COVER SHEET

					2	4	2	2	1

SEC Registration No.

BANK OF COMMERCE

Company's Full Name

SAN MIGUEL PROPERTIES
CENTRE (SMPC)
NO. 7 ST. FRANCIS STREET
MANDALUYONG CITY 1550

Business Address: No. Street City/Town/Province

Contact Person	Company Telephone Number
Janz Hanna Ria N. Serrano	8982-6000

Fiscal Year	Form Type	Annual Meeting (Month Day)
12 22	20-IS Preliminary Information Statement	April 26

Secondary License Type, if applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document ID

Cashier

STAMPS

Bank of Commerce
An affiliate of San Miguel Corporation

NOTICE OF ANNUAL STOCKHOLDERS' MEETING
April 3, 2022

The Annual Meeting of the Stockholders of Bank of Commerce (the Bank) will be held on **April 26, 2022, Tuesday, at 2:00 P.M.** For the health and safety of the stockholders and all persons concerned in light of the risks associated with the COVID-19 pandemic, the Bank will not hold a physical meeting and will instead conduct the meeting virtually, as authorized by resolution of the Board of Directors on 22 February 2022.

The Agenda of the Meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of Special Stockholders' Meeting held on 9 November 2021
4. Presentation of the Annual Report
5. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
6. Confirmation of Bank's Significant Transactions with its DOSRI and Related Parties
7. Approval of Amendment to SECOND Article of the Amended Articles of Incorporation of the Bank to Change its Purpose from a Commercial Bank to a Universal Bank, and to correct identified typographical errors
8. Approval of Amendments to Sections 2 and 4 of Article III of the Amended By-Laws of the Bank to conform with Sections 28 and 52 of the Revised Corporation Code, and to correct identified typographical errors
9. Election of the Board of Directors
10. Appointment of External Auditor
11. Adjournment

Stockholders who would like to attend the meeting must advise the Bank on or before **April 16, 2022**, by sending the following information to stockholders@bankcom.com.ph: (1) Name; (2) E-mail address; (3) Contact number; (4) Postal address; and (5) scanned copy of any valid government-issued ID with photo of the stockholder, to obtain the link for the 2022 Annual Stockholders' Meeting.

Stockholders may visit the Bank's website at https://www.bankcom.com.ph/disclosure to download copies of (a) the Minutes of the Special Stockholders' Meeting on 09 November 2021 and (b) the proxy form/ballot.

Ballots and proxies may be submitted via email to stockholders@bankcom.com.ph, which submission shall be duly acknowledged and validated by the SMC Stock Transfer Service Corporation. For an individual, the submission must be accompanied by a copy of a government-issued ID with photo, as proof of identification. For a corporation, its proxy the submission must be accompanied by a certification from its Corporate Secretary stating the corporate officer's authority to represent the corporation in the meeting. In the event that the Covid-19 alert level status restricts the movement of persons and makes submission of the originally signed ballots, proxies and notarized Secretary's

Certificate difficult, these documents shall be submitted to the SMC Stock Transfer Service Corporation within a reasonable time after the Annual Stockholders' Meeting.

During the meeting, the Bank shall entertain questions and comments from the stockholders after the presentation of the Annual Report. Questions and comments must be submitted either in advance by email to stockholders@bankcom.com.ph or during the meeting by posting the questions and comments in the feedback box that will be made available. Priority will be given to questions sent in advance. Questions which are not answered during the meeting shall be forwarded to the Office of the Corporate Secretary for the appropriate response.

The deadline for submission of the proxy and ballot is on **April 16, 2022**. Validation of proxies and ballots will be on **April 21, 2022** at 10:00AM at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City, Philippines. Only stockholders who have notified the Bank of their intention to participate through remote communication as above-described and have been validated by the Office of the Corporate Secretary to be stockholders of record of the Bank as of **April 4, 2022** will be considered in computing stockholder attendance at the meeting together with the stockholders attending through proxies.

EVITA C. CABALLA
Corporate Secretary

BALLOT/PROXY

Please mark as applicable:

☐ VOTE BY BALLOT : The undersigned stockholder of Bank of Commerce (the "Bank") casts his/her/its vote on the agenda items for the annual meeting of stockholders of the Bank scheduled on 26 April 2022, Tuesday, at 2:00 pm to be held virtually, expressly indicated with "X" below in this ballot.

☐ VOTE BY PROXY : The undersigned stockholder of the Bank appoints: **The Chairman of the Board of Directors of the Bank**, or in his absence, **The Vice Chairperson of the Board of the Directors of the Bank**, or in her absence, **The President of the Bank**, or in his absence, **The Chairman of the April 26, 2022 Annual Meeting of the Stockholders** as his/her/its proxy, to represent and vote all shares registered in the name of the undersigned as fully as he/she/it could do if present and voting in person, ratifying all actions taken on matters that may properly came before such meeting or its adjournment(s). The undersigned directs the proxy to vote on the agenda items which have been expressly indicated with "X" below. If the undersigned fails to indicate his/her/its vote in the items specified below, its proxy shall vote in accordance with the recommendation of Management, Management recommends a "FOR ALL" vote for proposal 1, and a "FOR" vote for proposals 2 through 8.

PROPOSAL	**ACTION**		
	FOR ALL	WITHHOLD FOR ALL	EXCEPTION
1. Election of Directors			
The Nominees for Directors are: (1) Francis Chua, (2) Benedicta A. Du-Baladad, (3) Michelangelo R. Aguilar, (4) Roberto C. Benares, (5) Fe B. Barin, (6) Carolina G. Diangco, (7) Marito L. Platon, (8) Mariano T. Katipunan, Jr., (9) Melinda S. Gonzales-Manto and (10) Alexander R. Magno The Nominees for Independent Directors are: (1) Jose C. Nograles, (2) Rebecca Maria A. Ynares, (3), Ricardo D. Fernandez (4) Dennis Gabriel M. Montecillo and (5) Winston A. Chan. *INSTRUCTIONS: To withhold authority to vote for any individual nominee(s) for Management, please mark Exception box and list the name(s) under.*			
	FOR	AGAINST	ABSTAIN
2. Approval of the Minutes of Special Stockholders' Meeting held on 09 November 2021			
3. Approval of the Annual Report of the Bank for year ended December 31, 2021			
4. Ratification of all the Acts and Proceedings of the Board of Directors and Corporate Officers since the 2021 Annual Stockholders' Meeting			
5. Confirmation of Bank's 2021 Significant Transactions with its DOSRI and Related Parties			
6. Approval of Amendment to SECOND Article of the Amended Articles of Incorporation of the Bank to Change its Purpose from a Commercial Bank to a Universal Bank, and other typographical corrections			
7. Approval of Amendments to Sections 2 and 4 of Article III of the Amended By-Laws of the Bank to conform with Sections 28 and 52 of the Revised Corporation Code, and other typographical			

corrections			
8. Appointment of R.G. Manabat & Company CPAs as external auditors of the Bank	X		

Signed this, ______________________.

________________________________ ____

PRINTED NAME OF SHAREHOLDER PRINTED NAME OF AUTHORIZED SIGNATORY

This Ballot/Proxy should be received by the Corporate Secretary on or before **April 16, 2022**. A proxy may be revoked by the stockholder either in an instrument in writing duly presented and recorded with the Corporate Secretary, prior to the scheduled meeting, or by the personal presence of the stockholder at the meeting.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box :
   [√] Preliminary Information Statement
   [ ] Definitive Information Statement

2. Name of Registrant as specified in its charter :
   BANK OF COMMERCE

3. Province, country or other jurisdiction of incorporation or organization :
   Metro Manila, Philippines

4. SEC Identification Number :
   24221

5. BIR Tax Identification Code :
   000-000-440-440-000

6. Address of principal office :
   San Miguel Properties Centre (SMPC), No. 7 St. Francis Street, Mandaluyong City, Metro Manila, Philippines

   Postal Code :
   1550

7. Registrant's telephone number, including area code :
   (02)8982-6000

8. Date, time and place of the meeting of security holders :
   Date : **26 April 2022, Tuesday**
   Time : **2:00 PM**
   Place **: via remote communication**

9. Approximate date on which the Information Statement is first to be sent or given to security holders :
   01 April 2022

10. In case of Proxy Solicitations:
    Name of Person Filing the Statement/Solicitor: **N/A**
    Address and Telephone No.: **N/A**

11. Securities registered pursuant to Sections 8 and 12 of the SRC:

Title of Each Class	Number of Shares of Common Stock Outstanding and Approximate Amount of Debt Outstanding (As of February 28, 2022)
Common	1,403,013,920[1]
Debt Outstanding	0
Note: Total Outstanding Shares are:	
Common	1,122,411,120
Preferred	416,666,670

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes[2] __√____ No _______

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

PHILIPPINES STOCK EXCHANGE – Common Shares

[1] Total number of common shares registered as per SEC Order of Registration dated 15 March 2002, comprising of 1,122,411,120 issued and outstanding common shares and 280,602,800 offer shares to be offered and sold by way of Initial Public Offering.

[2] Estimated listing date of shares is 31 March 2022.

INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Annual Stockholders' Meeting

The annual stockholders' meeting of **Bank of Commerce** (the "Bank" or "BankCom") will be held on **April 26, 2022** at **2:00 p.m.** via remote communication or virtually. The complete mailing address of the principal office of the Bank is San Miguel Properties Centre (SMPC), No. 7 St. Francis Street, Mandaluyong City 1550, Metro Manila, Philippines.

The Information Statement and proxy form are first to be sent to the security holders approximately on **April 1, 2022.** The Information Statement together with its attachments shall be available at the Bank's website, and the PSE Edge Portal[3]. The Notice of the Meeting shall be published in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days.

YOU ARE NOT REQUESTED TO SEND US A PROXY.

For the health and safety of the stockholders and all persons concerned in light of the risks associated with the COVID-19 pandemic, the Bank will not hold a physical meeting and will instead conduct the meeting virtually, as authorized by resolution of the Board of Directors on 22 February 2022.

Ballots and proxies may be submitted via email to stockholders@bankcom.com.ph, which submission shall be duly acknowledged and validated by the SMC Stock Transfer Service Corporation. For an individual, the submission must be accompanied by a copy of a government-issued ID with photo, as proof of identification. For a corporation, its proxy the submission must be accompanied by a certification from its Corporate Secretary stating the corporate officer's authority to represent the corporation in the meeting. In the event that the Covid-19 alert level status restricts the movement of persons and makes submission of the originally signed ballots, proxies and notarized Secretary's Certificate difficult, these documents shall be submitted to the SMC Stock Transfer Service Corporation within a reasonable time after the Annual Stockholders' Meeting.

The deadline for submission of the proxy and ballot is on **April 16, 2022**. Validation of proxies and ballots will be on **April 21, 2022** at 10:00AM at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City, Philippines. Only stockholders who have notified the Bank of their intention to participate through remote communication as above-described and have been validated by the Office of the Corporate Secretary to be stockholders of record of the Bank as of **April 4, 2022** will be considered in computing stockholder attendance at the meeting together with the stockholders attending through proxies.

Revocability of Proxies

A proxy may be revoked by the stockholder either in an instrument in writing duly presented and recorded with the Corporate Secretary, prior to the scheduled meeting, or by the personal presence of the stockholder at the meeting.

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[3] Uploading in the PSE Edge portal will be done by the Bank once it is given access thereto.

Item 2. Dissenters' Right of Appraisal

Under Title X of the Revised Corporation Code, stockholders dissenting from and voting against the proposed corporate action specified in Section 80 of the Revised Corporation Code, may, within thirty (30) days, from the date on which the vote was taken, exercise the right of appraisal by making a written demand on the Bank for payment of the fair value of their shares as of the day prior to the date on which the vote was taken for such corporate action. These specific corporate actions are as follows: (a) amendment to the corporation's Articles of Incorporation and By-laws which has the effect of (i) changing and restricting the rights of any shareholder or class of shares, (ii) authorizing preferences in any respect superior to those of outstanding shares of any class, or (iii) extending or shortening of term of corporate existence; (b) sale, lease, mortgage or other disposition of all or substantially all of the corporation's assets; (c) merger or consolidation; and (d) investment of corporate funds in another corporation or business or for any purpose other than its primary purpose. The proposed amendment of the Articles of Incorporation and By-Laws of the Bank are not corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided by Title X of the Revised Corporation Code.

SOLICITATION INFORMATION

The Bank is not soliciting proxies. A proxy form is provided to the stockholders of the Bank and included in this Information Statement.

Item 3. Interest of Certain Persons in Matters to be Acted Upon

No director, nominee for election as director, associate of the nominee or executive officer of the Bank at any time since the beginning of the last fiscal year has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office. None of the incumbent directors has informed the Bank in writing of an intention to oppose any action to be taken by the Bank at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of February 28, 2022, the Bank has the following outstanding shares of stock:

Title of Each Class	Number of Shares of Common and Preferred Stock Outstanding as of February 28, 2022
Common Shares	1,107,467,320
Preferred Shares	416,666,670
TOTAL Outstanding Shares	1,524,133,990

As of February 28, 2022, the following is the foreign ownership of the shares of stock of the Bank:

Share Class	Foreign Shares	Percentage of Foreign Ownership	Local Shares / Shares held by Filipinos	Percentage of Filipino Ownership	Total Shares Outstanding
Common	14,943,800	1.33%	1,107,467,320?	98.67%	1,122,411,120

Common stockholders have the right to vote on all matters requiring stockholders' approval. The holders of the Preferred Shares shall not be entitled to vote except in matters provided for in the Revised Corporation Code: amendment of Articles of Incorporation; adoption and amendment of By-laws; sale, lease exchange, mortgage, pledge, or other disposition of all or substantially all of the corporate property; incurring, creating or increasing bonded indebtedness; increase or decrease of capital stock; merger or consolidation with another corporation or other corporations; investment of corporate funds in another corporation or business; and dissolution.

A stockholder entitled to vote at the meeting has the right to vote in person or by proxy. Only stockholders of record at the close of business on April 4, 2022 will be entitled to vote at the meeting. With respect to the election of directors, in accordance with Section 23, Title III of the Revised Corporation Code of the Philippines, a stockholder may vote the number of common shares held in his name in the Bank's stock books as of April 4, 2022, and may vote such number of common shares for as many persons as there are directors to be elected or he may cumulate said common shares and give one candidate as many votes as the number of directors to be elected, multiplied by the number of his common shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of common shares owned by him as shown in the books of the Bank multiplied by the total number of directors to be elected.

The total number of votes that may be cast by a stockholder of the Bank is computed as follows: number of common shares held on record as of record date multiplied by 15 directors.

The deadline for submission of proxies is on **April 16, 2022.** Validation of proxies will be on **April 21, 2022** at 10:00 a.m. at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Philippines.

Owners of more than 5% of the Bank's voting securities (both common and preferred shares) as of February 28, 2022 are as follows:

Title of Class of Securities	Name and Address of Record Owners and Relationship with the Bank	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares	% of Ownership
Common	San Miguel Corporation Retirement Plan (SMCRP)	-	Filipino	432,626,860	38.54%

Title of Class of Securities	Name and Address of Record Owners and Relationship with the Bank	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares	% of Ownership
Common	San Miguel Properties, Inc. (SMPI)	San Miguel Corporation - Parent company of SMPI	Filipino	447,711,800	39.89%
Common	Caritas Health Shield, Inc.	Record owner is beneficial owner.	Filipino	109,666,640	9.77%
Common	SMC Equivest Corporation	San Miguel Corporation - Parent company of SMC Equivest	Filipino	68,305,560	6.09%
Preferred				41,666,667[4]	

The following are the number of shares comprising the Bank's capital stock (all of which are voting shares) owned of record by the President, directors, key officers of the Bank, and nominees for election as director as of February 28, 2022:

Title of Class	Name of Owner	Position	Citizenship	Amount and Nature of Beneficial Ownership	% of Total Outstanding Shares
Common	Francis C. Chua	Chairman	Filipino	10 (Direct)	Nil
Common	Benedicta Du-Baladad	Vice-Chairperson	Filipino	10 (Direct)	Nil
Common	Michelangelo R. Aguilar	President and CEO / Director	Filipino	10 (Direct)	Nil
Common	Roberto C. Benares	Director	Filipino	10 (Direct)	Nil
Common	Fe B. Barin	Director	Filipino	10 (Direct)	Nil
Common	Carolina G. Diangco	Director	Filipino	10 (Direct)	Nil
Common	Marito L. Platon	Director	Filipino	10 (Direct)	Nil
Common	Mariano T. Katipunan, Jr.	Director	Filipino	10 (Direct)	Nil
Common	Alexander R. Magno	Director	Filipino	10 (Direct)	Nil
Common	Aniano A. Desierto	Independent	Filipino	10	Nil

[4] *out of 45,500,000 Authorized Capital Stock - Preferred Shares*

		Director		(Direct)	
Common	Jose C. Nograles	Independent Director	Filipino	10 (Direct)	Nil
Common	Melinda Gonzales-Manto	Independent Director	Filipino	10 (Direct)	Nil
Common	Rebecca Maria A. Ynares	Independent Director	Filipino	10 (Direct)	Nil
Common	Ricardo D. Fernandez	Independent Director	Filipino	10 (Direct)	Nil
	TOTAL			**140**	

The aggregate number of shares owned of record by the President, directors and key officers of the Bank as a group as of the date of this Preliminary Information Statement is 140 shares.

Voting trust holders of 5% or more

The Bank is not aware of shareholders holding any Voting Trust Agreement for shares constituting 5.0% or more of the outstanding capital stock, or any such similar agreement.

Change in control of the registrant since beginning of last fiscal year

There has been no change in the control of the Bank since the beginning of its last fiscal year.

PSE Lock-up Requirement

Under the PSE Consolidated Listing and Disclosure Rules, a company applying for the listing of its shares shall cause its existing shareholders who own an equivalent of at least ten percent (10%) of the issued and outstanding shares of stock of the company to refrain from selling, assigning, or in any manner disposing of their shares for a period of:

- 180 days after the listing of said shares if the applicant company meets the track record requirements in Section 1, Article III, Part D of the PSE Consolidated Listing and Disclosure Rules; or

- 365 days after the listing of said shares if the applicant company is exempt from the track record and operating history requirements of the PSE Consolidated Listing and Disclosure Rules.

The following are covered by the 180-day lock-up requirement:

Shareholder	**No. of Shares**
San Miguel Corporation Retirement Plan (SMCRP)	432,626,860
San Miguel Properties, Inc. (SMPI)	447,711,800

Item 5. Directors and Executive Officers

The names of the incumbent and nominee directors and board advisors of the Bank, and their respective ages, periods of service, directorships in other reporting companies and positions held in the last five (5) years, are as follows:

Name	Position	Years of Service
Board of Directors		
Francis C. Chua	Chairman, Non-Executive Director	13 yrs. & 5 mos.
Benedicta Du-Baladad	Vice-Chairperson Non-Executive Director	7 yrs & 8mos.
Michelangelo R. Aguilar	President and CEO, Executive Director	3 yrs. & 3 mos.
Roberto C. Benares	Former President and CEO, Non-Executive Director	8 yrs. & 5 mos.
Fe B. Barin	Non-Executive Director	7 yrs. & 6mos.
Carolina G. Diangco	Non-Executive Director	9 yrs & 5mos.
Marito L. Platon	Non-Executive Director	11 yrs. & 6 mos.
Mariano T. Katipunan, Jr.	Non-Executive Director	3 yrs & 6 mos. 2nd appointment as Caritas nominee, previously for 2yrs – 1st appointment as Caritas nominee
Alexander R. Magno	Non-Executive Director	7 yrs. & 2mos.
Aniano A. Desierto	Independent Director	8 yrs. & 2mos.
Jose C. Nograles	Independent Director	6 yrs & 6 mos.
Melinda S. Gonzales-Manto	Independent Director	8 yrs & 6mos.
Rebecca Maria A. Ynares	Independent Director	6 yrs. & 3mos
Ricardo D. Fernandez	Independent Director	9 mos.
Board Appointees:		
Jose T. Pardo	Board Advisor	18 yrs & 4 mos. as Director, 10 yrs as Chairman of the Board, and Board Advisor since 16 February 2022
Aurora T. Calderon	Board Advisor	7 yrs. & 8mos
Ferdinand K. Constantino	Board Advisor	4 yrs. as Director and 9yrs. as Advisor
Cecile L. Ang	Board Advisor	5 yrs. & 6mos.
Antonio M. Cailao	Board Advisor	2 yrs. & 10mos.
Evita C. Caballa	Corporate Secretary	11 yrs. as Corporate Secretary and 1yr. & 11mos. as Asst. Corporate Secretary

FRANCIS C. CHUA
Chairman, Non-Executive Director
Filipino, 73 years old

Amb. Francis C. Chua has been a member of the Board of Directors of the Bank since 20 May 2008, sat as Vice Chairman from 2013 to 2022, and became Chairman effective on 16 February 2022. Mr. Chua used to chair the Executive Committee (Excom) of the Bank when he was Vice Chairman of the Board. With his constant feedback and insights on best banking practices, he has been instrumental in promoting the Bank in the business community and in marketing its products and services. Amb. Chua continuously serves in the Philippine Chamber of Commerce and Industry, Inc. (PCCI), as Consul General conferred by the Honorary Consulate General of the Republic of Peru in Manila since 2006, and as Board Adviser of the Office of Alternative Dispute Resolution under the Department of Justice. He was the Special Adviser on Economic Affairs under the Office of the Speaker of the House of Representatives, Congress of the Philippines since 1997. He is Honorary Trade and Investment Representative of the Department of Trade and Industry, appointed Commissioner in the Constitutional Commission, Board of Trustee of Technical Education and Skills Development Authority (TESDA), and Special Envoy on Trade and Investment (China) of the Department of Foreign Affairs since 2007. He was also a member of the Board of Directors of the Philippine Stock Exchange where he served as the Chairman of the Committee of Demutualization. He demutualized the PSE with the unanimous support of its members.

He currently serves as Chairman of BA Securities Inc., and a member of the Board of Directors of DITO Telecommunity Corporation, National Grid Corporation of the Philippines (NGCP), Global Ferronickel, Inc., and Platinum Group Metals Corp. He holds the Chairmanship of CLMC Group of Companies and Dongfeng Automotive Inc. and serves as Vice Chairman of Negros Navigation/2Go. He was the Vice Chairman of Basic Energy and Mabuhay Satellite Corp., and President of the Philippine Satellite Corp. He obtained his degree in B.S. Industrial Engineering (Cum Laude) from the University of the Philippines and was conferred Doctor in Humanities from Central Luzon State University.

BENEDICTA A. DU-BALADAD
Vice-Chairperson, Non-Executive Director
Filipino, 60 years old

Ms. Benedicta A. Du-Baladad has been a member of the Board of Directors of the Bank since 31 January 2014. She is the Vice Chairperson of the Board of Directors, Chairperson of the Executive Committee and a member of the Audit Committee. She was previously a member of the Bank's Board Risk Oversight Committee (BROC) from 2014-2017. She is the Founding Partner and CEO of Du-Baladad and Associates (BDB Law), a law firm specializing in taxation and related corporate services. Ms. Du-Baladad has over 30 years of practice in the field of taxation, 17 years of which was spent with the Bureau of Internal Revenue (BIR) working on tax administration policy development and in operations. In 2001, she joined the private sector and is now on her 16th year of private practice. She has authored three (3) books on the taxation of the financial sector.

