

BANK OF THE PHILIPPINE ISLANDS AUDIT COMMITTEE CHARTER

Section 1 - Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of the Bank of the Philippine Islands (BPI). It shall monitor and evaluate the adequacy and effectiveness of the internal control system, including financial reporting control, and information technology security and control. It shall provide oversight over the:

- Financial reporting, systems of internal controls, risk management and governance process of the Bank
- Internal and external auditors
- Monitoring of compliance with applicable laws, rules, regulations
- Review conducted by the Bangko Sentral ng Pilipinas (BSP)

The Audit Committee shall report regularly to the Board regarding the execution of the Audit Committees’ duties, responsibilities, activities, and any issues encountered and any recommendations.

Section 2 - Committee Membership

The Audit Committee shall be composed of at least three (3) Directors, who shall all be non-executive Board members, majority of whom shall be independent directors including the chairman, preferably with accounting, auditing, or related financial management expertise or experience. The chairman of the Audit Committee shall not be the chairman of the Board, or of any other board-level committees. The Chief Executive Officer, Chief Financial Officer, and/or Treasurer, or officers holding equivalent positions shall not be appointed as members of the Audit Committee.

The selection and appointment of the Audit Committee members, including its Chairman, shall rest with the Board in accordance with the existing rules and regulations.

New Audit Committee members shall be oriented on the Audit Committee’s authorities/duties/ responsibilities and shall be provided with an overview of the company’s internal control organization and risk management systems. The Audit Committee shall also ensure that all members are provided with regular and timely updates on changes in regulatory environment, accounting standards, and best practices in corporate governance and industry.

Section 3 – Meetings and Consent Resolution¹

The Audit Committee shall meet regularly, preferably once a month, at such date, time, and place to be fixed by the Committee. Special meetings shall be convened by any member of the Audit Committee or the Chief Audit Executive anytime as the need arises. The Audit Committee shall meet with nonexecutive members of the Board at least once a year, other than in meetings of the Audit, Risk Oversight, Corporate Governance and Related Party Transactions Committees, in the absence of senior management, with the external auditor, heads of Internal Audit, Compliance and Risk Management functions.¹

The Chief Audit Executive, in consultation with the Secretary of the Board and/or external auditors, shall be responsible for determining meeting agendas and attendees, subject to the overall authority of the Committee. The Committee may request any officer or employee of the Bank, outside counsels, external auditors, or consultants to attend a meeting of the Committee or to meet with any members of the Committee.

- a. While the Committee is governed by the same rules regarding meetings as are applicable to the BPI Board of Directors, the Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, the Articles of Incorporation or By-laws of BPI, or any applicable law.

¹ BPI Manual of Corporate Governance

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- b. Special meetings or actions may be called for as needed.
- c. Action required or permitted to be taken by the Committee may be taken without a meeting by written consents, identical in content, setting out the action taken and signed by all the members of the Committee.
- d. The written consents shall have the same effect as a unanimous vote and may be made in electronic counterparts. The written consents shall be documented as minutes of action.
- e. Unanimous consent resolutions shall be documented as minutes of action. The written actions effective and dated as of the date that the last board or committee member (as the case may be) has given his/her consent by electronic mail, unless a different effectivity date is provided in the resolution.
 - i. Any member of the Committee may request that the proposal for which a written consent is sought be discussed and deliberated upon by the Committee, in which case the proposal shall be included in the agenda of the next meeting.
 - ii. Directors shall be paid a per diem for every decision-making exercise or instance utilizing written unanimous consent resolutions, which is half the per diem allocated in an actual meeting (physical or virtual).
- f. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent (i.e., minutes of action).
- g. The key matters reviewed and approved by the Committee and the minutes of meetings, minutes of action including agenda and supporting materials if needed, are to be presented regularly to the full Board of Directors for confirmation.

The Secretary of the Board, or in his absence, the Assistant Secretary to the Board, shall act as the Secretary of the Committee.

Section 4 - Committee Authority

The Committee is empowered by the Board to:

- a. Investigate any matter within its terms of reference.
- b. Seek any information it requires from employees, all of whom are directed to fully cooperate with the Committee's requests.
- c. Obtain assurances, and when appropriate, reports from Bank officers, external auditors, or outside counsel.
- d. Obtain professional advice at the Bank's expense, and secure the attendance of outsider with relevant experience/expertise whenever deemed necessary.
- e. Invite any director or executive officer to attend its meetings.
- f. Secure adequate resources to enable it to effectively discharge its functions.
- g. Provide oversight over the Audit Committees of subsidiaries.

