b>Deleted</b></p>
<p>Article V, Section <b>30</b></p>	<p><b>New</b></p>	<p><b>Trust and Other Fiduciary Business. Trust and other fiduciary business of the Bank shall be carried out through a trust department which shall be organizationally, operationally, administratively, and functionally separate and distinct from, other departments and/or businesses of the Bank. The trust department, Trust Officer and other subordinate officers of the trust department shall only be directly responsible to the Bank's Trust Committee which</b></p>

		<p>shall in turn be only directly responsible to the Board of Directors.</p> <p>The Board of Directors shall ensure an appropriate degree of independence between the activities of the Bank proper and its trust department.</p> <p>The Board of Directors shall designate the Trust Officer who shall be vested with the management of day-to-day fiduciary activities.</p> <p>The qualifications, duties and responsibilities of the Board of Directors, Trust Committee, Trust Officer and other officers of the trust department shall be in accordance with applicable laws, rules and regulations.</p>
Article V, Section 31	<u>Minutes</u>	<b>Renumbering</b>
Article VI, Section 32	<u>Senior Officers</u>	<b>Renumbering</b>
Article VI, Section 33	<u>The President.</u> The President shall be a member of the Board of Directors and shall be elected by the vote of at least seventy per cent (70%) of all the members of the Board.	<u>The President.</u> The President shall be a member of the Board of Directors and shall be elected by the vote of at least seventy percent (70%) of all the members of the Board <b>of Directors.</b>
	<u>Other Officers</u>	<b>Deleted</b>
Article VI, Section 34	<u>Powers and Duties of the President.</u> The President shall, subject to control and supervision of the Board of Directors, have a direct charge of all business activities of the Bank. He shall provide at all meetings of the stockholders, the Board of Directors and the Executive Committee, reports and data which may be required of him. He shall have such other powers and perform such duties as may be conferred upon and assigned to him by the Board.	<u>Powers and Duties of the President.</u> The President shall, subject to control and supervision of the Board of Directors, <b>be in</b> charge of <b>the</b> business activities of the Bank. He shall provide at all meetings of the stockholders; <b>and</b> the Board of Directors, reports and data which may be required of him. He shall have such other powers and perform such duties as may be conferred upon and assigned to him by the Board <b>of Directors.</b>
Article VI, Section 35	<u>Powers and Duties of the Vice President.</u> The Board of Directors may appoint any number of Vice President of each class as may be deemed necessary. Every Vice President of	<u>Powers and Duties of <b>Senior Officers.</b></u> <b>The senior officers</b> shall have such powers and perform such duties as may be conferred and assigned to <b>them</b> or may from time to time be prescribed by

	each class, and such other senior officers that maybe elected/appointed by the Board, shall have such powers and perform such duties as may be conferred and assigned to him or may from time to time be prescribed by the Board of Directors. (As amended by the Board of Directors and Stockholders on 09 March 2002).	the Board of Directors. (As amended by the Board of Directors and Stockholders on 09 March 2002).
Article VI, Section 36	<p><u>The Treasurer.</u> The Board shall appoint or designate a Treasurer who shall have the custody and control of all the funds, securities and properties of the Bank and perform such duties as may be assigned to him by the Board.</p> <p>He shall render to the President and/or to the Board an account of the financial condition of the Bank, whenever required. At the close of each fiscal year, he shall submit to the Board a financial report of the Bank's operations during the year. He shall keep accurate books on accounts of the Bank.</p>	<p><u>The <b>Corporate</b> Treasurer.</u> The Board <b>of Directors</b> shall appoint or designate a <b>Corporate</b> Treasurer, <b>where appropriate</b>, who shall have the custody and control of all the funds, securities and properties of the Bank and perform such duties as may be assigned to him by the Board <b>of Directors</b>.</p> <p>He shall render to the President and/or to the Board <b>of Directors</b> an account of the financial condition of the Bank, whenever required. At the close of each fiscal year, he shall submit to the Board <b>of Directors</b> a financial report of the Bank's operations during the year. He shall keep accurate books on accounts of the Bank.</p>
Article VI, Section 37	<p><u>The Internal Auditor.</u> The Board shall appoint or designate an Internal Auditor who shall report directly to the Board of Directors. He shall have the following duties, in addition to those which may be prescribed or delegated from time to time by the Board, to wit:</p> <p style="text-align: center;">x x x</p>	<p><u>The Internal Auditor.</u> The Board <b>of Directors</b> shall appoint or designate an Internal Auditor who shall report directly to the Board of Directors. He shall have the following duties, in addition to those which may be prescribed or delegated from time to time by the Board <b>of Directors</b>, to wit:</p> <p style="text-align: center;">x x x</p>
Article VI, Section 38	<p><u>The Corporate Secretary and Assistant Corporate Secretary.</u> The Board shall appoint a Corporate Secretary and one or more Assistant Corporate Secretaries who shall give due notice and keep the minutes of all meetings of the stockholders of the Bank and of the Board of Directors, have custody of the Stock Certificate Book, Stock and Transfer Book, the Corporate Seal, and other records, papers and documents of the Bank, prepare ballots for the annual election and keep a complete and up-to-</p>	<p><u>The Corporate Secretary and Assistant Corporate Secretary.</u> The Board <b>of Directors</b> shall appoint a Corporate Secretary and one or more Assistant Corporate Secretaries who shall give due notice and keep the minutes of all meetings of the stockholders of the Bank and of the Board of Directors, have custody of the Stock Certificate Book, Stock and Transfer Book, the Corporate Seal, and other records, papers and documents of the Bank, prepare ballots for the annual election and keep a complete and</p>