She was the lead tax and legal consultant of the Philippine Government's Department of Finance (DOF) on its program to reform the taxation of capital income and financial intermediation services. She has been the Co-Chair of the Capital Markets Development Council (CMDC) in the Philippines from 2017 up to the present. Ms. Du-Baladad holds leadership role in major professional and business organizations in the country such as the Management Association of the Philippines (MAP) as Governor, the Financial Executives of the Philippines (FINEX) as past President, the Philippine Chamber of Commerce and Industry as Chair of the Tax Committee, the Tax Management Association of the Philippines (TMAP) as past President, and the Women Business Council of the Philippines (Womenbiz) as Vice President. She is currently a Professorial lecturer in taxation at the University of Santo Tomas (UST) and the University of the Philippines (UP). She was also a Partner and Head of Tax Compliance and Advisory of Punongbayan & Araullo from 2001 to 2009. Prior to that, she was an officer of the Bureau of Internal Revenue where she worked from 1984 to 2001. Ms. Du-Baladad is a Certified Public Accountant, graduated Magna Cum Laude with a Bachelor's Degree in Accountancy from Saint Louis University, Baguio, Philippines (1982), and holds a Bachelor of Laws degree from the University of Santo Tomas, Manila, Philippines (1989). Her educational background includes Advanced Management Program at Wharton School of the University of Pennsylvania, Pennsylvania, USA (2007) and Master of Laws and International Tax Program at the Harvard University, Cambridge, MA, USA. She is a fellow at the Institute of Corporate Directors. She is a regular columnist of the Business Mirror's 'Tax Law for Business'.

MICHELANGELO R. AGUILAR
President and CEO, Executive Director
Filipino, 65 years old

Mr. Michelangelo R. Aguilar was elected member of the Board of Directors and appointed President and Chief Executive Officer (CEO) of the Bank on 16 July 2018. He is a member of the following committees: Executive Committee (Excom), Information Technology Steering Committee (ITSC), and Trust and Investment Committee (TIC).

Mr. Aguilar has over 38 years of banking experience in the areas of Corporate and Investment Banking, Global Markets and Treasury. He has 22 years of experience with international banks starting his career as an Executive Trainee at Citibank Philippines and rising through the ranks in the areas of Banking Operations, Treasury and Sovereign Risk as Assistant Manager, Manager, and Assistant Vice President. He held senior positions as Country Treasurer and then as Managing Director and Head of Wholesale Bank at Standard Chartered Philippines. For 13 years prior to joining the Bank, he was Treasurer and Head of Corporate Banking in Solid Bank Corporation and Rizal Commercial Banking Corporation, respectively. He was also a Director of RCBC Rental Corporation and RCBC Leasing and Finance Corporation. He graduated with a degree in Bachelor of Science in Mechanical Engineering from De La Salle University and later acquired a Master's Degree in Business Management from the Asian Institute of Management. He is a licensed Mechanical Engineer and a Certified Treasury Professional by the Bankers Association of the Philippines (BAP).

ROBERTO C. BENARES
Former President and CEO, Non-Executive Director
Filipino, 68 years old

Mr. Roberto C. Benares has been elected as member of the Board of Directors of the Bank since 30 April 2013. He assumed his position as President and CEO of Bank of Commerce on 1 August 2013 and was succeeded by Mr. Michelangelo R. Aguilar on 16 July 2018. He currently sits as Director and chairs the Information Technology Steering Committee (ITSC). He is also a member of the Board Risk Oversight Committee (BROC). During his tenure as President and CEO, he took the lead in strengthening the Bank by framing its superior service culture to achieve its recent milestones.

Previously, Mr. Benares was the Managing Director of Maybank ATR Kim Eng Capital Partners, Inc. He started his banking career at Bancom Development Corp. as Assistant Treasurer prior to holding the position of Vice President of Account Management at United Coconut Planters Bank. He also served as Managing Director at Asian Alliance and Executive Vice President at Insular Investment & Trust Corporation, and Vice President at Philamlife. He holds a degree in Bachelor of Science in Mechanical Engineering from De La Salle University and has a Master's Degree in Business Management at the Asian Institute of Management.

FE B. BARIN
Non-Executive Director
Filipino, 87 years old

Mrs. Fe B. Barin has been a member of the Board of Directors since April 24, 2014. Mrs. Barin's career in the government service has been in the regulatory and supervisory agencies. She spent a total of fifty three (53) years of service in the government, forty four of which in the then Central Bank of the Philippines and the Bangko Sentral ng Pilipinas where she served as Member of the Monetary Board from 2002 to 2004. She was the first Chairperson of the Energy Regulatory Commission created under the EPIRA in 2001, which position she occupied from August 2001 to September 2002 prior to her appointment as Monetary Board member. In Sept. 2004, she was appointed Chairperson of the Securities and Exchange Commission for a seven year term ending 2011. As Chairperson of the SEC, she was ex Officio member of the Anti Money Laundering Council and Chairperson of the Credit Information Corporation. She also served as Assistant Legal Counsel in the Philippine Deposit Insurance Corporation on secondment from the then Central Bank.

Mrs. Barin graduated from the College of Law, University of the Philippines, passed the Bar examinations given the same year and admitted to the Philippine Bar in 1957.

She is a Lifetime Fellow of the Institute of Corporate Directors and one of the Institute's Teaching Fellows, a Fellow of the Institute of Solidarity in Asia, a founding member of the Judicial Reform Initiative, a Member of the Board of Trustees of the Philippine Good Works Mission Foundation, Inc., all non stock non profit associations. She is also a member of the Board of Directors of the General Milling Corporation and Executive Vice President, Manila Bulletin Publishing Company.

CAROLINA G. DIANGCO
Non-Executive Director
Filipino, 78 years old

Ms. Carolina G. Diangco has been a member of the Board of Directors of the Bank since April 2012. In July 2018, she briefly served as adviser for the Related Party Transactions Committee (RPTCom) and Board Risk Oversight Committee (BROC). She is currently a member of the Executive Committee (Excom), and the RPTCom. Previously, she served as member of the Board Risk Oversight Committee, Audit Committee and Nominations, Compensation and Remuneration Committee (NCRC). Ms. Diangco is also a member of the Board of Directors of Cocolife Asset Management Co., Inc., and UGPB General Insurance Co., Inc. since 2009.

Since 1998, she has been a member of the Board of Directors of United Coconut Planters Life Assurance Corp. and sits as an executive member in its Executive Committee, Finance and serves as the Chairperson of the Audit Committee. She was a member of the Board of Directors of the United Coconut Planters Bank (UCPB) from 2002 up to 2007 where she served as executive member of the Loans Committee and the Chairperson of the Audit Committee. She held various senior positions in UCPB Rural Bank, as member of the Board of Directors; CIIF Finance Corporation, UCPB Foundation and UCPB Securities, Inc., as Treasurer; and as Controller in Mastercaterers, Inc., UCPB Condominium Corporation and UCPB Properties, Inc. From UCPB, she brings with her 38 years of core banking experience rising from the ranks to Senior Vice President-Controller upon retirement in 2002. Ms. Diangco also served as consultant at Central Visayas Finance Corporation (CVFC) taking an advisory role on over-all management and controllership of the company and was conferred to on aspects of Accounting, Treasury, Credit Cards and Risk Management from 2004 to 2015. She holds a degree in B.S. Business Administration Major in Accounting at the University of the Philippines and is a Certified Public Accountant.

MARITO L. PLATON
Non-Executive Director
Filipino, 68 years old

Mr. Marito L. Platon was elected last 30 April 2010 as member of the Board of Directors of the Bank. He is currently a member of the Information Technology Steering Committee (ITSC), Corporate Governance Committee (CGCom), Board Risk Oversight Committee (BROC) (former Chairman), Related Party Transactions Committee (RPTCom), and previously, of the Audit Committee. Mr. Platon has been the driving force behind the consistent growth of the Bank's business in partnership with clients.

Mr. Platon has 27 years of treasury and corporate finance experience at San Miguel Corporation and Coca-Cola Bottlers Philippines, Inc. (CCBPI) as Vice-President and Treasurer supervising various departments/functions in the areas of Treasury management and operations, funds planning and loans management, banking relationship, working capital management, capital budgeting and project coordination, tax administration and management, insurance and risk management, credit and collection, systems design and development, and provident fund operations as he was also the former Managing Trustee of the CCBPI Retirement Plan. Aside from formerly holding directorship and/or management positions in various companies or undertakings involved in investment banking, corporate leasing, internal auditing, security services, aquaculture operations, food retailing, among others, including education as former Chairman at non-sectarian Institute for Esoteric Studies, he was also formerly director and CFO of CCBPI's real estate companies Marangal Properties, Inc. and Luzviminda Landholdings, Inc. Mr. Platon likewise has over 30 years of rural banking experience being former Chairman and President of Rural Bank of Talisay (Batangas), Inc. Currently, he serves as Chairman and President of Villa Maria Resorts and Development Corporation, a tourism and property development family-owned corporation. A Fellow candidate at the Institute of Corporate Directors, Mr. Platon graduated in 1973 at De La Salle University with a degree in Bachelor of Science, Major in Accounting.

MARIANO T. KATIPUNAN, JR.
Non-Executive Director
Filipino, 70 years old

Mr. Mariano T. Katipunan, Jr. was first elected into the Board of Directors of the Bank in May 2015 as nominee of Caritas Health Shield, Inc. He also served as a member of the Bank's Audit and Corporate Governance committees. He was replaced by Mr. Ronnie U. Collado in June 2017. He was elected again as Director in April 2018. He is currently a member of the Bank's Audit Committee.

Mr. Mariano T. Katipunan, Jr. brings with him an extensive experience in finance and controllership having been Treasurer and Chief Finance Officer of Caritas Health Shield since its inception in 1995. He oversaw the company's financial position, including its trust fund/reserves and overseas investments. He was elected President and Chief Executive Officer in April 2018. Mr. Katipunan has likewise been Managing Director of Megacenter Diagnostics Corp. since its establishment in 1994. He was an Investment Account Officer of Equitable Financial Services in Edison, New Jersey from 1984 to 1986. He was Vice President & Division Head for Account Management Group at the International Corporate Bank in Makati from 1977 to 1983. He also previously handled account management at Citytrust Banking Corporation and market research at Far East Bank and Trust Company. Mr. Katipunan was an instructor in Business Management and Finance at the Ateneo de Manila University and in Economics and Mathematics at St. Theresa's College in Quezon City. He holds a degree in Bachelor of Arts in Economics (Honors Course) and graduated with Honors in 1972 from the Ateneo de Manila University. In addition, he has a Master's Degree in Business Management from the Asian Institute of Management (1975). He underwent training at the Foreign Exchange/Bullion Trading & Money Market departments of the Swiss Bank Corporation in New York City from 1983 to 1984 and at Citibank, N.A. in Binondo, Manila under its Executive Development Program in 1975.

ALEXANDER R. MAGNO
Non-Executive Director
Filipino, 67 years old

Mr. Alexander R. Magno became a member of the Board of Directors of the Bank on 1 August 2014 and currently sits as a member of Trust and Investment Committee (TIC); and Nominations, Compensation, and Remuneration Committee (NCRC). He is a columnist of the Philippine Star and consults for both the Department of Finance and the Steel Asia Manufacturing Corporation. Mr. Magno's career best describes him as a policy advocate, public intellectual and an activist. He served as a member of the Board of the Development Bank of the Philippines, helping supervise such programs as the Nautical Highway System from 2001 to 2010. He was Director of Steel Asia Manufacturing from 1995 to 1999 and a professor at the University of the Philippines from 1976 to 2018. After the EDSA Revolution, he served as interim director of the President's Center for Special Studies, a think tank put together during the Marcos period which supplied regular briefing papers for President Corazon C. Aquino. He helped establish the Foundation for Economic Freedom (FEF), a research and advocacy institution proposing market-driven economic policies providing research for key liberalization policies including the Liberalization of the Retail Trade, the Electricity Power Industry Reform Act and the Procurement Law. He consulted for the privatization program of the Metropolitan Waterworks and Sewerage System (MWSS) and the liberalization of the telecommunications sector. In 2005, he was appointed Commissioner of the Consultative Commission on Charter Change and served as a commissioner of the EDSA People Power Commission.

His social activism during the martial law led to his career as an instructor of political science at UP Diliman. Mr. Magno supported student representation in 1975, winning a seat at the UP Student Conference and served as Vice Chairman of the organization. Mr. Magno had regular editorial columns at the Manila Times, the Manila Chronicle, and the Manila Standard. He remains an important columnist at the Philippine Star since 2003 and his columns became main reference points for building democratic and reformist public opinion.

ANIANO A. DESIERTO
Independent Director
Filipino, 86 years old

Mr. Aniano A. Desierto has been elected as member of the Board of Directors of the Bank since 26 July 2013. He currently chairs the Bank's Corporate Governance Committee (CGCom) and Nominations, Compensation and Remuneration Committee (NCRC), and is a member of the Trust and Investment Committee (TIC). Mr. Desierto is currently the Vice President of the Philippine Constitution Association, and a member of the Paul Haris and Rotary Club.

Notably, he embodies legal, political and government expertise having served five (5) administrations as government prosecutor. He was the Ombudsman of the Republic of the Philippines from 1995 until 2002. He previously was The Special Prosecutor (formerly Tanodbayan) between 1991–1995, Deputy Chief Judge Advocate General in 1988 to 1991, General Court Martial from 1986 to 1990, and Fact-Finding Member of the Armed Forces of the Philippines from 1985 to 1986, and Judge Advocate from 1974 to 1991. He also held the position of Provincial Division Manager at the Manila Broadcasting Corporation from 1967 to 1972. He brings with him various experiences in other fields as a marketing consultant and as a member of the Board of Directors of several companies. He was the Chairman of the PNOC Development and Management Corporation from 2004 up to 2005. He was Program and Production Manager in 1961 to 1967 at the Cebu Broadcasting Company and he was Proprietor and Director of the Top Promotion, Inc. and Top Taxi Company in Cebu City. He also held the position of Provincial Division Manager at the Manila Broadcasting Corporation from 1967 to 1972. He received various awards and commendations as a government official and Ombudsman. He holds Bachelor of Laws and Bachelor of Arts degrees from the University of the Philippines, Bachelor of Management and Marketing Courses at the Ateneo de Manila University and Associated in Arts (Pre-Law) at the University of San Carlos, Cebu City.

JOSE C. NOGRALES
Independent Director
Filipino, 72 years old

Mr. Jose C. Nograles has been an elected member of the Board of Directors of the Bank since 20 April 2015. He chairs the Bank's Board Risk Oversight Committee (BROC) and serves as a member of the following Committees: Audit Committee, Corporate Governance Committee (CGCom) and Nomination, Compensation and Remuneration Committee (NCRC). He continues to be a strict advocate of the Bank's conscientious and efficient use of resources towards sustainable care for the environment. A seasoned investment banker and economist, Jose C. Nograles was President of the Philippine Deposit Insurance Corporation (PDIC) from January 2008 to May 2011 where he led PDIC's transformation to a more responsive and innovative institution. Previously, he was the Senior Executive Vice President of the Land Bank of the Philippines (LBP). In 2005, he headed LBP's Operations and Corporate Services Sector. Five years earlier, as Senior Vice President and Treasurer, he organized LBP's combined Treasury and Investment Banking. He was also concurrently Board Vice-Chairman and President of Land Bank Insurance Brokerage Inc., LBP's subsidiary engaged in insurance brokerage and foreign exchange trading.

Mr. Nograles started his career in 1969 as part of the management services staff of SGV and Company. By 1973, he worked in government as a Senior Consultant to former Secretary Arturo R. Tanco, Jr. of the Department of Agriculture and Natural Resources. After three years, he rejoined the private sector as General Manager of Sarmiento Management Corporation. He moved to Anflo Management & Investment Corporation as Vice President in 1977 to head its Automotive Group of car dealerships and the Corporate Planning Department. He later founded his family's realty company engaged in commercial building and hotel operations in Davao City in 1980. In 1984, he was appointed Assistant Minister for Planning and Project Management of the Ministry of

Natural Resources. In 1991, he joined Columbian Autocar Corporation as Vice President and General Manager that introduced the Kia brand in the Philippines. He obtained his BA in Economics with honors (Cum Laude) from the Ateneo de Manila University in 1969 and his Master's Degree in Business Administration from the Asian Institute of Management in 1973. He is a fellow of the Institute of Corporate Directors.

MELINDA S. GONZALES-MANTO
Independent Director
Filipino, 69 years old

Ms. Melinda S. Gonzales-Manto (Linda) has been a member of the Board of Directors of the Bank since January 2014. She currently Chairs the Audit Committee and serves as member of the Related Party Transactions Committee (RPTCom) and Board Risk Oversight Committee (BROC).

Ms. Manto likewise sits in the board of Eagle Cement Corporation (Eagle Cement), Petrogen Insurance Corporation (Petrogen) and RSA Foundation, Inc. She functions as Chairman of the Audit Committee and member of the Corporate Governance Committee of Eagle Cement. She chairs the Audit and Risk Oversight Committee and sits as member of the Corporate Governance Committee and Related Party Transactions Committee of Petrogen. She has been appointed as the Lead Independent Director of Eagle Cement and Petrogen.

Ms. Manto is presently a stockholder, director and the Vice-President of Linferd & Company, Inc. and ACB Corabern Holdings Corporation. She is also the Resident Agent of some multinational companies in the country and the Treasurer of a foreign company doing business in the Philippines. She is also a member of the NextGen Organization of Women Corporate Directors Phils., Inc. She was formerly a board member of the GSIS Family Bank.

Ms. Manto started her career in SyCip, Gorres, Velayo & Co. (SGV). She is a celebrated accountant and is looked up to as an expert in assurance and business advisory. Her areas of specialization include retail, manufacturing, food processing and distribution, real estate, radio and television broadcasting, technology, steam power generation, agribusiness, semiconductors and electronics. She is highly respected as well in initial public offerings, due diligence engagements, and mergers and acquisitions. Her stint in the audit corporate world lasted for more than three decades. She retired as a Partner in the Assurance and Advisory Business Services Division of SGV. While in SGV, she served as the Head of the Consumer Products Industry for Asia and the Pacific of SGV/Ernst & Young Philippines and SGV/Arthur Andersen. Wanting to expand her horizon, she also functioned as a board member and auditor of the Philippine Retailers Association for almost a decade. She was previously assigned to the Cincinnati Office of Arthur Andersen in Ohio where she spearheaded the audit engagements of manufacturing and retail clients.

Ms. Manto finished elementary and high school as valedictorian and graduated cum laude with a degree of Bachelor of Science in Business Administration, major in Accounting at the Philippine School of Business Administration. She is a Certified Public Accountant and a lifetime member of the Philippine Institute of Certified Public Accountants. She completed the Management Development Program at the Asian Institute of Management and had computer training at the Institute of Advanced Computer Technology.

REBECCA MARIA A. YNARES
Independent Director
Filipino, 45 years old

Ms. Rebecca Maria A. Ynares has been a member of the Board of Directors of the Bank since July 2016. She currently serves as member of its Related Party Transactions Committee (RPTCom), Board Risk Oversight Committee (BROC), and Audit Committee. Ms. Ynares manages the following family-owned endeavors TJCMB Enterprises, a warehousing and logistics company; Tutoring Club Franchise Philippines; and Octagon Realty and Development Corporation, where she is also the Corporate Secretary and account management lead. Ms. Ynares spearheads various sustainability and environment restoration initiatives in the Province of Rizal, including the Save Hinulugang Taktak and Ynares Eco System (YES) Programs. With the ongoing YES program, she continues to lead on projects such as installation of waste water clean-up systems, tree-planting activities, medical missions with the Provincial Health Office, feeding programs with the Department of Social Welfare and Development (DSWD), and Youth Program. She lends support to other projects devoted to finding the right balance between the diligent care of the ecosystem and economic viability of affected businesses in Rizal. On top of her advocacies as a dedicated socio-economic philanthropist, Ms. Ynares is a member of the Philippine Red Cross-Rizal Chapter and is an avid resource speaker in various trainings and seminars in the province.

Previously, she has served as a financial analyst for the Bahay Co. Real Estate Agents in Burlingame, California, USA from 2005 until 2007. She started her investment, banking and finance career at the Asia United Bank (AUB) on the areas of branch operations, marketing and investment portfolio management. Ms. Ynares holds a degree in Bachelor of Science in Business Administration and Computer Applications from De La Salle University (1999) and Associate for Arts for Professional Designation Fashion & Merchandising in San Francisco, California (2002).

RICARDO D. FERNANDEZ
Independent Director
Filipino, 67 years old

Mr. Ricardo D. Fernandez was elected as an Independent Director of the Bank effective 1 January 2021. He is currently the Chairman of the Related Party Transactions Committee (RPTCom), and a member of the Corporate Governance Committee (CGCom) and the Nomination, Compensation and Remuneration Committee (NCRC). He has worked in the investment banking industry for 40 years. Mr. Fernandez was employed at Unicapital Incorporated (UI) from 1995 to 2019, where he was appointed as President from 1997 to March 2019, became a Consultant until December 2019, and Director until March 2020. From 1980 to 1995, he was employed at Multinational Investment Bancorporation (MIB). He graduated from the De La Salle University with degrees in Behavioral Science and Business Management. He also holds a Master's degree in Business Administration from the University of the Philippines.