Section 5 - Duties and Responsibilities

The Audit Committee shall have the following duties and responsibilities:

5.1 General Procedures

- a. Review and reassess the adequacy of this Charter at least annually and submit the revised Charter, if any, to the Board of Directors for re-approval.

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- b. Undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter. The entire assessment process shall be documented and shall form part of the records of the Bank.
 - i. The Audit Committee shall rate its overall level of compliance based on a clear set of criteria based on the self- assessment guidelines.
 - ii. The results of the assessment shall be validated by the Bank's Compliance Officer or the Corporate Governance Committee.
 - iii. A feedback mechanism shall be in place to receive comments from management, internal auditor, general counsel, and external auditor to facilitate dialogue within the organization about possible ways to improve its performance.
- c. Ensure that a review of the effectiveness of the institution's internal controls, including financial, operational, information technology security and control, compliance controls, and risk management, is conducted at least annually.

5.2 Internal Audit

- a. Periodically review and approve the Internal Audit Charter.
- b. Recommends the appointment of the Chief Audit Executive, who shall report directly to the Audit Committee, as well as his/her replacement, reassignment, or dismissal. Formally evaluate the performance of the Chief Audit Executive following the guidelines set forth by BPI for evaluating the performance of other officers.

It shall also maintain internal auditors with sufficient knowledge, skills, experience, and professional certifications to effectively discharge its functions.

- c. Review the effectiveness of the internal audit function of BPI including its independence and the authority of its reporting relationships. Ensure that the Chief Audit Executive is not dependent on any Bank executive or operating officer for the security of his or her position. Additionally, to ensure that the Chief Audit Executive has access to the Board, on a confidential basis, and that the Internal Audit is independent of Bank management, both by intent and actual practice.
- d. Review and approve the annual internal audit risk based plan, as well as resource plan, the audit scope and frequency, and any significant changes to the internal audit plan. It shall also review at the end of calendar year, the implementation of the approved internal audit plan. The Audit Committee should also approve the terms and conditions for outsourcing internal audit services, if any.
- e. Review the final audit reports prepared by the Internal Audit for matters deemed significant by the Chief Audit Executive and ensure that senior management is taking necessary corrective actions in a timely manner to address the weaknesses, non-compliance with policies, laws and regulations, and other issues identified by auditors.
- f. Ensure that internal auditors have free and full access to all the Bank's records, properties, and personnel relevant to and required by its function and that the Internal Audit shall be free from interference in determining its scope, performing its work, and communicating its results.
- g. Ensure that Internal Audit complies with The Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing and Code of Ethics*.

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5.3 External Audit

- a. Recommends to the Board of Directors the appointment, re-appointment, and removal of a BSP/SEC accredited external auditor for the purpose of preparing or issuing an audit report or related work. External auditor shall be selected from the List of Selected External Auditors for BSFIs under the Bank's category. The appointment, re-appointment, and removal of the external auditor must be ratified by the shareholders.
- b. Assess the external auditor's effectiveness, integrity, independence, and objectivity ensuring that key partners and quality control partners of the audit firm are rotated in accordance with the relevant provisions of the Code of Ethics for Professional Accountants in the Philippines as adopted by the Philippine Board of Accountancy and remove the external auditors if circumstances warrant. The Committee shall oversee the resolution of disagreements between management and the external auditors in the event that they arise.
- c. Review with the internal auditor/management the scope of the proposed external audit for the current calendar year, considering the coordination of internal and external audit procedures to promote an effective use of resources and ensure a complete but non-redundant audit.
- d. Ensure that the scope of the proposed external audit likewise cover areas prescribed by Bangko Sentral and other regulators. This include:
 - (1) Review of the adaption of applicable reporting framework as well as the assessment of the accuracy, adequacy, and reliability of accounting records and financial reports;
 - (2) Assessment of the propriety and adequacy of disclosures in the financial statements;
 - (3) Assessment of the adequacy and effectiveness of internal controls and risk management systems;
 - (4) Assessment of the quality of capital in relation to risk exposures; and
 - (5) Evaluation of the quality of corporate governance.
- e. Approve all audit and non-audit services, including its fees, to be provided by the external auditor to the Bank and its subsidiaries. The Committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to its independence. The non-audit work, if allowed, shall be disclosed in the Bank's annual report and Annual Corporate Governance report.

Review the external audit fees and recommend it for approval by the Board. Approved external audit fees must be ratified by the shareholders.