	date roll of the stockholders and their addresses. The Corporate Secretary shall perform such other duties as are incident to his office and those which may be required of him by the Board of Directors. (As amended by the Board of Directors and Stockholders on 09 March 2002)	up-to-date roll of the stockholders and their addresses. The Corporate Secretary shall perform such other duties as are incident to his office and those which may be required of him by the Board of Directors. (As amended by the Board of Directors and Stockholders on 09 March 2002)
	Junior Officers	<b>Deleted</b>
Article VII, Section <b>39</b>	<u>Loans to Directors and Officers.</u> No director or officer of the Bank shall, either directly or indirectly, for himself or as the representative or agent of others, borrow any of the deposits of funds of the Bank, nor shall he become a guarantor, endorser, or surety of loans from the Bank to others, or in any manner be an obligor for money borrowed from the Bank or loaned or loaned by it, except with the written approval of the majority of the directors of the Bank, excluding the director concerned. Any such approval shall be entered upon the records of the Bank and a copy of such entry shall be transmitted forthwith to the appropriate supervising department of the Central Bank of the Philippines. The office of any director or officer who violates the provision of this section shall immediately become vacant.	<u>Loans to Directors and Officers.</u> No director or officer of the Bank shall, either directly or indirectly, for himself or as the representative or agent of others, borrow any of the deposits <b>or</b> funds of the Bank, nor shall he become a guarantor, endorser, or surety of loans from the Bank to others, or in any manner be an obligor for money borrowed from the Bank or loaned or loaned by it, except with the written approval of the majority of the directors of the Bank, excluding the director concerned. Any such approval shall be entered upon the records of the Bank and a copy of such entry shall be transmitted forthwith to the appropriate supervising department of the <b>Bangko Sentral ng Pilipinas</b> . The office of any director or officer who violates the provision of this section shall immediately become vacant.
Article VIII, Section <b>40</b>	Officers Authorized to Sign	<b>Renumbering</b>
Article IX, Section <b>41</b>	<u>Surplus Reserve.</u> Subject to the provisions of law and of the regulations of the Central Bank of the Philippines, the Board of Directors may create a surplus reserve out of the net earnings resulting from the operation of the Bank for such purpose/s as it may deem necessary, proper and convenient.	<u>Surplus Reserve.</u> Subject to the provisions of law and of the regulations of the <b>Bangko Sentral ng Pilipinas</b> , the Board of Directors may create a surplus reserve out of the net earnings resulting from the operation of the Bank for such purpose/s as it may deem necessary, proper and convenient.
Article X, Section <b>42</b>	<u>Declaration of Dividends.</u> Dividends may be declared annually as the Board of Directors may determine. The Board of Directors may declare dividends only from the surplus profits of the Bank, after making proper provisions for the necessary	<u>Declaration of Dividends.</u> Dividends may be declared as the Board of Directors may determine. The Board of Directors may declare dividends only from the surplus profits of the Bank, after making proper provisions for the necessary reserves in

	reserves in accordance with law and the regulations of the Central Bank of the Philippines.	accordance with law and the regulations of the <i><b>Bangko Sentral ng Pilipinas.</b></i>
Article X, Section <b>43</b>	Stock Dividends	<b>Renumbering</b>
Article XI, Section <b>44</b>	Fiscal Year	<b>Renumbering</b>
Article XII, Section <b>45</b>	Inspection by Stockholders	<b>Renumbering</b>
Article XIII, Section <b>46</b>	Amendments, Repeals, New By-laws	<b>Renumbering</b>
Article XIV, Section <b>47</b>	<u>Design.</u> The Board of Directors shall by resolution prescribe a corporate seal which shall be in such a design as the Board may choose.	<u>Design.</u> The Board of Directors shall by resolution prescribe a corporate seal which shall be in such a design as the Board <b>of Directors</b> may choose.
	All references to “Central Bank” or “Central Bank of the Philippines”	<b>Bangko Sentral ng Pilipinas</b>
	All references to “corporation”	<b>BDO Unibank, Inc. (the “Bank”)</b>

Rationale of the Amendment:

- To conform to the Revised Corporation Code of the Philippines and the Bank’s current operations and structure as well as enhance corporate governance