Senior Executive Team

The members of senior executive team, subject to the control and supervision of the Board, collectively have direct charge of all business activities of the Bank. They are responsible for the implementation of the policies set by the Board of Directors. The following is a list of the Bank's executive officers as of February 28, 2022:

SENIOR EXECUTIVE TEAM	
Joel T. Carranto 51, Filipino *Senior Vice President* *Branch Banking Group Head*	• Maybank Philippines Inc – *Former Community Distribution Head* • Security Bank – *Former Area Business Manager/Region Head OIC* • Premiere Development Bank – *Former Branch Banking Group Head* • Eastwest Bank – *Former Branch Manager* • AMWAL – *Former Sr. Financial Sales Consultant* • RCBC – *Former Branch Center Manager, Former Account Officer, Former Senior Marketing Assistant, Former Branch Officer-at-Large, Former Branch Operations officer, Former Teller, Former Bookkeeper*
Mary Assumpta Gail C. Bautista 47, Filipino *Senior Vice President* *Transaction Banking Group Head*	• Deutsche Bank - *Former Vice President/Senior Relationship Manager, Former Corporate Cash Management Head* • BDO/Equitable PCI Bank - *Former Cash Management Sales and Marketing Department Head* • Standard Chartered Bank (Singapore) - *Former Regional Product Manager* • Standard Chartered Bank (Philippines) – Former Product Manager • Citibank N.A. Philippines – Assistant Product Manager, Former Program Administrator
Gamalielh Ariel O. Benavides 55, Filipino *Senior Vice President* *Chief Trust Officer*	• Sunlife of Canada Philippines, Inc. – *Former Licensed Insurance Agent* • BDO Private Bank, Inc. - *Former Senior Vice President / Business Development & Marketing Strategy Head, Former Trust Officer* • Banco Santander Philippines, Inc. – *Former Trust & Investment Services Head/ Vice President, Former Product Development, Assistant Vice President*

	• Abacus Securities Corporation – *Former Operations Head* • Citibank N.A. Philippines Branch – *Former Securities Services Unit Head, Former Official Assistant, Treasury, Treasury Operations* • Citibank N.A. Singapore Branch – *Former Manager*
Manuel A. Castañeda III 51, Filipino *Executive Vice President Corporate Banking Group Head*	• Bank of Commerce – Former Corporate Banking Group 1 Head • Producers Savings Bank - *Former President, CEO and Director* • Maybank Philippines - *Former Global Banking Head* • Unionbank of the Philippines - *Former Commercial Banking 1 Head* • International Exchange Bank - *Former Corporate Banking Team 1 and Project Finance Head and Former Relationship Manager & Head of Project Finance* • AsiaTrust Development Bank – *Former Unit Head, Investment Banking Group and Former Unit Head Portfolio Management* • BPI Express Card Corp. – *Former Merchant Assistant*
Maria Ana P. dela Paz 47, Filipino *First Vice President Credit Group Head*	• Bank of Commerce - *Former Credit Evaluation and Review Division Head* • Planters Development Bank - *Former Department Head, Former Product Officer, Former Account Officer, Former Project Officer*
Ma. Katrina A. Felix 53, Filipino *Senior Vice President Credit Card Group Head*	• Best Inc- *Former Director* • Finscore Inc (sister company of Cash Credit) - *Former President* • Cash Credit/ CC Mobile Financial Services Phil. – *Former Country Manager* • Prudential Financial Services- *Former President & Managing Director, Former Chief Operating Officer* • Prudential Life Plan, Inc. – *Former Vice President Personnel Department* • Bank of America NT & SA Manila – *Former Operations Manager, MIS Department*
Louella P. Ira 50, Filipino *First Vice President Legal Services Division Head*	• Bank of Commerce - *Former Legal Services-Operations Department Head* • Metropolitan Bank & Trust Co- *Former Legal Officer* • Metrobank Card Corporation – *Former Assistant Corporate Secretary* • Insular Life & Assurance Co. – *Former Legal officer* • Padilla Jimenez Kintanar & Asuncion – *Former Associate*
Antonio S. Laquindanum 44, Filipino *Executive Vice President Chief Financial Officer*	• Australia and New Zealand Banking Group - *Former CFO Philippines and Acting COO, Former Philippine Head of Finance and Administration* • Ernst & Young, LLP (USA) – *Former Manager*

	• Accenture – Former *Senior Consultant/Senior Team Lead*
Marie Kristin G. Mayo 53, Filipino *First Vice President* *Human Resource Mgt. and Dev't. Division Head*	• Bank of Commerce - *Former Recruitment Head* • The Royal Bank of Scotland (ABN AMRO Bank, Inc.) - *Former HR Head* • My Resource Solutions - *Former HR and Admin Manager* • Photokina Marketing Corporation - *Former HR Supervisor* • LTS Philippines Corporation – *Former Personnel Specialist* • Phil. Long Distance Tel. Co. – *Former Engineering Assistant*
Reginald C. Nery 64, Filipino *Senior Vice President* *Chief Audit Executive*	• ▪Bank of Commerce – *Former Officer-in-Charge, Compliance Division, Former Chief Audit Executive* • ▪Project Management Institute Philippine Chapter - *Board of Trustee (Treasurer)* • ▪Diaz Murillo Dalupan and Company, CPAs - *Former Partner and Head (Technology Performance and Governance)* • ▪RCNERY and Associates - *Former President and Principal Consultant* • ▪KPMG ManabatSanAgustin& Company (Formerly LayaMananghaya& Company) - *Former Partner and Head (Performance and Technology)*
Jeremy H. Reyes 43, Filipino *First Vice President* *Chief Risk Officer*	• Bank of Commerce - *Former Internal Audit Division Quality Assurance Review Dept. Head* • HSBC – *Former Commercial Banking Business Risk & Control Management Head, Former Assistant Vice President, Management Internal, Former Assistant Manager, Credit Administration* • HSBC Savings - *Former Deputy Head of Audit*
Felipe Martin F. Timbol 52, Filipino *Executive Vice President* *Treasurer/ Treasury Management Group Head*	• Bank of Commerce –*Former Treasury Management Sector Head, and Former Treasury & Fee Based Business Sector Head* • Rizal Commercial Banking Corp. – *Former Vice President/Fund Management Group Head* • Eastwest Banking Corporation - *Former Sr. Asst. Vice President/Treasury Department* • Bank of Southeast Asia – Former Assistant Manager/Trust Department • United Coconut Planters Bank – *Former Senior Trader, Former Senior Analyst, and Former General Teller*
Jay S. Velasco 49, Filipino *Senior Vice President* *Operations Group Head*	• Bank of Commerce - *Former Loans Operations Division Head and Former Head Office Operations Support Division Head* • Tiaong Rural Bank - *Former Chief Operations Officer* • PS Bank - *Former Head Office Operations Division Head, Former Centralized Branch Operations & Support Division Head, Former Process Services Division Head* • BPI - *Former Funds Transfer Dept. Head, Former Central*

	Clearing Unit Head, Former Central Clearing Unit Officer, Former Transit Center Officer, and Former Verification Officer • DBS Bank Philippines – *Former Central Clearing Unit Head, Former ATM Center Head, Former Processing Center Head, and Former Centralized Verification Head*
Jose Mari M. Zerna 46, Filipino *First Vice President Consumer Banking Group Head*	• Bank of Commerce - *Former Chief Risk Officer and Former Credit Risk Management Dept. Head* • ANZ Banking Group Limited – *Former Account Officer* • BPI Capital Corporation – *Former Corporate Finance Officer* • Bank of the Philippine Islands – *Former Account Officer (Institutional Banking Group)* • Reuters Limited - *Former Treasury Applications Specialist* • Misys Banking Systems Inc - *Former Senior Functional Consultant* • Citytrust Bank and Trust – *Former Management Trainee*
Donald Benjamin G. Limcaco 54, Filipino *Senior Vice President Chief Technology Officer/Digital Services Group Head*	• Bank of Commerce – *Former Executive Support Group Head* • Banco de Oro Unibank – *Former Business Strategy Design Head/SVP, Former Digital Development Head/SVP, Former Virtual Banking Operations Head/SVP* • Bank of America- *Former Consumer Marketing & Technology Head* • Countrywide Financial Corporation – *Former Application Development Head* • DRGrace Management – *Former Managing Principal* • ROUNDARCH Isobar- *Former Engagement Director* • Deloitte Consulting – *Former Manager* • Electronic Data Systems – *Former Systems Engineer* • IBM – *Former Channel Marketing Showroom Representative*
Francisco Raymund P. Gonzales 50, Filipino *Assistant Vice President Corporate Communication & Consumer Protection Division Head*	• Bank of Commerce – *Former Product Development & Customer Protection Department Head* • ChinaBank – *Former Product Manager* • Metrobank – *Former Product Manager* • AB Capital and Investment Corp. – *Former Deal Officer* • Citytrust / BPI – *Former CorPlan Officer* • Punongbayan and Araullo – *Former Consulting Staff*
Gregorio M. Yaranon Jr. 51, Filipino Senior Vice President *Chief Compliance Officer*	• City Savings Bank – *Former Chief Compliance Officer* • CIMB Bank Philippines Inc. – *Former Chief Compliance & Legal Officer* • CIMB Bank Berhad (Malaysia) – *Former Consultant for Compliance & Legal* • Maybank Philippines Inc – *Former Chief Compliance*

	Officer • Unionbank – *Former Security Officer, Former Litigation Lawyer, Former HR Legal Officer/Industrial & Labor Relations Manager, and Former Compliance Officer*
Luis Martin E. Villalon 49, Filipino First Vice President *Investment Banking Group*	• First Metro – *Former Head of Coverage Team 1 and Former Deputy Head of Equity Capital Markets* • Ampersand Capital Incorporated – *Former Head of Capital Markets* • Philippine Commercial Capital Inc – *Former Head of Capital Markets* • SB Capital Investment Corporation - *Former Investment Banking Director* • HSBC (New York Office) - *Former Vice President of Global Corporate Banking* • Citibank (New York Office) - *Former Assistant Vice President of Corporate and Investment Banking* • Houlihan Lokey Howard And Zukin - *Former Technical Assistant*

Term of Office

Pursuant to the Bank's By-laws, the directors are elected at each annual stockholders meeting by stockholders entitled to vote. Each director holds office until the next annual election and his successor is duly elected, unless he resigns, dies or is removed prior to such election.

The nominees for election to the Board of Directors on April 26, 2022 are as follows:

1) Francis C. Chua
2) Michelangelo R. Aguilar
3) Roberto C. Benares
4) Marito L. Platon
5) Benedicta Du-Baladad
6) Carolina G. Diangco
7) Melinda S. Gonzales-Manto
8) Mariano T. Katipunan, Jr.
9) Fe B. Barin
10) Alexander R. Magno
11) Jose C. Nograles – Independent Director
12) Rebecca Maria A. Ynares – Independent Director
13) Ricardo D. Fernandez – Independent Director
14) Dennis Gabriel M. Montecillo – Independent Director
15) Winston A. Chan – Independent Director

The incumbent directors have certified that they possess all the qualifications and none of the disqualifications provided for in the SRC. The Certifications of the Independent Directors are attached hereto as **Annexes "A-1", "A-2", "A-3", "A-4", and "A-5"**.

Independent Directors

The incumbent independent directors of the Bank are as follows:

1) Jose C. Nograles – Independent Director
2) Rebecca Maria A. Ynares – Independent Director
3) Ricardo D. Fernandez – Independent Director
4) Melinda S. Gonzales-Manto – Independent Director
5) Aniano A. Desierto – Independent Director

The nominees for election as independent directors of the Board of Directors on April 26, 2022 are as follows:

Nominee for Independent Director (a)	Person/Group Recommending Nomination (b)	Relation of (a) and (b)
1) Jose C. Nograles	**NCRC**[5]	None
2) Rebecca Maria A. Ynares	**NCRC**	None
3) Ricardo D. Fernandez	**NCRC**	None
4) Dennis Gabriel M. Montecillo	**NCRC**	None
5) Winston A. Chan	**NCRC**	None

In approving the nominations for independent directors, the NCRC took into consideration the guidelines and procedures on the nomination of independent directors prescribed in SRC Rule 38 and the Manual for Corporate Governance of the Bank.

The nominations for the election of all directors by the stockholders shall be submitted in writing to the Board of Directors through the Corporate Secretary on or before such date that the Board of Directors may fix, provided that such date shall be prior to the stockholders' meeting.

The nominations were forwarded to the NCRC which determined the qualifications of the nominees and prepared a final list of nominees eligible for election. No other nominations are entertained after the final list of candidates is prepared.

Under Section 1, Article III of the Bank's By-laws, (i) the qualification, disqualifications and requirements for a director shall be based on pertinent laws and regulations of the Securities and Exchange Commission, Bangko Sentral ng Pilipinas and other appropriate government regulatory agencies, and (ii) no person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business which competes with or is antagonistic to that of the Bank as defined in Section 1, Article III of the Bank's By-laws.

All the nominees for election to the Board of Directors satisfy the mandatory requirements specified under the provisions of Section 1, Article III of the Bank's By-laws.

[5] Nomination, Compensation and Remuneration Committee

Significant Employees

The Bank has no employee who is not an executive officer but who is expected to make a significant contribution to the business.

Family Relationships

Mr. Roberto C. Benares, a Director and former President of the Bank, is related within the third civil degree of affinity to Mr. Jose T. Pardo, Non-Executive Director and Chairman. Mr. Benares is married to Mr. Pardo's niece. Other than this, no other family relationships among the directors or senior executives, either by consanguinity or affinity.

Involvement in Legal Proceedings

To the best of its knowledge, the Bank is not aware of any of the following events having occurred during the past five (5) years up to the date of this Preliminary Information Statement that are material to an evaluation of the ability or integrity of any Director, nominee for election as Director or Senior Executive of the Bank:

a. any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

b. any conviction by final judgment, including the nature of the offence, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

c. being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities;

d. being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

Certain Relationships and Related Transactions

There were no transactions with directors, officers or any principal stockholders (owning at least 10% of the total outstanding shares of the Bank) which are not in the Bank's ordinary course of business.

Parent Companies

As of February 28, 2022, San Miguel Properties, Inc. owns and controls 447,711,800 common shares comprising 39.89% of the outstanding capital stock of the Bank entitled to vote, and San Miguel Corporation Retirement Plan owns and controls 432,626,860 common shares comprising 38.54% of the outstanding capital stock of the Bank entitled to vote.

Item 6. Compensation of Directors and Executive Officers

Compensation of Key Management Personnel of the Bank

Information as to the aggregate compensation during the last three fiscal years of the Bank's executive officers and directors as a group is as follows:

	Key Management of the Bank **For the 12-month period ended 31 December**			
Amounts In Pesos	**2021**	**2020**	**2019**	**2018**
Short-term Employee Benefits	₱544,595,527	₱530,809,650	₱536,003,622	₱458,986,174
Post-Employment Benefits	₱ 44,934,032	₱37,430,58	₱29,240,00	₱28,220,797
	₱589,529,559	₱568,240,232	₱565,243,627	₱487,206,971

The directors receive fees, bonuses and allowances that are already included in the amounts stated above. Aside from the said amounts, they have no other compensation plan or arrangement with the Bank.

Senior Executive Officers

The following table sets out the Bank's President and Chief Executive Officer and the four (4) most highly compensated executive officers of the Bank for the years ended 31 December 2018, 2019, 2020, and 2021:

Name	Position	Applicable Fiscal Year
Michelangelo R. Aguilar	President and CEO	2018 to 2021
Roberto C. Benares	President and CEO	2018
Felipe Martin F. Timbol	Executive Vice President	2018 to 2021
Manuel A. Castañeda III	Executive Vice President	2018 to 2021
Edward Dennis Zshornack	Senior Vice President	2018 and 2019
Rafael C. Bueno, Jr.	Senior Vice President	2018 and 2019
Anna Marie A. Cruz	Senior Vice President	2020 and 2021
Gamalielh Ariel O. Benavides	Senior Vice President	2020
Donald Benjamin G. Limcaco	Senior Vice President	2021

The following table identifies and summarizes the aggregate compensation of the Bank's President and the four most highly compensated executive officers, as well as the aggregate compensation paid to all other directors and all other officers as a group, for the years ended 31 December 2018, 2019, 2020 and 2021 :

	Year	Salary (in ₱)	Bonus (in ₱)	Other Annual Compensation	TOTAL (in ₱)
President and the four (4) most highly compensated executive officers named above	2018	58,613,414.00	12,321,438.00	-	70,934,852.00
	2019	61,488,588.00	9,222,745.00	-	70,711,333.00
	2020	58,988,112.00	8,184,528.00	-	67,172,640.00
	2021	62,768,112.00	13,650,338.00	-	76,418,450.00
Aggregate compensation paid to all Directors	2018	99,046,165.38	20,990,598.99	6,036,183.00	126,072,947.37
	2019	127,199,270.39	21,553,599.21	2,947,031.00	151,699,900.60
	2020	146,425,518.06	28,441,110.77	-	174,866,628.83

and Senior Executive Officers as a group	2021	143,793,379.45	143,793,379.45	8,205,954.00	185,129,222.55

The senior executive team officers receive salaries and bonuses that are included in the amounts stated above. The Bank has a salary structure in place that is used in determining the remuneration of all employees. Remuneration of executive officers is determined by their current pay, performance, the Bank's performance, and salary scale. Aside from the foregoing, they have no other compensation plan or arrangement with the Bank.

Standard Arrangements

Other than payment of a reasonable per diem and bonuses which ranges from P10,000 to P30,000 for every meeting, there are no standard arrangements pursuant to which the Board of Directors are compensated, or are to be compensated, directly or indirectly, for any services provided as a director. In accordance with the By-Laws, the members of the Board of Directors, the Executive Committee, other committees, and the Corporate Secretary shall be entitled to per diem for every attendance in meetings, the amount of which shall be fixed by the stockholders from time to time.

Employment Contract Between the Bank and Key Management Personnel

There are no special employment contracts between the Bank and Senior Management.

Warrants and Options Held by the Key Management Personnel and Directors

There are no outstanding warrants or options held by Key Management Personnel, and all officers and directors as a group.

Item 7. Independent Public Accountants

The appointment, re-appointment and removal of the external auditor shall be recommended by the Audit Committee, approved by the Board of Directors and the shareholders. The Audit Committee reviews the audit scope and coverage, strategy and results for the approval of the Board and ensures that non-audit services rendered shall not impair or derogate the independence of the external auditor or violate SEC regulations.

The SEC-accredited accounting firm of R.G. Manabat & Co. ("RGM & Co.") served as the Bank's external auditor for fiscal year 2021. Upon the endorsement of the Audit Committee, the Board of Directors will again nominate RGM & Co. to be the Bank's external auditor for fiscal year 2022, for further approval of the stockholders at the stockholders' meeting. Representatives of RGM & Co. are expected to be present at the stockholders' meeting and will be available to respond to appropriate questions. They will have the opportunity to make a statement if they so desire. Fees billed for the services rendered by RGM & Co. to the Bank in connection with the Bank's annual financial statements and other statutory and regulatory filings for 2021 amounted to about P5.9 million. Fees billed for agreed-upon services rendered by RGM & Co. to the Bank in 2021 amounted to P1.7 million. The said 2021 audit and other fees of the external auditor were negotiated and agreed by management upon the authority of the Board. Fees billed for the services rendered by RGM & Co. to the Bank in connection with the Bank's annual financial statements and other statutory and regulatory filings for 2020 amounted to P4.0 million.

Upon approval by the stockholders of the reappointment of RGM & Co. as external auditor of the Bank for fiscal year 2022, RGM & Co. will present its proposed 2022 audit plan, including engagement deliverables, audit timetable, key risk areas and audit considerations to the Audit Committee for approval at the next regular meeting of the Committee. The audit fees will depend on the approved plan. The Bank will make the necessary disclosures on this matter in accordance with applicable requirements. There are no disagreements with the Bank's external auditor on accounting and financial disclosure.

Item 8. Compensation Plans

There is no action to be taken at the 2022 Annual Stockholders' Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

There is no action to be taken at the 2022 Annual Stockholders' Meeting with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Bank.

Item 10. Modification or Exchange of Securities

There is no action to be taken at the 2022 Annual Stockholders' Meeting with respect to the modification of any class of securities of the Bank, or the issuance or authorization of one class of securities of the Bank in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Business of the Bank

Bank of Commerce is one of the country's fast-growing commercial banks and is licensed by the *Bangko Sentral ng Pilipinas* ("**BSP**"). The Bank has been operating since 1963. In 2008, San Miguel Corporation ("**SMC**") bought into the Bank and became a majority stakeholder through the combined voting stake of San Miguel Corporation Retirement Fund and San Miguel Properties, Inc. in the Bank.

The refreshed capital and management resulted in strengthened banking operations, systems and services, and reinforced the Bank's stability. The Bank provides innovative banking solutions and a complete range of products and services in deposit, commercial loans, credit card services, consumer banking, transaction banking, corporate banking, treasury, asset management, trust and investments. In terms of service reach, the Bank has retail and corporate internet banking facilities, 140 branches and 257 automated teller machines ("**ATMs**") strategically located nationwide as of 30 September 2021.

The Bank's consolidated total assets amounted to ₱151.41 billion, ₱145.03 billion, ₱170.92 billion and ₱195.28 billion as of 31 December 2018, 2019 and 2020, and for the nine months ended 30 September 2021, respectively. Net profit (loss) was (₱16.5 million), ₱652.7 million, ₱784.4 million and ₱625.7 million for the years ended 31 December 2018, 2019 and 2020, and for the nine months ended 30 September 2021, respectively.

As of 30 September 2021, the Bank's Tier 1 and total capital adequacy ratio of 14.73% and 20.86%, respectively, remained greater than the minimum regulatory requirement of 7.5% and 10.0%. For the nine months ended 30 September 2021, the Bank's return on average equity, return on average assets and cost-to-income ratios were 4.22%, 0.46% and 79.28%, respectively.

Despite the COVID-19 pandemic, the Bank recorded a net income of ₱625.7 million for the nine-months ended 30 September 2021 compared to 30 September 2020 of ₱495.3 million. This was driven by a higher net interest income which grew by 7.21% to ₱3.99 billion due to lower funding cost as interest expenses declined. Revenues from the sale of foreclosed assets increased from ₱50.8 million to ₱231.0 million with the partial re-opening of the economy.

A net reversal of provision for credit losses was recorded at ₱4.07 million as opposed to the prior year's September impact of ₱767.13 million. Total assets also grew by 14.25% to ₱195.3 billion as the Bank funneled the 12.31% increase in deposits to the purchase of investment securities at amortized cost. In 2020, the Bank had a significant increase in provisions to anticipate credit losses brought about by the global pandemic. These provisions gradually decreased leading to the net reversal as of 30 September 2021 due to the continuous collection efforts to update non-current accounts.

Despite last year's net portfolio contraction of ₱1.4 billion, the Bank's loan portfolio continues to remain above previous decade's levels. From the end of June 2018 to the end of December 2020, the Bank has grown its total loans by 35%, or from ₱54.0 billion to ₱73.0 billion, driven mainly by the growth coming from loans to non-affiliates. Such loan growth was achieved while maintaining balance sheet strength and asset quality with net NPL ratio of 0.9%, as of 31 December 2020.

Financial Statements

The Audited Financial Statements of Bank of Commerce as of 30 September 2021, and the Supplementary Schedules required by SRC Rule 68 are attached hereto as **Annexes "B"** and **"B-1".**

Management's Discussion and Analysis or Plan of Operation

As of 30 September 2021, the Bank reported a net income after tax of ₱625.73 million or ₱130.43 million increased from ₱495.30 million for the same period last year. The increase was mainly due to higher net interest income brought about by lower interest expense and service charges, fees and commissions.

Total Interest Income went down by 4.30% to ₱4.51 billion on 30 September 2021 from ₱4.71 billion recorded in the same period last year.

Interest Income on Loans and Receivables dropped by 8.67% to ₱3.23 billion on 30 September 2021, from ₱3.54 billion recorded as of 30 September 2020. Interest Income from deposits with BSP and Other Banks also went down by 18.00% to ₱164.56 million at the end of 30 September 2021, while Interest earned from Interbank Loans Receivable and SPURA increased to ₱234.59 million from ₱162.11 million in 30 September 2020. On the other hand, Interest Income on Investment Securities at Fair Value through Other Comprehensive Income and at Amortized Cost as of 30 September 2021 amounted to ₱865.86 million and higher by ₱72.18 million in the same period in 2020, while Interest earned from Financial Assets at Fair Value though Profit or Loss decreased to ₱10.50 million from ₱14.72 million ending 30 September 2020.

Interest Expense on Deposit Liabilities decreased by 48.65% to ₱490.77 million from ₱955.65 million as of 30 September 2020 due to lower rates in 2021 versus 2020. Interest Expense on Lease Liabilities dropped to ₱27.20 million ending the period 30 September 2021 from ₱32.78 million in the same period of 2020. Interest incurred from Bills Payable and Others also went down by 62.63% to ₱0.36 million as of 30 September 2021 from ₱0.97 million the same period last year.

The Bank's Net Interest Income grew by 7.21% to ₱3.99 billion at the end of 30 September 2021 from ₱3.72 billion in the same period of 2020.

Total Other Operating Income decreased by 53.70% to ₱0.66 billion from ₱1.43 billion ending the period of 30 September 2020 mainly due to dropped in Trading and Investment Securities Gains.

The Bank posted a ₱(10.57) million in trading and investment securities losses. Service Charges, Fees and Commissions went up by 24.67% to ₱385.69 million as of 30 September 2021 from ₱309.37 million in the same period of 2020. Foreign Exchange gains decreased to ₱20.50 million from ₱38.08 million ending the period 30 September 2020. The Bank recorded ₱231.04 million. Gains on Foreclosure and Sale of Property and Equipment and Foreclosed Assets as of 30 September 2021, higher than the ₱50.79 million of the same period last year. Miscellaneous Income slightly increased to ₱35.38 million from ₱35.28 million.

Other Operating Expenses, excluding provision for credit and impairment losses, increased by 1.15% to ₱3.69 billion as of 30 September 2021 from ₱3.65 billion. Compensation and Fringe Benefits went down to ₱1.36 billion while Taxes and Licenses dropped to ₱561.13 million. Rent and Utilities went up to ₱393.88 million as of 30 September 2021 from ₱349.92 million. Depreciation and Amortization decreased by 10.07% from ₱355.90 million as of 30 September 2021. Service Fees and Commission were higher at ₱183.02 million as of 30 September 2021 from ₱139.21 million in the same period 2020.