- f. Ensure that in the selection of external auditor
 - i. no external auditor may be engaged by the Bank if he or any member of his/her immediate family had or has committed to acquire any direct or material indirect financial interest in the Bank;
 - ii. the external auditor and the members of the audit team do not have/shall not have outstanding loans or any credit accommodation (except credit card obligations) with the Bank at the time of signing the engagement and during the engagement.
- g. Ensure that external auditors have free and full access to all the Bank's records, properties, and personnel to enable them to perform their audit functions.

5.4 Financial Statements and Disclosure Matters

- a. Review and discuss with management the quarterly and half year financial reports, and with the external auditor, the annual financial statements before submission to the Board, focusing on changes in accounting policies and practices, major judgmental areas, significant adjustments resulting from the audit, going concern assumptions, compliance with accounting standards/

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financial reporting regulations, and compliance with tax, legal, regulatory, and stock exchange requirements;

- b. Review and discuss with management and the external auditor significant financial reporting issues and judgments made in connection with the preparation of the BPI's financial statements, including any significant changes in the BPI's selection or application of accounting principles, any major issues as to the adequacy of the BPI's internal controls, unusual or complex transactions including all related party transactions, and any special steps adopted in light of material control deficiencies;
- c. Review with the external auditor any problems or difficulties encountered and management's response; review the external auditor's attestation and report on management's internal control report, and hold timely discussions with the external auditors regarding the following:
 - i. all critical accounting policies and practices;
 - ii. all alternative treatments of financial information within Generally Accepted Accounting Principles (GAAP) and the International Accounting Standards (IAS) that have been discussed with management, implications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor;
 - iii. other material written communications between the external auditor and management including, but not limited to, the management letter, audit adjustments, and schedule of unadjusted differences;
 - iv. an analysis of the auditor's judgment as to the quality of the BPI's accounting principles, setting forth significant reporting issues and judgments made in connection with the preparation of the financial statements.
- d. Receive and review reports of external auditors, including reports of regulatory agencies, and ensure that management is taking appropriate corrective actions in a timely manner in addressing control and compliance functions with regulatory agencies.

5.5 Internal Controls

- a. Ensure that a review of the internal auditors' evaluation of the overall effectiveness of the Bank's internal controls, including financial, operational, information technology security and control, compliance controls, and risk management, is conducted at least annually.
- b. Discuss with management the Bank's major risk exposures and the steps management has taken to monitor and control such exposures, including the Bank's risk assessment and risk management processes, policies, controls, and governance processes.
- c. Oversee the quality of compliance by operating management in their performance of the following tasks:
 - i. Employing the proper documentation to ensure enforceability of rights and contracts;
 - ii. Employing appropriate technology and operating hardware and software systems to ensure the proper recording, storage, retrieval and analysis of transaction data;
 - iii. Installing the appropriate control mechanisms, systems and processes (e.g., policy manuals, risk measurement and control systems, performance reports, internal audit programs, reviews and reports, external audit program and reports, etc.) to ensure the identity & authority of counterparties, the validity and integrity of transactions and data, and the competent management of risks;

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- iv. Ensuring the preparation and implementation of contingency plans to ensure business continuity in the event of any major crisis;
 - v. Ensuring the alignment of financial accounting, measurement, reporting and auditing methodologies and practices with international standards and best practices;
 - vi. Ensuring full compliance with the law and regulations and the specific requirements of the BSP, SEC, OIC, AMLC and other regulatory bodies, where applicable.
- d. Ensure that the Bank maintains its compliance with the international standards on accounting processes, practices, and methodologies.
 - e. Ensure sound operation of a transparent financial management system that will ensure the integrity of internal control activities throughout BPI through procedures and policies that will be used by the entire organization.
 - f. Ensure that the Bank has a framework for fraud prevention and detection including, whistleblower policy/program by which officers and staff shall, in confidence, raise concerns about possible improprieties or malpractices in matters of financial reporting, internal control, auditing or other issues to persons or entities that have the power to take corrective action. It shall ensure that arrangements are in place for the independent investigation, appropriate follow-up action, and subsequent resolution of complaints.

5.6 Compliance Function

- a. Oversee the Compliance System by periodically reviewing the Bank's compliance policy/program.
- b. Review the quarterly update prepared by the Compliance and AML Unit to evaluate the extent to which the bank is managing its risks. It shall ensure that senior management is taking necessary corrective actions in a timely manner to address the compliance issues.
- c. Review and approve the annual Compliance and AML Unit work plan, including scope and frequency. It shall also review the implementation of the approved work plan.

Section 6 – Support

The Internal Audit of BPI shall support the Audit Committee in the rendition of its function.