The Bank posted ₱251.07 million Insurance while Entertainment and Recreation was at ₱72.63 million as of 30 September 2021. Management and Professional Fees slightly increased to ₱57.35 million while Amortization of Software Costs increased by 52.86% as of 30 September 2021 from ₱24.17 million the same period last year. Miscellaneous Expense was at ₱340.60 million in 2021 from ₱299.21 million.

The Bank's Provision for Credit and Impairment Losses is at ₱(4.07) million as of 30 September 2021 due to reversal of provisions.

The Bank recorded its share in the net loss of BIC at ₱0.87 million as of 30 September 2021, higher than the ₱0.48 million in 2020 same period.

Statement of Condition as of December 31, 2021 vs December 31, 2020

The Bank's Total Assets as of 30 September 2021 stood at ₱195.28 billion, which was 14.25% higher than the ₱170.92 billion level at end 31 December 2020. The significant improvement in assets was due to the increase in investment securities.

Loans and Receivables, net of allowance for credit losses and unearned interest income, representing 38.00% of total assets went up by 3.57% or ₱2.56 billion to ₱74.19 billion in 30 September 2021 from ₱71.63 billion.

Cash and Other Cash Items decreased by 22.40% to ₱1.87 billion as of 30 September 2021 from ₱2.42 billion. Due from BSP, representing 17.71% of total assets, decreased to ₱34.58 billion from ₱39.55 billion on 31 December 2020, and Due from Other Banks increased to ₱4.57 billion on 30 September 2021 from ₱1.02 billion. On the other hand, Interbank Loans Receivable and Securities Purchased under Resale Agreements as of 30 September 2021 went up by 7.74% or ₱1.71 billion to ₱23.76 billion from ₱22.06 billion on 31 December 2020.

Investment Securities at Amortized Cost increased by ₱30.24 billion to ₱39.39 billion on 30 September 2021 from ₱9.15 billion on 31 December 2020. These investment securities represent 20.17% of total assets as of 30 September 2021

Financial Assets at Fair Value through Profit or Loss stood at ₱1.20 billion as of 30 September 2021. This was 4.93% lower than the ₱1.27 billion level on 31 December 2020.

Financial Assets at Fair Value through Other Comprehensive Income decreased by ₱8.01 billion to ₱7.41 billion from ₱15.42 billion on 31 December 2020.

Investment in Associate continued its downtrend to ₱39.83 million from ₱40.69 million on 31 December 2020.

Property and Equipment decreased by 8.53% to ₱1.52 billion on 30 September 2021 from ₱1.66 billion as at 31 December 2020.

Investment Properties went down to ₱3.53 billion as of 30 September 2021 from ₱3.62 billion on 31 December 2020.

Deferred Tax Assets slightly decreased by 8.34% to ₱0.88 billion as of 30 September 2021 from ₱0.96 billion on 31 December 2020. On the other hand, Other Assets went up to ₱2.34 billion as of 30 September 2021 from ₱2.13 billion on 31 December 2020.

The Bank's deposit levels, representing 97.10% of total liabilities, went up by 12.31% or ₱18.36 billion to ₱167.46 from ₱149.10 billion as of 31 December 2020. Demand and Savings Deposits increased by 12.07% to ₱44.45 billion and 27.53% to ₱106.80 billion, respectively, while Time Deposits dropped by 45.90% to ₱11.18 billion.

Manager's Checks and Acceptances Payable was recorded at ₱0.77 billion as of 30 September 2021 from ₱0.87 billion. Accrued Interest, Taxes and Other Expenses went up to ₱0.97 billion from ₱0.89 billion on 31 December 2020. Other liabilities decreased to ₱3.26 billion as of 30 September 2021 from ₱3.290 billion.

The Bank's Equity went up by 36.07% to ₱22.81 billion from ₱16.77 billion as of 31 December 2020. The increase was mainly due to the Capital Infusion of P5.5 billion in 2021 through the issuance of Preferred Shares.

As of 30 September 2021, Capital Adequacy Ratio (CAR) was at 20.9%. This is above the minimum regulatory requirement of 10.0%. The Bank posted gain on 'Cumulative Translation Adjustment' under equity amounting to ₱6.54 million, as compared with December 2020 which posted a loss of P15.04 million.

Compliance with Corporate Governance Practice

On 27 October 2020, the Board adopted the Manual on Corporate Governance ("**Manual**"), which institutionalizes the principles of good corporate governance in the entire organization. The Bank believes that it is a necessary component of sound strategic business management, hence, we undertake efforts to create awareness within the organization. The Manual is reviewed and updated annually to capture current and best practices. Proposed amendments thereof are presented to and approved by the Board as reviewed and endorsed by the Corporate Governance Committee.

In adopting the Manual, the Board and its members acknowledge the responsibility in governing the conduct of the business of the Bank, the Board Committees, in focusing on specific board functions to aid in the optimal performance of its roles and responsibilities, and the officers, in ensuring adherence to corporate principles and best practices.

Board committees have been established with focused oversight on internal control, risk management, and performance monitoring. As of date, the Bank has eight board-level committees: (1) Executive Committee; (2) Trust and Investment Committee; (3) Audit Committee; (4) Board Risk Oversight Committee; (5) Corporate Governance Committee; (6) Nomination, Compensation and Remuneration Committee; (7) Related Party Transactions Committee; and (8) Information Technology Steering Committee. To ensure independent judgment on significant corporate matters, and that key issues and strategies are objectively reviewed and constructively challenged, five (5) of the eight (8) committees are headed by independent directors, namely, Audit, Board Risk Oversight, Corporate Governance, Nomination, Compensation and Remuneration; and Related

Party Transaction committees. Board-level committee memberships were also evaluated and calibrated to improve on the committees' focused oversight and high-level engagement with management. The respective charters stating the committee purpose, membership, structure, operations, reporting processes and other information, are posted in the company website.

Annual performance reviews are conducted by all board-level committees. as follows:

1. Self-assessment
   This is a yearly self-assessment undertaken by each member of the Board.

2. Peer Assessment
   This is a yearly performance evaluation done by each member of the Board on the performance of his peers (BOD members).

3. Board Committee Assessment
   This is a yearly evaluation done by the Chairman of each Board Committee on the Board Committee he presides. Each member of the Board Committee also assesses the performance of said Committee.

4. Board Assessment
   This is a yearly evaluation undertaken by each member of the Board on the performance of the Board.

Results of these assessments are reported to Corporate Governance Committee and the Board and shared with Nomination Compensation Remuneration Committee (NCRC) for consideration in the re-election of each member of the Board. It also serves as basis in the training needs of each member of the Board.

With respect to Board Advisors, annual evaluation is also done by the members of the Board on the performance of the Board Advisors. The same is reported to the Corporate Governance Committee and the Board, and shared with the NCRC for consideration in the renewal of the Board Advisors.

Moreover, the Bank's Internal Audit Division performs periodic corporate governance audit to review and evaluate the Bank's adherence to the guiding principles of the *Bangko Sentral ng Pilipinas* (BSP), and alignment with international best practices on Corporate Governance Principles for Banks by Basel Committee on Banking Supervision (BCBS) every three (3) years. Another audit of corporate governance is included in the 2022 Audit Plan, which was approved by the Audit Committee.

The Bank has fully complied with the requirement on Corporate Governance consistent with the best practices. It has been responsive to newly issued circulars and memos by BSP as well as the comments and suggestions of BSP examiners with respect to governance structures, policies, procedures and practices.

The are no known deviations or recorded deviations from the Corporate Governance framework of the Bank. The last two internal audit reports on corporate governance undertaken yielded an "Outstanding" audit rating, which means that no significant risks and concerns were noted and controls were functioning as intended.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There is no action to be taken at the 2022 Annual Stockholders' Meeting with respect to any transaction involving mergers, consolidations, acquisitions and similar matters.

Item 13. Acquisition or Disposition of Property

There is no action to be taken at the 2022 Annual Stockholders' Meeting with respect to the acquisition or disposition of any property.

Item 14. Restatement of Accounts

There is no action to be taken at the 2022 Annual Stockholders' Meeting with respect to the restatement of any asset, capital or surplus account of the Bank.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The approval of the following will be considered and acted upon at the meeting:

1. Management Report of the Bank for the year ended December 31, 2021;
2. Minutes of the November 9, 2021 Special Stockholders' Meeting;
3. Ratification of all the acts of the Board of Directors and Officers since the 2021 Annual Stockholders' Meeting;
4. Confirmation of Bank's Significant Transactions with its DOSRI and Related Parties;
5. Approval of Amendment to the Amended Articles of Incorporation of the Bank to Change its Purpose from a Commercial Bank to a Universal Bank;
6. Approval of Amendments to the Amended By-Laws of the Bank to conform with Sections 28 and 52 of the Revised Corporation Code;
7. Appointment of External Auditors;
8. Election of the Board of Directors; and
9. Re-election of Independent Directors

Copy of the draft minutes of the Special Stockholders' Meetings held on Nov. 9, 2021 is attached hereto as **Annex "C"**, and is also available for viewing and examination in the Bank's website at the following link: https://www.bankcom.com.ph/about-us/disclosures .

Item 16. Matters Not Required to be Submitted

There is no action to be taken at the 2022 Annual Stockholders' Meeting with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, By-laws or Other Documents

Management proposes the following amendments to the Bank's Articles of Incorporation and By-laws :

Amendments to the Articles of Incorporation

The preamble and SECOND Article of the Amended Articles of Incorporation ("AOI") of the Bank is proposed to be amended to change its purpose from engaging in the business of commercial banking to that of universal banking.

Specifically, the proposed amendment is as follows:

> KNOW ALL MEN BY THESE PRESENTS:
>
> *That we, all citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a universal ~~commercial~~ banking corporation under the laws of the Philippines. (*As amended on 26 April 2022)
>
> **"SECOND** - The purpose or purposes for which said corporation is formed are to carry on and engage in the business of universal ~~commercial~~ banking; to have and exercise, subject to the laws of the Republic of the Philippines, all powers, rights, privileges and attributes of a commercial bank, in addition to the general powers incident to corporations as well as to carry on and engage in trust or administering any trust or holding property in trust or on deposit for the use, or behoof of others. *(As amended on 16 April 1991)* *(*As amended on 26 April 2022)"*

The conduct of an Initial Public Offer and the Listing of the Bank's shares in the Philippine Stock Exchange are conditions that the Bank needed to comply with for its universal banking license upgrade. After the conduct of the IPO, and Listing of the Bank's shares, the Bank will secure from the *Bangko Sentral ng Pilipinas* the Certificate of Authority to operate as a universal bank.

The other proposed amendments are for the correction of typographical errors in some provisions of the Bank's AOI, as follows:

> "FIFTH - The names, residence and citizenship of the incorporators of said corporation are as follows:

Name	Residence	Citizenship
x x x		
5	1360 **Pennsylvania** Manila	
x x x		
7 Jose T. **Tueres**	x x x	x x x

(*As amended on 26 April 2022)

> *SIXTH - The number of directors of said corporation shall be fifteen (15) (as amended on 5 November 1982 and 24 November 1987 and further amended on 2 January 1991); and the names, residences and citizenships of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

Name	Residence	Citizenship
x x x		
7 Jose T. **Tueres**	x x x	x x x

(*As amended on 26 April 2022)

Amendments to the By-laws

Sections 2 and 4 of Article III of the By-Laws of the Bank are proposed to be amended to conform to the provisions of Sections 28 and 52 of the Revised Corporation Code.

Specifically, the proposed amendments are as follows:

> *Section 2. Vacancy in the Board. – Any vacancy in the Board of Directors, other than by removal or by expiration of term, may be filled by a majority of the remaining directors at a meeting specially called for the purpose, unless the Board of Directors, in its direction, or where its number is reduced to less than a quorum, decide to call a stockholders' meeting for the purpose, in which case vacancies shall be filled by majority of the outstanding capital stock. The director so chosen shall serve for the unexpired term. (As amended on 22 September 1988)) *(As amended on 09 November 2021) (*As amended on 26 April 2022)*."
>
> *Section 4. Meeting. – X X X
>
> Special meetings of the Board of Directors may be called at anytime by the Chairman or by the President or on the written consent of at least majority of the directors with notice of at least two (2) days prior to the scheduled meeting sent to each director either orally or in writing.
>
> X X X

The other proposed amendments are for the correction of typographical errors in some provisions of the Bank's By-laws, as follows:

ARTICLE I
OFFICE

> *Section 1. Offices. – The principal office of the Corporation shall be located in San Miguel Properties Centre (SMPC), No. 7 St. Francis Street, Mandaluyong City 1550, Metro Manila, Philippines. Subject to prior *Bangko Sentral ng Pilipinas* approval, the Corporation may open and maintain branch offices at such places, as the Board of Directors may determine. (As amended on 22 September 1988 and 17 November 2009) *(*As amended on 26 April 2022).*

ARTICLE II
STOCKHOLDERS

x x x

*Section 7. Quorum. – Unless otherwise provided for in the Revised Corporation Code, the registered owner of a majority of the outstanding capital stock present in person or by proxy shall constitute a quorum to do business. (As amended on 22 September 1988) *(*As amended on 26 April 2022).*

ARTICLE III
BOARD OF DIRECTORS

x x x

*Section 3. Removal of Directors. Directors may be removed at a stockholders' meeting duly called for that purpose in accordance with the provisions of the Revised Corporation Code. Vacancies thus created may be filled by the stockholders although the notice to the stockholders might have been mentioned only the removal of director(s) *(*As amended on 26 April 2022).*

x x x

*Section 9. Executive Committee. – The Board of Directors may create an Executive Committee, the composition of which shall include not less than three members of the Board of Directors to be appointed by the Board of Directors. The Executive Committee, by a majority vote of all its members, is empowered to approve and/or implement all corporate acts within the competence of the Board of Directors except those acts expressly reserved by the Revised Corporation Code to the Board of Directors. (As amended on 22 September 1988). (*As amended on 09 November 2021) *(*As amended on 26 April 2022)*.

*Section 10. Trust and Other Fiduciary Business. – The Board of Directors shall be responsible for the proper administration and management of the trust and other fiduciary business of the Corporation and such business shall be carried out only through a trust department or division which shall be organizationally, operationally, administratively and functionally separate and distinct from other departments and/or businesses of the Corporation. The Board of Directors shall have the sole authority to approve the organizational plan or structure of such trust department or division including the appointment of the Senior Trust Officer and other subordinates officers thereof, who shall perform such duties and responsibilities required thereby, in accordance with the guidelines promulgated by the *Bangko Sentral ng Pilipinas*. In regard to the investment management activities, the Corporation shall conduct the same only through its trust department or division and responsibilities of the Board of Directors, the Trust Committee and the Senior Trust Officer shall be construed to include the proper administration and management of such activities. (*As amended on 09 November 2021).

In the performance of its responsibilities for the proper administration and management of the trust and other fiduciary business of the Corporation, the Board of Directors shall be guided by the provisions of the sub-section 1406.4 of the regulations promulgated by the *Bangko Sentral ng Pilipinas*. (As amended on 16 April 1991). *(*As amended on 26 April 2022)*

*Section 11. Trust Committee. – The Board of Directors shall appoint the members of the Trust Committee which shall be composed of five (5) members, three (3) of whom shall be directors appointed on a regular rotation basis and who are not operating officers of the Corporation, the other two (2) being the President of the Corporation and the Senior Trust Officer, all of whom, in addition to meeting the qualifications prescribed for directors or trust officers, as the case may be, shall possess the necessary technical expertise in such business; provided, however, that no member of the audit committee shall be concurrently designated as a member of the Trust Committee. The Trust Committee shall exercise such authority as is granted under Sub-Section 1106.4 of the regulations promulgated by the *Bangko Sentral ng Pilipinas*. (As amended on 16 April 1991) (*As amended on 09 November 2021) *(*As amended on 26 April 2022)*

*Section 12. Duties and Responsibilities. – The Board of Directors, the Trust Committee, the Trust Department or division and the Senior Trust Officer shall perform their respective duties and responsibilities and conduct the trust and other fiduciary business of the Corporation in accordance with laws as well as regulations promulgated by the *Bangko Sentral ng Pilipinas*. (As amended 16 April 1991) (*As amended on 09 November 2021) *(*As amended on 26 April 2022)*.

x x x

ARTICLE IV
THE CHAIRMAN AND THE VICE CHAIRMAN

*Section 1. Election. – The members of the Board of Directors shall elect from among themselves a Chairman of the Board, and such Vice Chairman or Vice Chairmen of the Board ~~of~~ as the Board of Directors may determine from time to time. (As amended on November 15, 1982 and further amended on 22 September 1988).

x x x

ARTICLE VIII
TRANSFER OF SHARES OF STOCK

*Section 2. Cancellation of Certificates. – No surrendered certificate shall be cancelled by the Corporate Secretary until a new certificate in lieu thereof is issued and the Corporate Secretary shall keep the cancelled certificate as proof of cancellation. The replacement of any stock certificate alleged to have been mutilated, lost or destroyed, shall be accomplished in accordance with the relevant provisions of the Revised Corporation Code and other applicable laws. (As amended on 22 September 1988) *(*As amended on 26 April 2022)*.

ARTICLE XII
NOMINATION COMMITTEE

*Section 3. Qualification/Disqualifications. – No person shall be elected or appointed as member of the Nomination Committee unless he possesses all the qualifications and none of the disqualifications provided hereunder:

A. Qualifications

1. Holder of at least one (1) share of stock in Bank of Commerce;
2. x x x

B. Disqualifications

1. Any person finally found by a court or other administrative body to have violated, or willfully aided, abetted, counseled, induced or procured the violation of, any rule or regulation or order of Bangko Sentral ng Pilipinas (BSP), any provision of the Securities Regulations Code, the Revised Corporation Code, or related laws;

x x x

4. Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Revised Corporation Code, committed within five (5) years prior to the date of his election or appointment;

5. Such other disqualification under the Articles and By-laws of Bank of Commerce, laws, rules and regulations enforce by the BSP, SEC, and other pertinent government agencies or instrumentalities. (As amended on 13 December 2003). *(*As amended on 26 April 2022)*

x x x

*Adopted by unanimous vote of the Board of Directors this 23rd day of December 1980, pursuant to the resolution approved by stockholders owning at least 2/3 of the outstanding capital stock at the stockholders' meeting held on 20th day of August 1980 delegating to the Board of Directors the power to amend or repeal the By-Laws or adopt new By-Laws. *(*As amended on 26 April 2022)*

Section 47 of the Revised Corporation Code requires that the amendment to the Articles of Incorporation and By-laws of the Bank be approved by a majority of the board of directors, and the owners of at least a majority of the outstanding capital stock, at a regular or special meeting duly called for the purpose.

Item 19. Voting Procedures

For the election of directors, the fifteen (15) nominees with the greatest number of votes will be elected as directors.

Shareholders vote by ballot, and approved by the majority of the shareholders present or represented at the meeting as the method of voting for any or all of the proposals or matters submitted to a vote at the meeting.

In all proposals or matters for approval except for election of directors, each share of stock entitles its registered owner (who is entitled to vote on such particular matter) to one vote. In case of election of directors, cumulative voting as set out in Item 4 of this Information Statement shall be adopted. Counting of the votes will be done by the Corporate Secretary or Assistant Corporate Secretary with the assistance of the independent auditors and the stock transfer agent of the Bank.

UNDERTAKING

The Bank will post and make available for download the full version of this SEC Form 20-IS (Definitive Information Statement), together with all its annexes including the 2021 audited financial statements of the Bank and the First Quarter 17-Q on the Bank website at https://www.bankcom.com.ph/about-us/disclosures **upon its approval by the Securities and Exchange Commission.**

Upon the written request of a stockholder, the Bank undertakes to timely furnish such stockholder with a copy of the full version of this SEC Form 20-IS (Definitive Information Statement), the SEC Form 17-A and the First Quarter 17-Q free of charge. Such written request shall be directed to the Office of the Corporate Secretary, 24/F San Miguel Properties Centre, St. Francis Street, Mandaluyong City, Philippines 1550, or sent via email at stockholders@bankcom.com.ph.

After reasonable inquiry and to the best of my knowledge and behalf, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong on March 18, 2022.

BANK OF COMMERCE

By:

LOUELLA P. IRA
Corporate Secretary

ANNEX "A-1"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOSE CARMELO C. NOGRALES**, Filipino, of legal age and a resident of 35 San Martin St. Magallanes Village, Magallanes, Makati City 1232, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of BANK OF COMMERCE and have been its independent director since April 20, 2015.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
First Metro Asset Management Corporation	Director	From June 15, 2011 to present
Amalgamated Investment Bancorporation, Inc.	Independent Director	from January 24, 2019 to present
Rosario Heights Servicenter	Stockholder	From Jan 1991 to present
Nav Business Advisors, Inc.	Stockholder	From Aug 11,2014 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BANK OF COMMERCE as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. Other than as disclosed in item (2) above, I am not in any way relate to any director/officer/substantial shareholder of BANK OF COMMERCE and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with a government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of BANK OF COMMERCE of any changes in the abovementioned information within five days from its occurrence.

Done, this 14th day of Marz, at 2022.

JOSE CARMELO C. NOGRALES
Affiant

SUBSCRIBED AND SWORN to before me this MAR 15 2022 day of ______ at MANDALUYONG CITY affiant personally appeared before me and exhibited to me his/her Passport ID No. P5760689A issued at ______ Expires on 27 Nov. 2022.

Doc. No. 455;
Page No. 92;
Book No. V;
Series of 2022.

EVA Z. BANZON
NOTARY PUBLIC FOR MANDALUYONG CITY
APPOINTMENT NO. 0529-19
UNTIL JUNE 30, 2022
SMPC, #7 ST. FRANCIS ST., MANDALUYONG CITY
PTR No. 3067590/01-12-2022/MANDALUYONG CITY
IBP OR No. 177161/02-05-2022
ROLL OF ATTORNEYS NO. 62160

ANNEX "A-2"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RICARDO D. FERNANDEZ**, Filipino, of legal age and a resident of 30 Don Jose Felix Street BF Homes Executive Village, Parañaque City 1740, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of BANK OF COMMERCE and have been its independent director since January 1, 2021.

2. I am not affiliated with any other company or organization, including Government-Owned and Controlled Corporations.

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
AAM Arden Property Development	Stockholder	From 2000 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BANK OF COMMERCE as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. Other than as disclosed in item (2) above, I am not in any way related to any director/officer/substantial shareholder of BANK OF COMMERCE and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with a government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of BANK OF COMMERCE of any changes in the abovementioned information within five days from its occurrence.

Done, this 14th day of March, at 2022.

RICARDO D. FERNANDEZ
Affiant

SUBSCRIBED AND SWORN to before me this MAR 14 2022 day of ______ at MANDALUYONG CITY affiant personally appeared before me and exhibited to me his/her Passport ID. No. P7483989 7A issued at ______ on ______.

Doc. No. 314;
Page No. 64;
Book No. VI;
Series of 2022.

JOYSHA D. MAGMANLAC
NOTARY PUBLIC FOR MANDALUYONG CITY
APPOINTMENT NO. 0483-22
UNTIL DECEMBER 31, 2023
SMPC, #7 ST. FRANCIS ST., MANDALUYONG CITY
PTR NO. 3067589/01-12-2022/MANDALUYONG CITY
IBP LIFETIME NO. 09035
ROLL OF ATTORNEYS NO. 58611

ANNEX "A-3"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **REBECCA MARIA A. YNARES**, Filipino, of legal age and a resident of 176 Swallow Drive, Greenmeadows, Ugong Norte, Quezon City 1110, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of BANK OF COMMERCE and have been its independent director since July 22, 2016.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Octagon Realty and Development Corporation	Stockholder	From 2008 to present
JCMB Philippines, Inc.	Chairman and President	From 2007 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BANK OF COMMERCE as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. Other than as disclosed in item (2) above, I am not in any way relate to any director/officer/substantial shareholder of BANK OF COMMERCE and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with a government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of BANK OF COMMERCE of any changes in the abovementioned information within five days from its occurrence.

Done, this 18th day of March 2019 at Mandaluyong City

– Signature page follows –

REBECCA MARIA A. YNARES
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of MAR 18 2022 at MANDALUYONG CITY, affiant personally appeared before me and exhibited to me his/her TIN 198-610-126-000 issued at _______________ on _______________.

Doc. No. 460;
Page No. 93;
Book No. V;
Series of 2022;

EVA Z. BANZON
NOTARY PUBLIC FOR MANDALUYONG CITY
APPOINTMENT NO. 0529-19
UNTIL JUNE 30, 2022
SMPC, #7 ST. FRANCIS ST., MANDALUYONG CITY
PTR No. 3067590/01-12-2022/MANDALUYONG CITY
IBP OR No. 177161/02-05-2022
ROLL OF ATTORNEYS NO. 62160

ANNEX "A-9"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **DANIEL GABRIEL M. MONTECILLO**, Filipino, of legal age and a resident of 202-B, Ritz Towers, 6745 Ayala Avenue, Makati City 1225, Philippines, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of BANK OF COMMERCE.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Metro Pacific Hospital Holdings, Inc.	Independent Director	From December 15, 2019 to present
Maybank Kim Eng Capital	Independent Director	From February 15, 2021 to present
Maybank Kim Eng Securities	Independent Director	From February 15, 2021 to present
RASLAG Corporation	Independent Director	From July 1, 2021 to present
International Finance Corporation	Consultant	From December 1, 2018 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BANK OF COMMERCE as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. Other than as disclosed in item (2) above, I am not in any way relate to any director/officer/substantial shareholder of BANK OF COMMERCE and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with a government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of BANK OF COMMERCE of any changes in the abovementioned information within five days from its occurrence.

Done, this 3rd day of March, at 2022.

DANIEL GABRIEL M. MONTECILLO
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of MAR 04 2022 MANDALUYONG CITY, affiant personally appeared before me and exhibited to me his/her P0979021B issued at ______________ on ______________.

Doc. No. 490;
Page No. 99;
Book No. III;
Series of 2022.

FULGENCIO A. ESTILLORE
NOTARY PUBLIC FOR MANDALUYONG CITY
APPOINTMENT NO. 0440-22
UNTIL DECEMBER 31,2023
SMPC, #7 ST. FRANCIS ST., MANDALUYONG CITY
PTR NO. 3067593/01-12-2022/MANDALUYONG CITY
IBP LIFETIME NO. 08943
ROLL OF ATTORNEYS NO. 46466

ANNEX "A-5

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **WINSTON A. CHAN**, Filipino, of legal age and a resident of 235 Calatagan St. Ayala Alabang Village, Muntinlupa City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of BANK OF COMMERCE.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
San Miguel Food and Beverage, Inc.	Independent Director	From February 6, 2019 to present
San Miguel Yamamura Packaging Corporation	Independent Director	From November 25, 2021 to present
Leisure & Resorts World Corporation	Independent Director	From September 9, 2020 to present
PT Delta Djakarta	Independent Director	From December 4, 2020 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of BANK OF COMMERCE as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. Other than as disclosed in item (2) above, I am not in any way relate to any director/officer/ substantial shareholder of BANK OF COMMERCE and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with a government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of BANK OF COMMERCE of any changes in the abovementioned information within five days from its occurrence.

Done, this 4th day of _March 2022, at Muntinlupa City.

WINSTON A. CHAN
Affiant

SUBSCRIBED AND SWORN to before me this ______ day of MAR 16 2022 at MANDALUYONG CITY, affiant personally appeared before me and exhibited to me his/ Passport P3712949A issued at DFA NCR SOUTH on 17JUL2017.

Doc. No. 26;
Page No. 7;
Book No. IV;
Series of 2022

FULGENCIO A. ESTILLORE
NOTARY PUBLIC FOR MANDALUYONG CITY
APPOINTMENT NO. 0440-22
UNTIL DECEMBER 31,2023
SMPC, #7 ST. FRANCIS ST., MANDALUYONG CITY
PTR NO. 3067593/01-12-2022/MANDALUYONG CITY
IBP LIFETIME NO. 08943
ROLL OF ATTORNEYS NO. 46466

ANNEX "B"

BANK OF COMMERCE

FINANCIAL STATEMENTS
As of September 30, 2021 and December 31, 2020
and For the Nine Months Ended September 30, 2021 and 2020

With Independent Auditors' Report

R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209
Telephone +63 (2) 8885 7000
Fax +63 (2) 8894 1985
Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT OF INDEPENDENT AUDITORS

The Board of Directors and the Stockholders
Bank of Commerce
San Miguel Properties Centre
No. 7, St. Francis Street
Mandaluyong City

Report on the Audit of the Interim Financial Statements

Opinion

We have audited the interim financial statements of Bank of Commerce (the "Bank"), which comprise the statements of financial position as at September 30, 2021 and December 31, 2020, and the statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for the nine months ended September 30, 2021 and 2020, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying interim financial statements present fairly, in all material respects, the financial position of the Bank as at September 30, 2021 and December 31, 2020, and its financial performance and its cash flows for the nine months ended September 30, 2021 and 2020 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Bank in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the interim financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until November 21, 2023
SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024 financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)
IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024 financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)
BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024 financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current interim period. These matters were addressed in the context of our audit of the interim financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Allowance for Expected Credit Losses (ECL) for Loans and Receivables

The risk

The Bank's ECL for its loans and receivables is significant to our audit as it involves the exercise of significant management judgment. In calculating ECL, key areas of judgment include: determining the method to estimate ECL; defining default; identifying exposures with significant increase in credit risk; determining assumptions to be used in the ECL model such as expected recoveries from defaulted accounts and amount and timing of future cash flows; and incorporating forward-looking information, including the impact of the coronavirus pandemic.

Loans and receivables and the corresponding allowance for credit losses as at September 30, 2021 amounted to P78.42 billion and P4.23 billion, respectively. Reversal of credit losses in 2021 amounted to P2.70 million, net of provisions. The disclosures in relation to the allowance for credit losses are included in Notes 12 and 17 of the interim financial statements.

Our response

We obtained an understanding of the Bank's ECL methodologies and models for loans and receivables, as approved by the Credit Committee and the Board of Directors, and evaluated whether those are (a) established and implemented consistently in accordance with the underlying principles of PFRS 9 *Financial Instruments*; (b) appropriate in the context of the Bank's lending activities and asset portfolio; and (c) supported with processes and controls including documentations that capture in sufficient detail the judgment and estimation applied in the development of the ECL model.

We have performed the following procedures to address the risk of material misstatement relating to the adequacy of allowance for impairment of loans and other receivables:

- We tested the governance over the development, validation and approval of the ECL model including continuous reassessment performed by the Bank;

- We tested the design, implementation and operating effectiveness of key controls in the ECL process. This includes appropriate classification of loan to stages and assignment of loan risk rating, approval of restructured loans, review of underlying collateral valuation, and the calculation and recognition of the ECL allowance;

- We assessed whether the loans are classified to the appropriate stage and challenged the criteria used to categorize the loan to respective stages;

- On a sample basis, we performed an independent credit review in order to evaluate the appropriateness of the risk rating review and credit review processes done by the Bank. Accounts selected for review were based on a set of criteria designed to capture items with a high risk of material misstatement in the Bank's loan portfolios;

- We assessed the appropriateness of the inputs and assumptions as well as the formulas used in the ECL model, including the determination of the probability of default, loss given default and exposure at default;

- We performed model re-assessment through a series of statistical tests on the time series regression analysis and interpreted the results with the aim to verify, primarily, statistical significance;

- For forward-looking information used, we evaluated whether the historical and projected macro-economic factor (i.e. gross domestic product or GDP), was appropriate and sufficient. This included assessing the level of significance of the correlation of GDP to the default rates, as well as the impact of these variables in the ECL. We also reviewed management's use of expert credit judgment on the assessment of other macroeconomic factors as inputs in the ECL model;

- On selected non-performing accounts, we evaluated management's forecast of recoverable cash flows based on agreed restructuring plan, collateral valuation and estimates of recovery from other sources;

- We have tested the integrity of the data inputs by comparing data from source systems to the detailed ECL model; and

- We have assessed the appropriateness and adequacy of the disclosures made in the interim financial statements.

- We involved our Information Technology specialists to assist in testing the relevant automated control environments and application controls, and Financial Risk Management specialists to assist in assessing the Bank's ECL model.

Responsibilities of Management and Those Charged with Governance for the Interim Financial Statements

Management is responsible for the preparation and fair presentation of the interim financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of interim financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the interim financial statements, management is responsible for assessing the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Bank or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Bank's financial reporting process.

Auditors' Responsibilities for the Audit of the Interim Financial Statements

Our objectives are to obtain reasonable assurance about whether the interim financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these interim financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the interim financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Bank's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the interim financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Bank to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the interim financial statements, including the disclosures, and whether the interim financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Supplementary Information Required under Bangko Sentral ng Pilipinas (BSP) Circular No. 1074

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under BSP Circular No. 1074 in Note 37 to the financial statements is presented for purposes of filing with the BSP and is not a required part of the basic financial statements. Such information is the responsibility of the management of the Bank. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditors' report is Sheila Ricca G. Dioso.

R.G. MANABAT & CO.

SHEILA RICCA G. DIOSO
Partner
CPA License No. 0115382
BSP Accreditation No. 115382-BSP, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements
SEC Accreditation No. 115382-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements
Tax Identification No. 229-233-163
BIR Accreditation No. 08-001987-047-2019
Issued December 26, 2019; valid until December 25, 2022
PTR No. MKT 8533900

Issued January 4, 2021 at Makati City

November 23, 2021
Makati City, Metro Manila

BANK OF COMMERCE
STATEMENTS OF FINANCIAL POSITION

	Note	September 30, 2021	December 31, 2020
ASSETS			
Cash and Other Cash Items		**P1,878,231,813**	P2,420,504,742
Due from Bangko Sentral ng Pilipinas	*17, 18*	**34,576,957,213**	39,547,210,722
Due from Other Banks	*17*	**4,574,706,832**	1,023,255,562
Interbank Loans Receivable and Securities Purchased under Resale Agreements	*8, 17*	**23,762,137,530**	22,055,827,932
Financial Assets at Fair Value through Profit or Loss	*9*	**1,203,045,388**	1,265,419,468
Financial Assets at Fair Value through Other Comprehensive Income	*10, 17, 32*	**7,411,169,598**	15,424,248,009
Investment Securities at Amortized Cost	*11, 17, 32*	**39,390,242,278**	9,146,277,511
Loans and Receivables	*12, 17, 32*	**74,185,749,432**	71,628,349,480
Investment in an Associate	*13, 17, 32*	**39,830,242**	40,687,406
Property and Equipment	*14, 17*	**1,517,879,214**	1,659,401,337
Investment Properties	*15, 17*	**3,526,346,630**	3,624,986,606
Deferred Tax Assets	*31*	**875,659,689**	955,379,983
Other Assets	*16, 17*	**2,340,298,147**	2,129,132,566
		P195,282,254,006	P170,920,681,324
LIABILITIES AND EQUITY			
Deposit Liabilities	*18, 32*		
Demand		**P44,447,735,374**	P39,659,286,077
Savings		**106,801,498,940**	83,743,820,681
Time		**11,184,178,482**	20,673,084,328
Long-term negotiable certificates		**5,029,420,000**	5,029,420,000
		167,462,832,796	149,105,611,086
Financial Liabilities at Fair Value through Profit or Loss	*9*	**9,895,331**	-
Bills Payable	*19*	**-**	18,675
Manager's Checks		**771,744,350**	870,079,608
Accrued Interest, Taxes and Other Expenses	*20, 32*	**967,629,997**	892,463,477
Other Liabilities	*21, 32*	**3,255,681,372**	3,286,045,837
Total Liabilities		**172,467,783,846**	154,154,218,683
Equity			
Capital stock	*23*	**15,390,777,900**	11,224,111,200
Paid-in surplus	*23*	**6,885,746,322**	5,594,079,646
Surplus reserves	*24*	**465,326,429**	395,602,340
Retained earnings (deficit)	*23*	**510,460,032**	(51,156,715)
Remeasurement losses on retirement liability	*28*	**(322,280,072)**	(449,088,000)
Net unrealized gains (losses) on financial assets at fair value through other comprehensive income	*10*	**(120,773,963)**	69,657,563
Cumulative translation adjustment		**6,535,431**	(15,404,017)
Share in other comprehensive loss of an associate	*13*	**(1,321,919)**	(1,339,376)
Total Equity		**22,814,470,160**	16,766,462,641
		P195,282,254,006	P170,920,681,324

See Notes to the Financial Statements.

BANK OF COMMERCE
STATEMENTS OF INCOME

	Note	For the Nine Months Ended September 30 2021	2020
INTEREST INCOME			
Interest income calculated using the effective interest method:			
Loans and receivables	*12, 32*	**P3,232,283,498**	P3,539,292,645
Investment securities at fair value through other comprehensive income and at amortized cost	*25, 32*	**865,855,376**	793,674,228
Interbank loans receivable and securities purchased under resale agreements	*8*	**234,590,010**	162,106,385
Due from Bangko Sentral ng Pilipinas and other banks	*18*	**164,555,803**	200,667,371
Other interest income:			
Financial assets at fair value through profit or loss	*25*	**10,497,933**	14,721,219
		4,507,782,620	4,710,461,848
INTEREST EXPENSE			
Deposit liabilities	*18, 32*	**490,769,620**	955,654,140
Lease liabilities	*29*	**27,204,622**	32,776,432
Bills payable and others	*19*	**361,567**	967,520
		518,335,809	989,398,092
NET INTEREST INCOME		**3,989,446,811**	3,721,063,756
OTHER INCOME			
Service charges, fees and commissions	*26, 32*	**385,691,744**	309,367,456
Gains on foreclosure and sale of property and equipment and foreclosed assets - net	*14, 15, 16, 32*	**231,041,350**	50,792,182
Foreign exchange gains - net		**20,496,533**	38,076,478
Trading and investment securities gains (losses) - net	*27*	**(10,570,095)**	996,419,947
Miscellaneous	*30, 32*	**35,381,747**	35,275,381
		662,041,279	1,429,931,444
OTHER EXPENSES			
Compensation and fringe benefits	*28, 32*	**1,358,682,147**	1,372,389,908
Taxes and licenses	*15*	**561,126,796**	657,720,314
Rent and utilities	*29*	**393,877,553**	349,917,730
Depreciation and amortization	*14, 15, 16*	**355,899,654**	395,749,379
Insurance		**251,067,675**	206,357,819
Service fees and commissions		**183,022,994**	139,213,386
Subscription fees		**80,781,479**	72,024,536
Entertainment and recreation		**72,634,956**	80,624,926
Management and professional fees	*32*	**57,350,256**	52,748,779
Amortization of software costs	*16*	**36,952,538**	24,173,473
Provision for (reversal of) credit and impairment losses	*17*	**(4,071,487)**	767,133,042
Miscellaneous	*30*	**340,602,654**	299,213,686
		3,687,927,215	4,417,266,978
INCOME BEFORE SHARE IN NET LOSS OF AN ASSOCIATE AND INCOME TAX EXPENSE		**963,560,875**	733,728,222
SHARE IN NET LOSS OF AN ASSOCIATE	*13, 32*	**874,621**	479,798
INCOME BEFORE INCOME TAX EXPENSE		**962,686,254**	733,248,424
INCOME TAX EXPENSE	*31*	**336,960,918**	237,952,832
NET INCOME		**625,725,336**	495,295,592
Earnings Per Share Attributable to Equity Holders of the Bank			
Basic	*35*	**P5.37**	P4.41
Diluted	*35*	**5.15**	4.41

See Notes to the Financial Statements.

BANK OF COMMERCE
STATEMENTS OF COMPREHENSIVE INCOME

		For the Nine Months Ended September 30	
	Note	**2021**	2020
NET INCOME		**P625,725,336**	P495,295,592
OTHER COMPREHENSIVE INCOME (LOSS)			
Items that may not be reclassified to profit or loss			
Net change in remeasurement losses on retirement liability	*28*	**126,807,928**	-
Net change in fair value of equity securities at fair value through other comprehensive income (FVOCI)	*10*	**31,375,000**	10,900,000
		158,182,928	10,900,000
Items that may be reclassified to profit or loss			
Net change in fair value of debt securities at FVOCI	*10*	**(204,481,351)**	272,588,358
Net change in fair value of debt securities at FVOCI taken to profit or loss	*10*	**(11,709,675)**	(281,296,361)
Net movement in cumulative translation adjustment		**21,939,448**	(16,003,538)
Share in other comprehensive income (loss) of an associate	*13*	**17,457**	(10,835)
		(194,234,121)	(24,722,376)
		(36,051,193)	(13,822,376)
TOTAL COMPREHENSIVE INCOME		**P589,674,143**	P481,473,216

See Notes to the Financial Statements.

BANK OF COMMERCE

STATEMENTS OF CHANGES IN EQUITY

For the Nine Months Ended September 30

	Note	Capital Stock (Note 23)	Paid-in Surplus (Note 23)	Surplus Reserves (Note 24)	Retained Earnings (Deficit) (Note 23)	Remeasurement Losses on Retirement Liability (Note 28)	Net Unrealized Gains (Losses) on Financial Assets at FVOCI (Note 10)	Cumulative Translation Adjustment	Share in Other Comprehensive Loss of an Associate (Note 13)	Total Equity
Balance as at December 31, 2020		P11,224,111,200	P5,594,079,646	P395,602,340	(P51,156,715)	(P449,088,000)	P69,657,563	(P15,404,017)	(P1,339,376)	P16,766,462,641
Net income for the year		-	-	-	625,725,336	-	-	-	-	625,725,336
Other comprehensive income (loss) for the year:										
Items that may not be reclassified to profit or loss:										
Net change in remeasurement losses on retirement liability		-	-	-	-	126,807,928	-	-	-	126,807,928
Net change in fair value of equity securities at fair value through other comprehensive income (FVOCI)		-	-	-	-	-	31,375,000	-	-	31,375,000
Items that may be reclassified to profit or loss:										
Net change in fair value of debt securities at FVOCI		-	-	-	-	-	(204,481,351)	-	-	(204,481,351)
Net change in fair value of debt securities at FVOCI taken to profit or loss		-	-	-	-	-	(11,709,675)	-	-	(11,709,675)
Net movement in cumulative translation adjustment		-	-	-	-	-	-	21,939,448	-	21,939,448
Share in other comprehensive loss of associate		-	-	-	-	-	-	-	17,457	17,457
Total comprehensive income for the year		-	-	-	625,725,336	126,807,928	(184,816,026)	21,939,448	17,457	589,674,143
Issuance of preferred stock	23	4,166,666,700	1,291,666,676	-	-	-	-	-	-	5,458,333,376
Transactions within equity:										
Transfer from surplus reserves	*24*	-	-	69,724,089	(69,724,089)	-	-	-	-	-
Transfer of gain on equity securities at FVOCI realized through disposal	*10*	-	-	-	5,615,500	-	(5,615,500)	-	-	-
		4,166,666,700	1,291,666,676	69,724,089	(64,108,589)	-	(5,615,500)	-	-	5,458,333,376
Balance as at September 30, 2021		P15,390,777,900	P6,885,746,322	P465,326,429	P510,460,032	(P322,280,072)	(P120,773,963)	P6,535,431	(P1,321,919)	P22,814,470,160

Forward

For the Nine Months Ended September 30

	Note	Capital Stock (Note 23)	Paid-in Surplus (Note 23)	Surplus Reserves (Note 24)	Deficit (Note 23)	Remeasurement Losses on Retirement Liability (Note 28)	Net Unrealized Gains on Financial Assets at FVOCI (Note 10)	Cumulative Translation Adjustment	Share in Other Comprehensive Loss of an Associate (Note 13)	Total Equity
Balance as at December 31, 2019		P11,224,111,200	P5,594,079,646	P399,262,743	(P839,250,906)	(P319,998,451)	P36,108,673	P2,014,880	(P1,336,303)	P16,094,991,482
Net income for the year		-	-	-	495,295,592	-	-	-	-	495,295,592
Other comprehensive income (loss) for the year:										
Items that may not be reclassified to profit or loss:										
Net change in remeasurement losses on retirement liability		-	-	-	-	-	-	-	-	-
Net change in fair value of equity securities at fair value through other comprehensive income (FVOCI)		-	-	-	-	-	10,900,000	-	-	10,900,000
Items that may be reclassified to profit or loss:										
Net change in fair value of debt securities at FVOCI		-	-	-	-	-	272,588,358	-	-	272,588,358
Net change in fair value of debt securities at FVOCI taken to profit or loss		-	-	-	-	-	(281,296,361)	-	-	(281,296,361)
Net movement in cumulative translation adjustment		-	-	-	-	-	-	(16,003,538)	-	(16,003,538)
Share in other comprehensive income of associate		-	-	-	-	-	-	-	(10,835)	(10,835)
Total comprehensive income for the year		-	-	-	495,295,592	-	2,191,997	(16,003,538)	(10,835)	481,473,216
Transactions within equity:										
Transfer from surplus reserves	*24*	-	-	(17,658,813)	17,658,813	-	-	-	-	-
Transfer of gain on equity securities at FVOCI realized through disposal	*10*	-	-	-	-	-	-	-	-	-
		-	-	(17,658,813)	17,658,813	-	-	-	-	-
Balance as at September 30, 2020		P11,224,111,200	P5,594,079,646	P381,603,930	(P326,296,501)	(P319,998,451)	P38,300,670	(P13,988,658)	(P1,347,138)	P16,576,464,698

See Notes to the Financial Statements.

BANK OF COMMERCE
STATEMENTS OF CASH FLOWS

		For the Nine Months Ended September 30	
	Note	**2021**	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax expense		**P962,686,254**	P733,248,424
Adjustments for:			
Depreciation and amortization	*14, 15, 16*	**355,899,654**	395,749,379
Gain on foreclosure and sale of property and equipment and foreclosed assets - net	*14, 15, 16, 32*	**(231,041,350)**	(50,792,182)
Amortization of software costs	*16*	**36,952,538**	24,173,473
Unrealized gains (losses) on financial assets and liabilities at fair value through profit or loss (FVPL)	*27*	**12,926,420**	(44,780,777)
Gain on sale of financial assets at fair value through other comprehensive income (FVOCI)	*27*	**(11,709,675)**	(281,296,361)
Provision for (reversal of) credit and impairment losses	*17*	**(4,055,507)**	764,671,953
Share in net loss of associate	*13*	**874,621**	479,798
Gain on sale of investment securities at amortized cost	*27*	**-**	(644,470,473)
Changes in operating assets and liabilities:			
Decrease (increase) in:			
Interbank loans receivables	*8*	**106,515,133**	110,898,186
Financial assets at FVPL		**59,342,991**	(20,623,405)
Loans and receivables		**(2,535,251,176)**	1,287,492,460
Other assets		**(231,522,694)**	(177,981,569)
Increase (decrease) in:			
Deposit liabilities		**18,357,221,710**	11,486,857,279
Manager's checks		**(98,335,258)**	94,056,371
Accrued interest, taxes and other expenses		**74,947,954**	177,255,629
Other liabilities		**155,379,797**	(813,820,045)
Net cash generated from operations		**17,010,831,412**	13,041,118,140
Income taxes paid		**(250,632,734)**	(283,909,910)
Net cash provided by operating activities		**16,760,198,678**	12,757,208,230
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale or redemption of:			
Financial assets at FVOCI		**15,152,970,954**	16,051,256,280
Investment securities at amortized cost		**7,938,850,000**	13,382,864,389
Investment properties		**260,759,658**	48,073,000
Property and equipment		**34,158,146**	31,338,561
Additions to:			
Investment securities at amortized cost		**(38,187,801,903)**	(1,023,810,230)
Financial assets at FVOCI		**(7,318,701,448)**	(22,731,965,017)
Property and equipment	*14*	**(106,867,067)**	(64,608,073)
Software costs	*16*	**(21,074,132)**	(10,431,708)
Investment properties		**(214,831)**	(1,359,039)
Net cash provided by (used in) investing activities		**(22,247,920,623)**	5,681,358,163
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of preferred stock		**5,458,333,376**	-
Payment of lease liability		**(140,797,021)**	(136,958,691)
Settlement of bills payable		**(18,675)**	(76,507)
Net cash provided by (used) in financing activities	*34*	**5,317,517,680**	(137,035,198)
EFFECT OF EXCHANGE RATE DIFFERENCES ON CASH AND CASH EQUIVALENTS		**21,939,448**	(16,003,538)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**(148,264,817)**	18,285,527,657

Forward

	For the Nine Months Ended September 30		
	Note	**2021**	2020
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR			
Cash and other cash items		**P2,420,504,742**	P1,776,398,932
Due from Bangko Sentral ng Pilipinas		**39,547,210,722**	21,955,496,031
Due from other banks		**1,023,255,562**	670,481,616
Interbank loans receivable and securities purchased under resale agreements		**21,949,327,179**	13,318,396,289
		64,940,298,205	37,720,772,868
CASH AND CASH EQUIVALENTS AT END OF YEAR			
Cash and other cash items		**1,878,231,813**	2,077,204,188
Due from Bangko Sentral ng Pilipinas		**34,576,957,213**	34,972,606,080
Due from other banks		**4,574,706,832**	972,569,844
Interbank loans receivable and securities purchased under resale agreements		**23,762,137,530**	17,983,920,413
		P64,792,033,388	P56,006,300,525
CASH FLOWS FROM INTEREST AND DIVIDENDS			
Operating Activities			
Interest received		**P3,727,211,824**	P3,908,972,326
Interest paid		**P507,268,747**	P1,034,017,796
Investing Activities			
Interest received		**P599,396,896**	P906,502,737
Dividends received		**P5,709,161**	P5,918,425
Financing Activities			
Interest paid		**P27,567,951**	P33,744,410

See Notes to the Financial Statements.

BANK OF COMMERCE
NOTES TO THE FINANCIAL STATEMENTS

1. Reporting Entity

Bank of Commerce (the "Bank") is a domestic corporation registered with the Philippine Securities and Exchange Commission (SEC) on December 16, 1963. It provides commercial banking services such as deposit products, loans and trade finance, domestic and foreign fund transfers, foreign exchange, and trust services. The Bank's principal place of business is at San Miguel Properties Centre, No.7 St. Francis Street, Mandaluyong City. The Bank has a total of 140 branches nationwide as at September 30, 2021 and December 31, 2020.

San Miguel Properties, Inc. (SMPI) and San Miguel Corporation Retirement Plan (SMCRP) hold 39.89% and 39.94% ownership of the Bank's issued common shares, respectively, as at September 30, 2021 and December 31, 2020, with each having significant influence over the Bank. SMC Equivest Corporation holds 100.00% ownership of the Bank's issued non-voting preferred shares as at September 30, 2021.

The Bank's original authority for its banking license was approved under Monetary Board (MB) Resolution No. 1045 dated October 4, 1963 as The Overseas Bank of Manila. The Bank received its Foreign Currency Deposit Unit (the "FCDU") license and launched its FCDU operations on September 23, 1983. The Bank received its Expanded FCDU license on March 10, 2010. The Bank was renamed Commercial Bank of Manila, Inc. on October 20, 1980, further renamed Boston Bank of the Philippines on July 27, 1988, and finally, Bank of Commerce on November 28, 1991.

On January 16, 2013, the SEC approved the Amended Articles of Incorporation to extend the corporate life of the Bank for another 50 years or up to December 16, 2063. Under Section 11, *Corporate Term* of the Revised Corporation Code issued on February 23, 2019, a corporation shall have perpetual existence unless its articles of incorporation provides otherwise. On January 30, 2020, the Board of Directors (BOD) approved the Amended Articles of Incorporation to reflect that the Bank's term of existence shall be perpetual. The said amendment was approved by the SEC on June 9, 2020.

The financial statements of the Bank were approved and authorized for issue by the BOD on November 23, 2021.

2. Basis of Preparation

<u>Statement of Compliance</u>
The financial statements of the Bank have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs). PFRSs are based on International Financial Reporting Standards issued by the International Accounting Standards Board. PFRSs, which are adopted and issued by the Philippine Financial Reporting Standards Council, consist of PFRSs, Philippine Accounting Standards (PASs), and Philippine Interpretations.

Basis of Measurement

The financial statements of the Bank have been prepared on a historical cost basis, except for the following items:

Items	Measurement Bases
Financial assets and liabilities at fair value through profit or loss (FVPL)	Fair value
Financial assets at fair value through other comprehensive income (FVOCI)	Fair value
Lease liability	Present value of remaining lease payments, discounted using the Bank's incremental borrowing rate
Net retirement liability	Present value of the defined benefit obligation less fair value of plan assets

Functional and Presentation Currency

The financial statements include accounts maintained in the Regular Banking Unit (the "RBU") and the FCDU. The functional currency of the RBU and the FCDU is Philippine Peso (PHP) and United States Dollar (USD), respectively. For financial reporting purposes, FCDU accounts and foreign currency-denominated accounts in the RBU are translated to their equivalents in PHP. The financial statements individually prepared for these units are combined after eliminating inter-unit accounts.

All values are rounded to the nearest peso unless otherwise stated.

Presentation of Financial Statements

The Bank presents its statements of financial position broadly in the order of liquidity. An analysis regarding recovery of assets or settlement of liabilities within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is presented in Note 22.

3. Summary of Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these financial statements, except for the new disclosures on segment reporting and earning per share. These policies are adopted by the Bank in relation to the Bank's planned capital market issuance and its listing in the Philippine Stock Exchange (see Notes 18 and 36). The Bank has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Segment Reporting

The Bank's operating businesses are organized and managed separately according to nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. If the Bank changes the structure of its internal organization in a manner that causes composition of its reportable segment to change, the corresponding information for earlier periods, including interim periods, shall be restated unless the information is not available and the cost to develop it would be excessive. Financial information on business segments is presented in Note 7.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. The General Ledger system of the Bank captures the transactions of a segment level, and segment performance is evaluated based on net income before taxes.

Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the net income for the year attributable to equity holders of the Bank, after deducting dividends declared to preferred shareholders, by the weighted average number of common shares outstanding during the year after giving retroactive effect to stock dividends declared and stock rights exercised during the year, if any.

Diluted EPS is calculated by dividing the net income attributable to common shareholders by the weighted average number of common shares outstanding for the year adjusted for the effects of any dilutive potential common shares.

Foreign Currency Transactions and Translation

Foreign exchange differences arising from foreign currency transactions and revaluation and translation of foreign currency-denominated assets and liabilities to functional currency are credited to or charged as part of “Foreign exchange gains - net” account in the statements of income, except for differences arising from the re-translations of equity securities at FVOCI which are recognized directly in “Net change in fair value on equity securities at FVOCI” in other comprehensive income (OCI).

The books of accounts of the FCDU of the Bank are maintained in USD with various transactions in foreign currencies. The foreign currency-denominated income and expenses in the books of accounts are translated into their USD equivalent based on the exchange rates prevailing at the time of transaction. The foreign currency-denominated assets and liabilities at the reporting dates are translated into USD using the Banking Association of the Philippines (BAP) closing rate prevailing at the reporting date.

The foreign currency-denominated monetary assets and liabilities in the RBU are translated to PHP based on the BAP closing rate prevailing at the end of the year. Foreign currency-denominated income and expenses are translated to PHP at the exchange rates prevailing at transaction dates. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

For reporting purposes, the FCDU income and expenses are translated to their equivalent in PHP based on the BAP weighted average rate (WAR) for the year. The assets and liabilities of the FCDU at the reporting date are translated into PHP using BAP closing rate at the reporting date. The exchange differences arising from translation (i.e. BAP WAR and BAP closing rate) of FCDU accounts to PHP as presentation currency are taken directly to OCI under “Net movement in cumulative translation adjustment” in the statements of comprehensive income. Upon disposal of the FCDU or upon actual remittance of FCDU profits to RBU, the deferred cumulative amount recognized in the statement of comprehensive income is recognized in the statement of income.

Financial Instruments - Initial Recognition

- *Date of Recognition*
  Regular way purchases and sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on settlement date. Settlement date accounting refers to: (a) the recognition of an asset on the day it is received by the Bank, and (b) the derecognition of an asset and recognition of any gain or loss on disposal on the day that it is delivered by the Bank. Deposit liabilities, bills payable, and loans and receivables are recognized when cash is received by the Bank or advanced to the borrowers.

  Derivatives are recognized on trade date basis. Trade date is the date when an entity commits itself to purchase or sell an asset. Trade date accounting refers to: (a) the recognition of an asset to be received or the liability to be paid on the trade date, and (b) the derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on trade date.

- *Initial Recognition of Financial Instruments*
  All financial instruments, whether financial assets or liabilities, are initially measured at fair value. Except for financial assets and liabilities valued at FVPL, initial measurement includes transaction costs.

Financial Instruments - Classification and Subsequent Measurement

Financial Assets

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI and FVPL. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Bank's business model for managing them.

The Bank's business model for managing financial assets refers to how it manages its financials assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are for sole payment of principal and interest (SPPI). This assessment is referred to as the SPPI test and is performed at an instrument level.

Business Model Assessment

The Bank makes an assessment of the objective of a business model in which an asset is held at a portfolio level, not on an instrument-by-instrument basis, because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realizing cash flows through the sale of the assets;

- how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed;

- how managers of the business are compensated (for example, whether compensation is based on the fair value of the assets managed or on the contractual cash flows collected); and

- the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Bank's stated objective for managing the financial assets is achieved and how cash flows are realized.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If the cash flows after initial recognition are realized in a way that is different from the Bank's original expectations, the Bank does not change the classification of the remaining financial asset held in that business model but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

SPPI Test
As part of the Bank's classification process, the Bank assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

For purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition and may change over the life of the financial asset (e.g., if there are repayments of principal or amortization of the premium or discount). 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as profit margin.

To make the SPPI assessment, the Bank applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set. In contrast, contractual terms that introduce a "more than de minimis" exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVPL.

The Bank's measurement categories for financial assets are described below:

(i) *Financial Assets at FVPL*
Financial assets at FVPL include financial assets held for trading purposes, financial assets designated upon initial recognition at FVPL or financial assets mandatorily required to be measured at fair value. Equity securities are classified as financial assets at FVPL, unless the Bank designates an equity security that is not held for trading as at FVOCI at initial recognition.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or

- on initial recognition, it is part of a portfolio of identified financial instruments that the Bank manages together and has evidence of a recent actual pattern of short-term profit-taking; or

- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Financial assets with cash flows that are not SPPI are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt securities to be classified at amortized cost or at FVOCI, as described in succeeding sections, debt securities may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are initially recognized and subsequently measured at fair value in the statements of financial position, with transaction costs recognized in the statements of income. Gains and losses arising from changes in the fair value of financial assets at FVPL and gains and losses arising from disposals of these securities are recognized under "Trading and investment securities gains (losses) - net" account in the statements of income. Interest earned or incurred is recorded as interest income or interest expense, respectively, while dividend income is recorded under "Miscellaneous income" account in the statements of income when the right to receive payment has been established.

Financial assets at FVPL include government and private debt securities held for trading, derivative instruments and debt securities that do not meet the SPPI test. Most of the Bank's derivative trading activities relate to deals with customers that are normally offset by transactions with other counterparties. The Bank may also take positions with the expectation of profiting from favorable movements in prices, rates or indices. The Bank is a counterparty to derivative contracts, such as currency forwards and warrants.

(ii) Financial Assets at Amortized Cost

The Bank measures debt financial assets at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Financial assets meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at amortized cost using the effective interest method less any impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate (EIR). The amortization is included under "Interest income" in the statements of income. Gains and losses are recognized in the statements of income when the financial asset is derecognized, modified or impaired, as well as through the amortization process. The losses arising from expected credit losses (ECL) is recognized under "Provision for credit and impairment losses" account, while reversals of ECL are recognized under "Reversal of credit and impairment losses" account. The two accounts are netted off in the statements of income. The effects of revaluation on foreign-currency denominated financial assets are recognized under "Foreign exchange gains - net" account in the statements of income.

The Bank's financial assets at amortized cost include cash and other cash items (COCI), exclusive of cash on hand, amounts due from BSP and other banks, interbank loans receivable and securities purchased under resale agreements (SPURA), investment securities at amortized cost, loans and receivables from customers, sales contract receivables, unquoted debt securities, accrued interest receivable, accounts receivable and other receivables.

The Bank may irrevocably elect at initial recognition to classify a financial asset that meets the amortized cost criteria above as at FVPL if that designation eliminates or significantly reduces an accounting mismatch had the financial asset been measured at amortized cost. As at September 30, 2021 and December 31, 2020, the Bank has not made such designation.

(iii) Financial Assets at FVOCI

- *Debt Securities*

  The Bank measures debt securities at FVOCI if both of the following conditions are met:

  - the financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and

  - the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

  Debt securities at FVOCI are subsequently measured at fair value with unrealized gains and losses arising from fair valuation recognized in OCI under the 'Net unrealized gains (losses) on financial assets at FVOCI' account in the equity section of the statements of financial position. Interest income and foreign exchange gains and losses are recognized in the statements of income in the same manner as for financial assets measured at amortized cost. The ECL arising from impairment of such investments are recognized in the statements of income with a corresponding charge to "Provision for credit and impairment losses" account if the resulting ECL is impairment losses and to "Reversal of credit and impairment losses" if the resulting ECL is reversal of impairment. Other fair value changes to measure the instrument at fair value is recognized in OCI.

  Upon derecognition, the cumulative gains or losses previously recognized in OCI are recognized under "Trading and investment securities gains (losses) - net" account in the statements of income.

- *Equity Securities*
  At initial recognition, the Bank can make an irrevocable election (on an instrument-by-instrument basis) to designate equity securities as at FVOCI. Designation as at FVOCI is not permitted if the equity security is held for trading.

  Equity securities designated at FVOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value, with no deduction for any disposal costs. Gains and losses arising from changes in fair value are recognized in OCI under "Net unrealized gains (losses) on financial assets at FVOCI" account in the equity section of the statements of financial position. Dividends earned on holding equity securities designated at FVOCI are recognized in the statements of income as "Miscellaneous income" when the right of the payment has been established, except when the Bank benefits from such proceeds as a recovery of part of the cost of the instrument. Gains and losses on disposal of these equity securities are never recycled to profit or loss, but the cumulative gain or loss previously recognized in OCI is reclassified to "Retained earnings (Deficit)" account in the equity section of the statements of financial position. Equity securities designated at FVOCI are not subject to impairment assessment.

  The Bank designated all equity securities that are not held for trading as at FVOCI on initial application of PFRS 9, *Financial Instruments*.

Financial Liabilities
The Bank classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortized cost or at FVPL.

Financial liabilities are classified and subsequently measured at amortized cost using the effective interest method, except for financial liabilities measured at FVPL. Financial liabilities measured at FVPL consists of: (a) financial liabilities held-for-trading, including derivative liabilities that are not accounted for as hedging instruments; and (b) financial liabilities designated at fair value through profit or loss.

The Bank may, at initial recognition, irrevocably designate financial liabilities as measured at FVPL.

The Bank's financial liabilities at amortized cost include deposit liabilities, bills payable, manager's checks, accrued interest and other expenses (except accrued employee and other benefits and accrued taxes payable) and other liabilities (except withholding tax payable, retirement liability and ECL on off-balance sheet exposures).

Financial liabilities at FVPL include derivative liabilities held-for-trading arising from cross-currency swap and forward contracts. Similar to derivative assets, any gains or losses arising from changes in fair values of derivative liabilities are taken directly to "Foreign exchange gains - net" in the statements of income. Derivatives are carried as liabilities when the fair value is negative.

Reclassification of Financial Assets and Liabilities
The Bank can reclassify financial assets if the objective of its business model for managing the financial asset changes. Reclassification of financial assets designated at FVPL or equity securities at FVOCI at initial recognition is not permitted.

A change in the objective of the Bank's business model will be effected only at the beginning of the next reporting period following the change in the business model.

Financial liabilities are not reclassified.

<u>Modifications of Financial Assets and Financial Liabilities</u>

Financial Assets

If the terms of a financial asset are modified, then the Bank evaluates whether the cash flows of the modified asset are substantially different.

If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognized, and a new financial asset is recognized at fair value plus any eligible transaction costs. Any fees received as part of the modification are accounted as follows:

- fees that are considered in determining the fair value of the new asset and fees that represent reimbursement of eligible transaction costs are included in the initial measurement of the asset; and

- other fees are included in statements of income and expenses as part of the gain or loss on derecognition.

If cash flows are modified when the borrower is in financial difficulties, then the objective of the modification is usually to maximize recovery of the original contractual terms rather than to originate a new asset with substantially different terms. If the Bank plans to modify a financial asset in a way that would result in forgiveness of cash flows, then it first considers whether a portion of the asset should be written off before the modification takes place. This approach impacts the result of the quantitative evaluation and means that the derecognition criteria are not usually met in such cases.

To determine whether a modification of a financial asset is substantial or non-substantial, the guidance set out in this policy should be applied. Where it is not clear whether a "substantial modification" has occurred based on the application of this guidance, a 10.0% net present value change (equivalent to the PFRS 9 - test for financial liabilities) should be applied as a backstop.

In some cases, whether or not a modification is substantial will be clear with little or no analysis while in others a high degree of judgment may be required.

The modification of a financial asset could involve one or both of the following:

1) Changes in contractual terms that have a direct impact on the contractual cash flows. For example: changes to limit, tenor (maturity), interest rate, currency, or introduction or removal of features that give rise to cash flows other than payments of principal and interest on the principal amount outstanding;

2) Changes in contractual terms that do not have a direct impact on the contractual cash flows. For example: changes in security, collateral or other credit enhancements that change the credit risk associated with the loan.

Based on the Bank's policy, the delineation between substantial and non-substantial modifications should focus on category (a) modifications, specifically changes in credit limit, tenor, currency or SPPI characteristics.

If the modification of a financial asset measured at amortized cost or FVOCI does not result in derecognition of the financial asset, then the Bank first recalculates the gross carrying amount of the financial asset using the original EIR of the asset and recognizes the resulting adjustment as a modification gain or loss in statement of income.

For floating-rate financial assets, the original EIR used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs or fees incurred and fees received as part of the modification adjust the gross carrying amount of the modified financial asset and are amortized over the remaining term of the modified financial asset.

If such modification is carried out because of the financial difficulties of the borrower, then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income calculated using the effective interest method.

Financial Liabilities
The Bank derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability derecognized and consideration paid is recognized in statement of income. Consideration paid included non-financial assets transferred, if any, and the assumption of liabilities, including the new modified financial liability.

If the modification of a financial liability is not accounted for as derecognition, then the amortized cost of the liability is recalculated by discounting the modified cash flows at the original EIR and the resulting gain or loss is recognized in statement of income. For floating-rate financial liabilities, the original EIR used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs and fees incurred are recognized as an adjustment to the carrying amount of the liability and amortized over the remaining terms of the modified financial liability by re-computing the EIR on the instrument.

<u>Derecognition of Financial Assets and Financial Liabilities</u>
Financial Assets
A financial asset (or, where applicable a part of a financial asset or part of a group of financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Bank retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; or
- the Bank has transferred its rights to receive cash flows from the asset and either: (a) has transferred substantially all the risks and rewards of ownership of the asset; or (b) has neither transferred nor retained the risks and rewards of ownership of the asset but has transferred the control of the asset.

Where the Bank has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the asset nor transferred control of the asset, the asset is recognized to the extent of the Bank’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Bank could be required to repay.

Financial Liabilities
A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired. Where an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statements of income.

Impairment of Financial Assets
The Bank recognizes ECL for loan and other debt financial assets at amortized cost and at FVOCI, together with loans commitments and financial guarantee contracts. No impairment loss is recognized on equity securities.

Expected Credit Loss Methodology
The Bank measures ECL in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money and reasonable and supportable information about past events, current conditions and forecasts of future economic conditions. PFRS 9 requires a loss allowance to be recognized at an amount equal to either the 12-month ECL or lifetime ECL for those financial instruments which have experienced a significant increase in credit risk (SICR) since initial recognition. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument, whereas 12-month ECLs are the portion of ECLs that result from default events that are possible within 12 months after the reporting date.

Staging Assessment
For non-impaired financial instruments:

- Stage 1: Comprised of performing financial instruments which have not experienced SICR since initial recognition or have low credit risk as of reporting date. This stage recognizes a 12-month ECL for the financial instruments categorized under this group.

- Stage 2: Comprised of under-performing financial instruments which have experienced a SICR since initial recognition, but do not have objective evidence of impairment. This stage recognizes a lifetime ECL for the financial instruments categorized under this group.

For credit-impaired financial instruments:

- Stage 3: Comprised of non-performing financial instruments with one or more loss events occurring since the original recognition or assets with objective evidence of impairment at reporting date. Financial instruments falling within this stage have objective evidence of impairment thus requiring the recognition of lifetime ECL.

Definition of "Default" and "Cure"
The Bank generally classifies a financial instrument as in default when it is credit impaired, or becomes past due on its contractual payments for more than 90 days, considered non-performing, under litigation or is classified as doubtful or loss. In assessing whether a borrower is in default, the Bank considers indicators that are qualitative (i.e. breach of covenant) and quantitative (i.e. overdue status and non-payment on another obligation of the same borrower/issuer to the Bank). An instrument is considered to be no longer in default (i.e. to have cured) when there is sufficient evidence to support that full collection of principal and interests is probable and payments are received for at least six (6) months. This definition is consistent with the definition of non-performing loans (NPL) under Section 304 of Manual of Regulations for Banks (MORB), *Past Due Accounts and Non-Performing Loans*.

Credit Risk at Initial Recognition
The Bank makes full use of its Internal Credit Risk Rating System (ICRRS) to determine the credit risk of exposures at initial recognition. The ICRRS is devised to assess the level of risk associated with each borrower using a combination of both quantitative and qualitative factors. Subsequent credit assessments and approvals are also considered in determining the credit risk.

Significant Increase in Credit Risk
The definition of a SICR varies by portfolio where the determination of the change in credit risk includes both the quantitative and qualitative factors.

The Bank applies the movement in its Corporate Loan account's credit risk rating and assessment of breach in watchlist triggers to indicate a possible significant credit downgrade or upgrade through a risk rating matrix. For the remaining portfolios, the Bank considers that a SICR occurs no later than when an asset is more than 30 days past due. The total number of days past due is determined by counting the number of days since the earliest elapsed due date in respect of which full payment has not been received. Furthermore, the Bank's internal credit assessment may consider a counterparty to have a SICR since initial recognition if it is identified to have well-defined credit weaknesses. These may include adverse changes in the financial, managerial, economic and/or political nature of a business. Credit weakness can be established by an unsatisfactory track record that merits close monitoring and attention from management.

If there is evidence that there is no longer a SICR relative to initial recognition, then the loss allowance on an instrument returns to being measured as 12-month ECL. For unrated financial instruments, the SICR is measured using the number of days past due which is also consistent with the staging criteria presented above.

ECL Parameters and Methodologies
ECL is a function of the following credit risk parameters:

a) Probability of Default (PD)
   The PD is the measure of likelihood that a borrower will be unable to settle his obligation/s on time and in full. The Bank uses its ICRRS to segment exposures with homogenous risk characteristics. PD estimate, being one of the fundamental basis for credit risk modelling, plays a vital role in the estimation of ECL for the Bank.

   The Bank uses the Point-in-Time (PiT) PD in calculating expected credit loss. The Bank starts with an empirical 12-month Through-the-Cycle (TtC) PD for each product type calculated per rating grade.

The observed default rate, calculated as the number of defaults relative to in-force population, is regressed on the economic input to determine how changes in the economic input impact the default rate.

The variation between the log-odds of these forecasted default rate is then used to transform the 12-month TtC PD to 12-month PiT PD. The lifetime PDs and conditional PDs are calculated for stage 2 and stage 3 ECLs using the 12-month PiT PD.

b) Loss Given Default (LGD)
LGD measures the percentage amount of credit losses incurred and not recovered at the time of default. LGD estimation is based on historical cash flow recoveries. Calculation of the LGD is adjusted for some assets to consider cashflow recoveries on collateral. For some financial assets, the Bank supplemented internal assessments with regulatory thresholds to arrive at the LGD assumption.

c) Exposure at Default (EAD)
EAD is defined as the outstanding amount of credit exposure at the time of default. EAD is estimated by modelling the historical data on both the actual drawn and undrawn amounts for each credit facility. This provides a more robust estimate of the total amount the Bank is exposed to.

Forward-looking Information
The Bank incorporates forward-looking information into both its assessment of whether the credit risk of a financial asset has increased significantly since its initial recognition and its measurement of ECL.

A broad range of forward-looking information is assessed as economic inputs, such as growth of the gross domestic product, inflation rates, unemployment rates, foreign exchange rates, property prices and other economic factors. The key forward-looking economic variable used in each of the economic scenarios for the ECL calculations in 2021 and 2020 is the GDP growth. The Bank considered GDP as the broadest indicator of a nation's economic health and performance. Monetary policies are often based on the movements and projections of GDP. To some extent, it also affects the other economic factors.

The inputs and models used for calculating ECL may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

The observed Default Rate (DR), calculated as the number of defaults relative to inforce population, is regressed on the gross domestic product (GDP) growth rate (constant 2000 prices) to determine how changes in the GDP growth rate impact the DR. For the base scenario, the GDP growth rate (based on the following: Quarterly data from 1998 to 2019 published by Philippine Statistics Authority; and Annual GDP projections from 2020 to 2021 by Asian Development Bank's supplemental outlook) is forecasted and is used to forecast expected DR. For the optimistic and pessimistic scenarios, the Bank assumed a certain level of GDP growth (positive and negative GDP growth rates for optimistic and pessimistic scenarios, respectively). The forecasted GDP growth rates, for both optimistic and pessimistic scenarios, are used to forecast expected DR under different scenarios. The difference between the log-odds of these forecasted DR is called the "Variation". The "Variation" is used to transform the 12-month TtC PD to 12-month PiT PD.

Restructured Loans
Where possible, the Bank seeks to restructure loans rather than to take possession of collateral. This may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, the loan is no longer considered past due. Management continuously reviews restructured loans to ensure that all criteria are met and the future payments are likely to occur. When the loan has been restructured but not derecognized, the Bank also reassesses whether there has been a SICR and considers whether the assets should be classified as Stage 3. If the restructuring terms are substantially different, the loan is derecognized and a new 'asset' is recognized at fair value using the revised EIR.

Write-offs
Financial assets are written off either partially or in full when there is no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Bank determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. This assessment is carried out at the individual asset level.

Recoveries of amounts previously written off are included under "Miscellaneous income" in the statements of income.

Financial assets that are written off could still be subject to enforcement activities in order to comply with the Bank's procedures for recovery of amounts due.

<u>'Day 1' Difference</u>
Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable markets, the Bank recognizes the difference between the transaction price and fair value (a 'Day 1' difference) as part of current operations in the period when the asset is acquired or the liability is incurred. In cases where the transaction price used is based on inputs which are not observable, the difference between the transaction price and model value is only recognized as part of current operations in the period when the inputs become observable or when the instrument is derecognized. For each transaction, the Bank determines the appropriate method of recognizing the 'Day 1' difference amount.

<u>Offsetting</u>
Financial assets and liabilities are offset with the net amount reported in the statements of financial position, if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, as the related assets and liabilities are presented gross in the statements of financial position.

As at September 30, 2021 and December 31, 2020, the Bank did not have any financial instrument that qualified for offsetting.

Income and expenses are presented on a net basis only when permitted by the accounting standards.

Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include COCI, amounts due from BSP and other banks and interbank loans receivable and SPURA with original maturities of three months or less from dates of placement and that are subject to insignificant risk of changes in value.

COCI consist of cash on hand and checks and other cash items. Cash on hand refers to the total amount of cash in the Bank's vault in the form of notes and coins under the custody of the cashier/cash custodian or treasurer, including notes in the possession of tellers and those kept in automated teller machines (ATMs).

Repurchase and Reverse Repurchase Agreements

Securities sold under repurchase agreements (SSURA) at a specified future date ("repos") are not derecognized from the statements of financial position. The corresponding cash received, including accrued interest, is recognized in the statements of financial position as liability of the Bank, reflecting the economic substance of such transaction.

Conversely, SPURA to resell at a specified future date ("reverse repos") are not recognized in the statements of financial position. The corresponding cash paid, including accrued interest, is recognized in the statements of financial position as securities purchased under resale agreement, and is considered as a loan to the counterparty. The Bank is not permitted to sell or re-pledge the collateral in the absence of default by the owner of the collateral. The difference between the purchase price and resale price is treated as interest income in the statements of income and is amortized over the life of the agreement using the effective interest method.

Financial Guarantees and Undrawn Loan Commitments

Undrawn loan commitments and letters of credit are commitments under which over the duration of the commitment, the Bank is required to provide a loan with pre-specified terms to the customer. The nominal contractual values of undrawn loan commitments, where the loans agreed to be provided are on market terms, are not recorded in the statements of financial position. These contracts are in the scope of the ECL requirements where the Bank estimates the expected portion of the undrawn loan commitments that will be drawn over their expected life. The ECL related to loan commitments is recognized under "Other liabilities" in the statements of financial position.

In the ordinary course of business, the Bank issues financial guarantees in favor of other parties. Financial guarantees are initially recognized in the financial statements at fair value, and the initial fair value is amortized over the life of the financial guarantee in accordance with PFRS 15. The financial guarantee is subsequently carried at the higher of the amount of loss allowance determined in accordance with the ECL model and the amount initially recognized, less when appropriate, the cumulative amount of income recognized in accordance with PFRS 15.

Non-current Assets Held for Sale

Non-current assets held for sale include assets with or without improvements that are to be recovered principally through a sale transaction rather than through continuing use, available for immediate distribution in their present condition, highly probable to be sold within one year, and are included in the sales auction program for the year. Assets held for sale are stated at the lower of its carrying amount and fair value less costs to sell.

The Bank measures a non-current asset that ceases to be classified as held for sale at the lower of:

- the carrying amount before the non-current asset was classified as held for sale, adjusted for any depreciation, amortization or revaluations that would have been recognized had the non-current asset not been classified as held for sale; and

- the recoverable amount at the date of the subsequent decision not to sell.

The Bank includes any required adjustment to the carrying amount of a non-current asset that ceases to be classified as held for sale in income from continuing operations in the year in which the asset ceases to be held for sale.

As at September 30, 2021 and December 31, 2020, the Bank has no outstanding non-current assets held for sale.

Investment in an Associate

An associate is an entity over which the Bank has significant influence but no control. This is a rebuttable presumption in case the equity interest of the Bank in an entity is between 20.0% and 50.0%. The Bank's equity investment in BIC Management and Consultancy, Inc. (formerly Bancommerce Investment Corporation) (BIC) represents 24.26% of BIC's capital stock. Accordingly, the Bank's equity investment in BIC is treated as an investment in an associate accounted for under the equity method of accounting since there is no indication of control.

Under the equity method, an investment in an associate is carried in the statements of financial position at cost plus post-acquisition changes in the Bank's share in the net assets of the associate. The Bank's share in an associate's post-acquisition profits or losses is recognized in the statements of income, and its share of post-acquisition movements in the associate's equity reserves is recognized directly in equity.

When the Bank's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Bank does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Profits and losses resulting from transactions between the Bank and an associate are eliminated to the extent of the Bank's interest in the associate.

The reporting period of BIC is on a calendar year basis. BIC's accounting policies conform to those used by the Bank for like transactions and events in similar circumstances.

Property and Equipment

Land is stated at cost less any impairment in value. Depreciable properties including buildings, furniture, fixtures and equipment and leasehold improvements are stated at cost less accumulated depreciation and amortization, and any impairment in value.

The initial cost of property and equipment comprises its purchase price, including import duties and non-refundable purchase taxes after deducting trade discounts and rebates, and any costs that are directly attributable to bringing the property and equipment to its location and condition necessary for it to be capable of operating in the manner intended by management. Expenditures incurred after the property and equipment have been put to operation, such as repairs and maintenance, are normally charged against operations in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in the increase in the future economic benefits to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation and amortization are calculated on a straight-line basis over the estimated useful life of the depreciable assets. Leasehold improvements are amortized over the estimated useful life of the improvements or the terms of the related lease, whichever is shorter.

Estimated useful lives of property and equipment are as follows:

	Years
Building	50
Furniture, fixtures and equipment	3 - 7
Leasehold improvements	5 - 15

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statements of income in the period the asset is derecognized.

The asset's residual values, useful lives and method of depreciation and amortization are reviewed, and adjusted if appropriate, at each reporting date.

Investment Properties

Investment properties are composed of assets acquired from foreclosure or *dacion en pago* and land and building that are vacant and no longer used for administrative purposes (previously owner-occupied property), and are initially measured at cost including transaction costs. An investment property acquired through an exchange transaction is initially recognized at the fair value of the asset acquired unless the fair value of each asset cannot be measured, in which case the investment property acquired is measured at the carrying amount of the asset given up. The difference between the fair value of the asset received and the carrying amount of the asset given up is recorded as "Gain on foreclosure" under "Gain on foreclosure and sale of property and equipment and foreclosed assets - net" in the statement of income. Foreclosed properties are classified under "Investment properties" upon:

- entry of judgment in case of judicial foreclosure;
- execution of the Sheriff's Certificate of Sale in case of extra-judicial foreclosure; or
- notarization of the Deed of Dacion in case of payment in kind (dacion en pago).

The Bank applies the cost model in subsequently measuring its investment properties. Land is carried at cost less any impairment in value and depreciable properties acquired are carried at cost. Cost is the fair value of the asset at acquisition date, less any accumulated depreciation and any impairment in value. Transaction costs, which include non-refundable capital gains tax and documentary stamp tax, incurred in connection with foreclosure are capitalized as part of cost of the investment properties.

Depreciation is computed on a straight-line basis over the estimated useful life of the depreciable asset or 10 years, whichever is lower. The estimated useful life and the depreciation method are reviewed periodically to ensure that the period and the method of depreciation are consistent with the expected pattern of economic benefits from items of investment properties.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner-occupation or the start of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by the start of owner-occupation or of development with a view to sell.

Repairs and maintenance costs relating to investment properties are normally charged to statements of income in the period in which the costs are incurred.

An investment property is derecognized when it has either been disposed of or when it is permanently withdrawn from use and no future benefit is expected from its disposal. Any gain or loss on derecognition of an investment property is recognized in the statements of income under “Gains on foreclosure and sale of property and equipment and foreclosed assets - net” account in the period of derecognition.

<u>Other Properties Acquired</u>
Other properties acquired, included under “Other assets” account in the statements of financial position, include chattel mortgage properties foreclosed in settlement of loan receivables. The Bank applies the cost model of accounting for these assets. Under the cost model, these assets are carried at cost, which is the fair value at acquisition date, less accumulated depreciation and any impairment in value.

Depreciation is computed on a straight-line basis over the estimated useful life of the depreciable asset or three (3) years, whichever is lower. The estimated useful life and the depreciation method are reviewed periodically to ensure that the period and the method of depreciation are consistent with the expected pattern of economic benefits from items of other properties acquired.

The carrying values of the other properties acquired are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amounts (see accounting policy on Impairment of Non-financial Assets).

An item of other properties acquired is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statements of income under “Gains on foreclosure and sale of property and equipment and foreclosed assets - net” account in the period of derecognition.

Intangible Assets

Intangible assets consist of software costs and branch licenses. Intangible assets acquired separately, included under “Other assets” account in the statements of financial position, are measured on initial recognition at cost. The cost of an intangible asset acquired in a business combination is its fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and impairment losses. Internally generated intangible assets are not capitalized but recognized in the statements of income in the period when the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortized over the economic useful life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates.

The amortization expense on intangible assets with finite lives is recognized in the statements of income under the expense category consistent with the function of the intangible asset. Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statements of income in the period when the asset is derecognized.

Branch Licenses

Branch licenses are granted by the BSP and capitalized on the basis of the costs incurred to acquire and bring to use in operation. Branch licenses are determined to have indefinite useful lives and are tested for impairment annually.

Software Costs

Software costs include costs incurred relative to the purchase of the Bank’s software and are amortized on a straight-line basis over 5 years. Software costs are carried at cost less accumulated amortization and any impairment in value.

Impairment of Investment in an Associate and Non-financial Assets

Investment in an Associate, Non-current Assets Held for Sale, Property and Equipment, Investment Properties, Other Properties Acquired and Intangible Assets under “Other Assets”

At each reporting date, the Bank assesses whether there is any indication of impairment on investment in an associate, non-current assets held for sale, property and equipment, investment properties, other properties acquired and intangible assets, or whether there is any indication that an impairment loss previously recognized for an asset in prior years may no longer exist or may have decreased. When an indicator of impairment exists or when an annual impairment testing for an asset is required, the Bank makes a formal estimate of the net recoverable amount.

The net recoverable amount is the higher of an asset's (or cash-generating unit's) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the net recoverable amount is assessed as part of the cash-generating unit to which it belongs. Value in use is the present value of future cash flows expected to be derived from an asset or cash-generating unit while fair value less cost to sell is the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable and willing parties less any costs of disposal. Where the carrying amount of an asset (or cash-generating unit) exceeds its net recoverable amount, the asset (or cash-generating unit) is considered impaired and is written-down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit).

An impairment loss is charged against operations in the period in which it arises.

An assessment is made at each reporting date as to whether there is any indication that the previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the net recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's net recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its net recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such a reversal is recognized in the statements of income.

After such a reversal, the depreciation expense is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

<u>Fair Value Measurement</u>
The Bank measures financial instruments, such as, financial assets and liabilities at FVPL, financial assets at FVOCI and net retirement liability which is measured at present value of the defined benefit obligation less fair value of plan assets, at fair value at each reporting date. Also, fair values of financial instruments measured at amortized cost and investment properties are disclosed in Note 6.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Bank.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Fair Value Hierarchy
The majority of valuation models deploy only observable market data as inputs. This has not changed as a result of COVID-19, however the Bank has considered the impact of related economic and market disruptions on fair value measurement assumptions and the appropriateness of valuation inputs, notably valuation adjustments, as well as the impact of COVID-19 on the classification of exposures in the fair value hierarchy.

The Bank evaluates the material accuracy of the valuations incorporated in the financial statements as they can involve a high degree of judgement and estimation in determining the carrying values of financial assets and financial liabilities at the reporting date.

For certain financial instruments, the Bank may use data that is not readily observable in current markets. If the Bank uses unobservable market data, then the Bank needs to exercise more judgement to determine fair value depending on the significance of the unobservable input to the overall valuation. Generally, the Bank derives unobservable inputs from other relevant market data and compares them to observed transaction prices where available.

The Bank uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a. Level 1 - quoted (unadjusted) market prices in active markets for identical assets or liabilities.

b. Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

c. Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Bank determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External appraisers are involved for valuation of significant assets such as investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosures, the Bank has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained in Note 6.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Bank and the income can be reliably measured. Revenue is measured at the fair value of the consideration received/receivable.

Determining whether the Bank is acting as a Principal or an Agent

The Bank assesses its revenue arrangements against the following indicators to determine whether it is acting as a principal or an agent:

- whether the Bank has primary responsibility for providing the services;
- whether the Bank has discretion in establishing prices; and
- whether the Bank has inventory risk before the specified good or service has been transferred to a customer or after transfer of control to the customer.

The Bank has determined that it is acting as a principal in its revenue arrangements except for activities where the Bank acts in a fiduciary or custodian capacity such as nominee, trustee, or agent. The Bank recognizes income from fiduciary and custodianship activities under "Service charges, fees and commission" account in the statements of income.

The following specific recognition criteria must also be met before revenue is recognized:

Revenues within the Scope of PFRS 15

The Bank earns fee and commission income from a diverse range of financial services it provides to its customers. Fee and commission income is recognized at an amount that reflects the consideration to which the Bank expects to be entitled in exchange for providing the services. The performance obligations, as well as the timing of their satisfaction, are identified, and determined, at the inception of the contract.

Service Charges and Penalties

Service charges and penalties are recognized only upon collection or accrued when there is reasonable degree of certainty as to its collectability. This arises from deposit-related processing transactions and charges from late payments on loans and drawing against insufficient funds of depositors.

Fees and Commissions

(i) Fee Income Earned from Services that are Provided over a Certain Period of Time

Fees earned for the provision of services over a period of time are accrued over that period. These include guarantee fees, credit related fees, investment fund fees, custodian fees, fiduciary fees, portfolio and other management fees. Commitment fees for facilities where a drawdown is not generally expected must be recognized over the facility period. If a drawdown was expected and the commitment expires without the Bank making the loan, the commitment fees are recognized as fee income on expiry of the scheduled drawdown.

(ii) *Fee Income Earned from Providing Transaction Services*

Fees arising from negotiating or participating in the negotiation of a transaction for a third party, such as brokerage fees for the arrangement of the acquisition of shares or other securities are recognized on completion of the underlying transaction. Fees or components of fees that are linked to a certain performance obligation are recognized after fulfilling the corresponding criteria. Loan syndication fees are recognized in the statements of income when the syndication has been completed and the Bank retains no part of the loans for itself or retains a part of the loan at the same EIR as for the other participants.

Discounts Earned and Awards Revenue on Credit Cards
Discounts received are taken up as income upon receipt from member establishments of charges arising from credit availments by the Bank's cardholders. These discounts are computed based on certain agreed rates and are deducted from the amounts remitted to the member establishments. These also include interchange income from transactions processed by Mastercard, a card network, and fees from cash advance transactions of cardholders.

The amount allocated to the loyalty programmes is deferred and recognized as revenue when the award credits expire or the likelihood of the customer redeeming the loyalty points becomes remote. Award credits under customer loyalty programmes are accounted for as a separately identifiable component of the transaction in which they are granted. The fair value of the consideration received in respect of the initial sale is allocated based on the estimated stand-alone selling prices. Income generated from customer loyalty programmes is recognized in 'Service charges, fees and commissions' in the statements of income.

Other Income
Income from the sale of services is recognized upon completion of the service. Income from sale of properties is recognized when control over properties transfers to the recipients, measured as the difference between the transaction price and the properties' carrying amounts and presented under "Gains on foreclosure and sale of property and equipment and foreclosed assets - net" in the statements of income.

Revenues Outside the Scope of PFRS 15

Interest Income
Interest income is recognized in the statements of income for all financial assets measured at amortized cost and debt securities at FVOCI as they accrue, using the EIR. EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or financial liability. The calculation takes into account all the contractual terms of the financial instruments including any fees or incremental costs that are directly attributable to the instrument and are integral part of the EIR, but not future credit losses. The EIR is established on initial recognition of the financial asset and liability and is not revised subsequently, except for repricing loans. The carrying amount of the financial asset or liability is adjusted if the Bank revises its estimates of payments or receipts. The change in carrying amount is recognized in statements of income as interest income or expense.

Interest on interest-bearing financial assets at FVPL is recognized based on the contractual rate.

When a financial asset becomes credit-impaired and is, therefore, regarded as Stage 3 (as discussed in "Impairment of Financial Assets" above), the Bank calculates interest income by applying the EIR to the net amortized cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Bank reverts to calculating interest income on a gross basis.

Purchases by credit cardholders, collectible on an installment basis, are recorded at the cost of the items purchased plus a certain percentage of cost. The excess over cost is credited to 'Unearned discount' and is shown as a deduction from 'Loans and receivables' in the statements of financial position. The unearned discount is taken up to interest income over the installment term and is computed using the effective interest method.

Trading and Investment Securities Gains or Losses
Trading and investment securities gains or losses represent results arising from disposal of debt securities at FVOCI and trading activities (realized gains and losses) and from the changes in fair value of financial assets and liabilities at FVPL (unrealized gains or losses).

Dividends
Dividends are recognized when received or when the Bank's right to receive the dividends is established.

Rental Income
Payments received under operating lease arrangements are recognized in the statements of income on a straight-line basis over the term of the lease.

Recovery on Charged-off Assets
Income arising from collections on accounts or recoveries from impairment of items previously written off is recognized in the statement of income in the year of recovery.

Expense Recognition
Expense is recognized when a decrease in future economic benefit related to a decrease in an asset or an increase in liability has arisen to the Bank and can be measured reliably.

Interest Expense
Interest expense for all interest-bearing financial liabilities is recognized in "Interest expense" in the statements of income using the EIR of the financial liabilities to which they relate.

Other Expenses
Other expenses include losses and expenses that arise in the ordinary course of business of the Bank and are recognized when incurred.

Employee Benefits
Short-term Employee Benefits
Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Bank has presented legal or constructive obligation to pay this amount as a result of past service provided by the employer and the obligation can be estimated reliably.

Retirement Benefits
The Bank has a funded, noncontributory defined benefit plan administered by a trustee. A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive upon retirement, usually dependent on one or more factors such as age, years of service and compensation. The retirement cost is generally funded through payments to a trustee-administered fund, determined by annual actuarial calculations.

The retirement benefits liability recognized in the statements of financial position in respect of the defined benefits retirement plan is the present value of the defined benefits obligation at the valuation date less the fair value of plan assets. The defined benefits obligation is calculated annually by an independent actuary using the projected unit credit method. When the calculation results in a potential asset for the Bank, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

The present value of the defined benefits obligation is determined by discounting the estimated future cash outflows using interest rate on high quality government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related retirement liability.

Remeasurements of the defined benefit liability, which include actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in OCI. The Bank determines the net interest expense (income) on the retirement benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the retirement benefit liability (asset), taking into account any changes in the retirement liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to the defined benefit plan are recognized in the statements of income.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the statements of income. The Bank recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Equity

"Capital Stock" is recorded at par for all shares issued and outstanding.

"Paid-in Surplus" represents the proceeds in excess of par value. Incremental costs incurred which are directly attributable to the issuance of new shares are charged to "Paid-in surplus".

"Retained Earnings (Deficit)" represents the accumulated earnings (losses) of the Bank.

"Surplus Reserves" represent the appropriation of retained earnings in relation to allowance for credit losses which are less than the 1.0% general provision prescribed by the BSP for regulatory purposes, 10.0% of the Bank's profit from trust business, and self-insurance of the Bank.

Leases

At inception of a contract, the Bank assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Bank as Lessee

At commencement or on modification of a contract that contains a lease component, the Bank allocates consideration in the contract to each lease component on the basis of its relative standalone price. However, for leases of branches and office premises, the Bank has elected not to separate non-lease components and accounts for the lease and non-lease components as a single lease component.

The Bank recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less accumulated depreciation and any impairment losses, adjusted for certain remeasurements of the lease liability. Cost comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove any improvements made. The right-of-use asset is subsequently depreciated using straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted using the Bank's incremental borrowing rate.

The Bank determines its incremental borrowing rate by analyzing its borrowings from various external sources and makes certain adjustments to reflect the terms of the lease and type of asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Bank is reasonably certain to exercise, lease payments in an optional renewal period if the Bank is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Bank is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. It is remeasured when there is a change in future lease payments arising from a change in an index rate, change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase, extension or termination option is reasonably certain not to be exercised or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Bank presents right-of-use assets in “Property and equipment” and lease liabilities in “Other liabilities” in the statements of financial position.

Short-term Leases and Leases of Low-value Assets
The Bank has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Bank recognizes the lease payments associated with these leases as a rent expense on a straight-line basis over the lease term.

Bank as a Lessor
At inception or on modification of a contract that contains a lease component, the Bank allocates the consideration in the contract to each lease component on the basis of their relative stand-alone selling prices.

When the Bank acts as a lessor, it determines at lease inception whether the lease is a finance lease or an operating lease. To classify each lease, the Bank makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Bank considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

The Bank is a party to operating leases as a lessor. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and amortized over the lease term on the same basis as the rental income. Contingent rentals are recognized as income in the period in which they are earned.

Income Tax Expense

Current Tax

Current income tax is the expected tax payable on the taxable income for the year using the tax rates enacted at the reporting date. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any.

Deferred Tax

Deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits from the excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carry-over (NOLCO) to the extent that it is probable that taxable income will be available against which the deductible temporary differences and carryforward benefits of unused MCIT and unused NOLCO can be utilized. Deferred tax, however, is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are applicable to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. These reflect uncertainty related to income taxes, if there is any.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities and deferred taxes related to the same taxable entity and the same taxation authority.

Provisions

Provisions are recognized when the Bank has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Bank expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is charged to current operations, net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Contingent Assets and Liabilities

Contingent liabilities are not recognized in the financial statements but are disclosed in the notes to the financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed in the notes to the financial statements when an inflow of economic benefits is probable.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individual or corporate entities.

Events After the Reporting Date

Post year-end events that provide additional information about the Bank's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the financial statements when material.

Fiduciary Activities

Assets and income arising from fiduciary activities together with related undertakings to return such assets to customers are excluded from the financial statements where the Bank acts in a fiduciary capacity such as nominee, trustee or agent.

Amendments to Standards Issued but Not Yet Adopted

A number of amendments to standards are effective for annual periods beginning after January 1, 2021. However, the Bank has not early adopted the following new or amended standards in preparing these financial statements. Unless otherwise stated, none of these are expected to have significant impact on the Bank's financial statements.

Effective January 1, 2022

- *Property, Plant and Equipment - Proceeds before Intended Use (Amendments to PAS 16, Property, Plant and Equipment).* The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced before that asset is available for use. The proceeds before intended use should be recognized in profit or loss, together with the costs of producing those items which are identified and measured in accordance with PAS 2, *Inventories*.

The amendments also clarify that testing whether an item of property, plant and equipment is functioning properly means assessing its technical and physical performance rather than assessing its financial performance.

For the sale of items that are not part of a company's ordinary activities, the amendments require the company to disclose separately the sales proceeds and related production cost recognized in profit or loss and specify the line items in which such proceeds and costs are included in the statement of comprehensive income. This disclosure is not required if such proceeds and cost are presented separately in the statement of comprehensive income.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted. The amendments apply retrospectively, but only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the company first applies the amendments.

- *Onerous Contracts - Cost of Fulfilling a Contract (Amendment to PAS 37 Provisions, Contingent Liabilities and Contingent Assets).* The amendments clarify that the cost of fulfilling a contract when assessing whether a contract is onerous includes all costs that relate directly to a contract - i.e., it comprises both incremental costs and an allocation of other direct costs.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022 to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as appropriate. The comparatives are not restated. Earlier application is permitted.

- *Annual Improvements to PFRS Standards 2018-2020.*

  - *Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Amendment to PFRS 9).* The amendment clarifies that for the purpose of performing the '10 per cent' test for derecognition of financial liabilities, the fees paid net of fees received included in the discounted cash flows include only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

  - *Lease Incentives (Amendment to Illustrative Examples accompanying PFRS 16 Leases).* The amendment deletes from the Illustrative Example 13 the reimbursement relating to leasehold improvements to remove the potential for confusion because the example had not explained clearly enough the conclusion as to whether the reimbursement would meet the definition of a lease incentive in PFRS 16.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

Effective January 1, 2023

- *Classification of Liabilities as Current or Non-current (Amendments to PAS 1 Presentation of Financial Statements).* To promote consistency in application and clarify the requirements on determining whether a liability is current or non-current, the amendments:

  - removed the requirement for a right to defer settlement of a liability for at least twelve months after the reporting period to be unconditional and instead requires that the right must have substance and exist at the end of the reporting period;

  - clarified that a right to defer settlement exists only if the company complies with conditions specified in the loan agreement at the end of the reporting period, even if the lender does not test compliance until a later date; and

  - clarified that settlement of a liability includes transferring a company's own equity instruments to the counterparty, but conversion options that are classified as equity do not affect classification of the liability as current or non-current.

  The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

4. Critical Judgments and Estimates

The preparation of financial statements in conformity with PFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses, and disclosures of contingent assets and contingent liabilities. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

<u>Significant Judgments</u>
In the process of applying the Bank's accounting policies, management has made the following significant judgments, apart from those involving estimations, which may have the most significant effect on amounts recognized in the financial statements:

a. *Leases*

   Bank as Lessee
   The Bank leases properties, land and buildings for the premises it uses for its operations.

The Bank recognizes right-of-use assets and lease liabilities for most leases - on-balance sheet leases. However, the Bank has elected not to recognize right-of-use assets and lease liabilities for leases involving assets of low value. The same policy is likewise applied for short-term leases. The Bank recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Significant judgment was exercised by the Bank in determining the discount rate to be used in calculating the present value of right-of-use assets and lease liabilities. The discount rate is represented by the incremental borrowing rate which is Bloomberg Valuation (BVAL) rate and credit spread as determined by the Bank.

The carrying amounts of right-of-use assets and lease liabilities are disclosed in Notes 14 and 21, respectively.

Bank as Lessor

The Bank has entered into commercial property lease agreements for its property and equipment, and investment properties. The Bank has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out under operating lease agreements.

In determining whether or not a lease should be treated as an operating lease, the retention of ownership title to the leased property, period of lease contract relative to the estimated economic useful life of the leased property and bearer of executory costs, among others, are considered.

b. *Business Model Assessment*

The Bank manages its financial assets based on the business models that maintain adequate level of financial assets to match its expected cash outflows, largely arising from customers' withdrawals and continuing loan disbursements to borrowers, while maintaining a strategic portfolio of financial assets for investing and trading activities consistent with its risk appetite.

The Bank developed business models which reflect how it manages its portfolio of financial instruments. The Bank's business models need not be assessed at entity level or as a whole but shall be applied at the level of a portfolio of financial instruments (i.e. group of financial instruments that are managed together by the Bank) and not on an instrument-by-instrument basis (i.e. not based on intention or specific characteristics of individual financial instrument).

In determining the classification of a financial instrument under PFRS 9, the Bank evaluates in which business model a financial instrument or a portfolio of financial instruments belong to, taking into consideration the objectives of each business model established by the Bank. The level of aggregation at which the business model is applied is based on the specific activities being undertaken by each business unit of the Bank to achieve its stated objectives and other relevant factors such as risks affecting the business model, key performance indicators in evaluating the business model, and how managers of the business are compensated.

The Bank assesses the performance of each business model by considering the activities undertaken by the business models, placing the appropriate key performance indicators and monitoring the frequency of sales activities. PFRS 9 emphasizes that if more than an infrequent and more than an insignificant sale is made out of a portfolio of financial assets carried at amortized cost, an entity should assess whether and how such sales are consistent with the objective of collecting contractual cash flows. In making this judgment, the Bank considers facts and circumstances present to assess whether an increase in the frequency or value of sales of financial instruments in a particular period is not necessarily inconsistent with a hold-to-collect business model and whether the Bank can explain the reasons for those sales and why those sales do not reflect a change in the Bank's objective for the business model.

In September and October 2020, the Bank sold government securities classified as Investment securities at amortized cost and was assessed as consistent with the hold-to-collect business model since the sale was not more than infrequent (see Note 11). The sale was deemed to be not more than infrequent since it was approved only once during the year and transpired within the approved time period.

c. *Testing the Cash Flow Characteristics of Financial Assets*

In determining the classification of financial assets under PFRS 9, the Bank assesses whether the contractual terms of the financial assets give rise on specified dates to cash flows that are SPPI on the principal outstanding, with interest representing time value of money and credit risk associated with the principal amount outstanding. The assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual term that changes the timing or amount of cash flows (unless it is a variable interest rate that represents time value of money and credit risk), i.e. cash flows that are non-SPPI, does not meet the amortized cost and FVOCI criteria. In cases where the relationship between the passage of time and the interest rate of the financial instrument may be imperfect, known as modified time value of money, the Bank assesses the modified time value of money feature to determine whether the financial instrument still meets the SPPI criterion. The objective of the assessment is to determine how different the undiscounted contractual cash flows could be from the undiscounted cash flows that would arise if the time value of money element was not modified (the benchmark cash flows). If the resulting difference is significant, the SPPI criterion is not met. In view of this, the Bank considers the effect of the modified time value of money element in each reporting period and cumulatively over the life of the financial instrument.

d. *Functional Currency*

PAS 21 requires management to use its judgment to determine the entity's functional currency such that it most faithfully represents the economic effects of the underlying transactions, events and conditions that are relevant to the entity. In making this judgment, the Bank considers the following:

- the currency that mainly influences sales prices for financial instruments and services;
- the currency in which funds from financing activities are generated; and
- the currency in which receipts from operating activities are usually retained.

Based on the economic substance of the underlying circumstance relevant to the Bank, the functional currency of the Bank's RBU book of accounts and FCDU book of accounts have been determined to be PHP and USD, respectively.

PHP and USD are the currencies of the primary economic environment in which the Bank operates. These are the currencies that mainly influence the income and costs arising from the Bank operations.

e. *Provisions and Contingencies*

The Bank, in the ordinary course of business, sets up appropriate provisions for its present legal or constructive obligations in accordance with its policies on provisions and contingencies. Judgment is exercised by management to distinguish between provisions and contingencies (see Note 37).

<u>Estimates</u>

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below:

(i) Expected Credit Losses on Financial Assets, Loan Commitments and Financial Guarantees

The Bank reviews its financial assets at amortized cost and debt securities at FVOCI, loan commitments and financial guarantees to assess the amount of credit losses to be recognized in the statements of financial position at least on an annual basis or more frequently, as deemed necessary. The measurement of ECL under PFRS 9 requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining ECL and the assessment of a SICR. These estimates are driven by a number of factors, changes to which can result in different levels of allowances.

Considering the COVID-19 pandemic that started in 2020, the Bank needed to apply certain adjustments on the estimation of parameters and assumptions in order to account for the impact of this unforeseen event. The general methodology for the ECL calculation remains the same. However, the projection of the forward looking components was updated. The Bank used the most recent supportable and available information to establish the probable effects of the pandemic to the performance of the Bank's exposures. Furthermore, the scenario weights were also adjusted giving a bigger probability to the pessimistic scenario to account for the uncertainties brought by the pandemic. The Bank also identified accounts that are vulnerable to the impact of COVID-19 and these were subjected to individual impairment assessment. These accounts are closely monitored paying more attention to their actual performance during the year.

Refer to Notes 3 and 5 for the detailed discussions of the inputs, assumptions and estimation uncertainty used in measuring ECL under PFRS 9. The related allowance for credit losses subject to ECL are disclosed in Note 17.

(ii) Fair Value of Financial Instruments

Where the fair values of financial assets and liabilities (including derivatives) recognized in the statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of mathematical models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. These estimates may include consideration of liquidity, volatility and correlation. Changes in assumptions about these factors could affect the reported fair values of financial instruments.

(iii) Impairment of Investment in an Associate and Non-Financial Assets

Investment in an Associate, Non-current Assets Held for Sale, Property and Equipment, Investment Properties, Other Properties Acquired, and Intangible Assets under "Other Assets"

The Bank assesses impairment on assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Bank considers important which could trigger an impairment review include the following:

a) significant underperformance relative to expected historical or projected future operating results;

b) significant changes in the manner of use of the acquired assets or the strategy for overall business; and

c) significant negative industry or economic trends.

The Bank recognizes an impairment loss whenever the carrying amount of an asset exceeds its net recoverable amount. Net recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

The carrying values of non-current assets held for sale, investment in an associate, property and equipment, investment properties, other properties acquired and intangible assets under "Other Assets" are disclosed in Notes 13, 14, 15 and 16, respectively.

(iv) Estimated Useful Lives of Property and Equipment, Investment Properties, Other Properties Acquired and Software Costs

The useful lives and depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from property and equipment and computer software.

The estimated useful lives of property and equipment, investment properties, other properties acquired and software costs are disclosed in Note 3.

(v) Recognition of Deferred Tax Assets

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that sufficient taxable income will be available against which the related tax benefits can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the forecasted timing and amount of future taxable income together with future tax planning strategies.

The estimates of future taxable income indicate that certain temporary differences will be realized in the future. The recognized and the unrecognized deferred tax assets are disclosed in Note 31.

(vi) Present Value of Retirement Benefit Obligation

The cost of retirement benefits and other post-employment benefits are determined using actuarial valuation. The actuarial valuation involves making assumptions about discount rates, future salary increases and mortality rates. Due to the long-term nature of the plan, such estimates are subject to significant uncertainty.

The assumed discount rates were determined using the prevailing market yields on Philippine government bonds with terms consistent with the expected employee benefit payout as at reporting date. The present value of the Bank's retirement obligation and the fair value of plan assets are disclosed in Note 28.

(vii) Contingencies

The Bank is currently involved in various legal proceedings. The probable costs for the resolution of these proceedings has been estimated by management, in consultation with the legal counsels handling the Bank's legal defense in these matters, and is based upon an analysis of potential results.

Management currently does not believe that these proceedings will have a material adverse effect on the Bank's financial position. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (see Note 37).

5. Financial Risk Management Objectives and Policies

Introduction

The business of banking involves financial risks which must be measured, monitored and managed by an effective risk management system embedded throughout the whole organization. Effective risk management ensures that financial risks are properly identified, assessed, measured and managed. The diligent monitoring and management of all financial risks, notably credit, interest rate risk in the banking book (IRRBB), market and liquidity risk require the development of a risk-conscious culture that will influence daily business activities and decision-making.

The Bank believes that effective risk management will not only minimize potential or actual losses but will also optimize earnings by correctly pricing its products and services commensurate to the risks taken. Its risk mission and objectives are to consistently and accurately measure risks, to always consider risk and return in evaluating transactions and exposures while preserving and maintaining adequate risk-based capital and to ensure adequate returns on such capital. Risk mitigation strategies form an integral part of risk management activities.

Risk Management Structure

The BOD is ultimately responsible for identifying and controlling risks. However, there are separate independent units at the BOD and management levels, which are responsible for managing and monitoring financial risk.

Board of Directors

The BOD is primarily responsible for the sound governance of the Bank, promotion of the highest standards of ethics and integrity. It approves and oversees the implementation of the Bank's strategic objectives and establishes and maintains sound risk management system for the whole institution. The BOD approves and reviews the institutional tolerance for risks, business strategies and risk philosophy.

Corporate Governance Committee

The Corporate Governance Committee is tasked to assist the BOD in fulfilling its corporate governance responsibilities and in providing oversight in the implementation of the Bank's Compliance System. It is responsible for ensuring due observance of corporate governance principles and guidelines across the Bank.

Related Party Transactions Committee (RPTCom)

The RPTCom assists the BOD in fulfilling its responsibility of ensuring that transactions with related parties are arm's length. It covers proper identification of related parties, recording and vetting of transactions with them including disclosures in financial reports, which must be consistent with relevant legal and regulatory requirements, and Bank policies.

Audit Committee

The Audit Committee represents and assists the BOD in its general oversight of the Bank's financial reporting policies, practices and control and internal and external audit functions. It oversees the relationship with the independent external auditors, receives information and provides advice, counsel and general direction, as it deems appropriate, to management and the auditors, taking into account the information it receives, discussions with the auditors, and the experience of the Committee's members in business, financial and accounting matters.

Board Risk Oversight Committee (BROC)

The BROC, a sub-committee of the BOD, oversees the Bank's risk management system. It has the power to approve procedures for implementing risk and capital management policies. The BROC shall assist the BOD with its oversight function to identify and evaluate risk exposures, develop risk management strategies, implement and periodically review the risk management framework and promote a risk management culture in the Bank.

Risk Management Division (RSK)

The RSK is responsible for the creation and oversight of the Bank's corporate risk policy. It is responsible for making recommendations to the BOD on corporate policies and guidelines for risk measurement, management and reporting. It also reviews the system of risk limits, compliance to said limits and validates the reports of the risk-taking personnel. The RSK reports to the BROC.

Asset Liability Management Committee (ALCO)
The ALCO is responsible for setting, developing and implementing the Bank's Asset Liability Management (ALM) and hedging policy. It also reviews the allocation of resources, pricing of products and foreign exchange position of the Bank.

Internal Capital Adequacy Assessment Process (ICAAP) Steering Committee (ICAAPcom)
The ICAAPcom is responsible for overseeing the Bank's ICAAP to ensure that mandated minimum capital requirements are met and that capital levels are sufficient to cover the Bank's risk exposures driven by its strategic plans.

Credit and Collections Committee (Crecom)
The Crecom plays a critical role in the credit approval process. It has the power to approve credit proposals of any sort, e.g. establishment, renewal, extension, increase/decrease, restructuring or settlement of a credit line or term loan (whether short or long) within its authority and to endorse those credit proposals which are beyond its authority to the Executive Committee (Excom) and/or the BOD. It has likewise the responsibility to ensure that credit accommodations to related parties falling below the materiality thresholds are granted on arms' length basis and are compliant with the set regulations. On top of these, the Crecom studies and deliberates proposals intended to adopt new credit policies or to amend existing ones or to offer new loan products or programs, prior to endorsement to the Senior Executive Team and Excom for approval.

Internal Audit Division
Internal Audit Division is an independent unit of the Bank that conducts objective assurance and consulting activities designed to add value and improve the Bank's operations. It helps the Bank accomplish its objectives by bringing a systematic, disciplined approach to examine, evaluate and improve the effectiveness of risk management, internal control and governance processes of the Bank. The Internal Audit Division reports to the Audit Committee.

Legal Services Division
The primary functions of the Bank's Legal Services Division are composed of rendering legal advice and document review to ensure that relevant laws are disseminated and complied with, the Bank's interest is duly protected, and identified risks are either eliminated or minimized and imparted to responsible units of the Bank. The Division also handles cases filed for and against the Bank.

Compliance Division
The Compliance Division is responsible for coordinating, monitoring and facilitating the Bank's compliance with regulatory requirements. It is responsible for implementing the Bank's Compliance Program and the Money Laundering and Terrorist Financing Prevention Program (MTPP).

<u>Risk Measurement and Reporting Systems</u>
The Bank's capital adequacy is determined by measuring credit, market and operational risk exposures using standardized or basic approaches as suggested by BSP. Risk exposures are measured both individually and in aggregate amounts.

Risk measurements are done by respective risk-taking personnel and groups but are independently validated, analyzed and reported by the RSK.

Market risks are measured by mark-to-market and Value-at-Risk (VAR) analyses on the overall exposure, on a portfolio level, and on each individual financial instrument. These exposures are also subjected to stress testing using a variety of historical and hypothetical scenarios.

Quality of credit risks are measured via risk classifications of accounts using ICRRS together with BSP risk classification of borrowing accounts. The Bank's front office recommends the credit risk rating of borrowing accounts and classifications and allowance for losses including changes thereon, when necessary. All risk information is processed, analyzed and consolidated for proper reporting to the BOD through the BROC and Audit Committee, as well as the Senior Executive Team and various management committees of the Bank.

Actual and estimated risk exposures/losses at Treasury, Corporate, Consumer Business and Credit Cards, Operations and Information Technology, Trust and Branches are consolidated for regular reporting. Reports include, among others, portfolio mix, liquidity and maturity matching, interest rate matching, trading gains and losses, sensitivity and back-testing results, top borrowers, non-performing assets and loans, industry exposures, large exposures, fines and penalties, employee fraud cases, service level of major information technology systems and ATMs.

Risk Mitigation

To mitigate market risk exposures, other financial instruments are used to manage exposures resulting from changes in foreign currency and interest rate risk. The Bank also observes limits on positions, losses, and market sensitivities to contain these risk exposures.

The Bank maintains a capital adequacy ratio (CAR) of ten percent (10.0%) or better at all times, for regulatory compliance purposes.

Risk Concentration

The Bank manages loan concentration by controlling its mix of counterparties or borrowers in accordance with conditions permitted by regulators. Borrowers that are considered large in size are regularly monitored and reported to the BROC. Also, the limits for exposure on specific economic activity groups are in place allowing the Bank to maintain a strategic breakdown of credit risk of the different segments. Having these controls in place allows the Bank to proactively monitor exposure status and act upon limit breaches whenever necessary.

Credit Risk

The Bank considers credit risk as the possibility of loss arising from the counterparty's or customer's inability or unwillingness to settle his/her obligations on time or in full as expected or previously contracted.

The Bank has in place a credit policy manual that defines all practices, policies and procedures regarding loan activities from identification of target markets, credit initiation, documentation and disbursement, loan administration, remedial management, and loan unit organization and staffing. Also, it has in place credit approval authorities and respective limits duly approved by the BOD.

The Bank's primary element of credit risk management is the detailed risk assessment of every credit exposure associated with the counterparty. Risk assessment procedures consider both the creditworthiness of the counterparty and the risks related to the specific type of underlying credit exposures as mandated by the circulars issued by BSP. The risk assessment not only affects the structuring of the transaction and the outcome of the credit decision, but also influences the monitoring procedure applied to the ongoing exposures.

There has been no material change on the Bank's exposure to credit risk or the manner in which it manages and measures the risk since prior financial year.

Derivative Financial Instruments

The Bank enters into currency forward contracts to manage its foreign exchange risks. Currency forwards are contractual agreements to buy or sell a specified currency at a specific price and date in the future. These derivatives are accounted for as non-hedges, with the fair value changes being reported in the statements of income for the period under “Foreign exchange gains - net” account. Credit risk, in respect of derivative financial instruments, is limited to those with positive fair values, which are reported as “Financial assets at FVPL” in the statements of financial position.

Credit-related Commitment Risks

The Bank makes available to its customers guarantees which may require the Bank to make payments on their behalf. Such payments are collected from customers based on the terms of the letters of credit. They expose the Bank to risks similar to loans and these are mitigated by the same control processes and policies.

Credit Risk Exposures

The table below shows the Bank’s maximum exposure on receivables from customers and sales contract receivables, net of unearned interest income and allowance for credit losses, before and after collateral to credit risk as at September 30, 2021 and December 31, 2020:

	September 30, 2021		December 31, 2020	
	Maximum Exposure		Maximum Exposure	
	Before Collateral	**After Financial Effect of Collateral or Credit Enhancement**	Before Collateral	After Financial Effect of Collateral or Credit Enhancement
Receivables from customers:				
Term loans	**P59,269,492,984**	**P48,660,214,151**	P55,358,855,966	P49,192,891,513
Housing loans	**7,743,988,114**	**2,967,426,927**	7,924,342,343	3,638,959,697
Auto loans	**3,320,342,740**	**218,805,261**	3,873,064,570	529,309,808
Direct advances	**431,857,349**	**-**	428,696,320	29,894,682
Agri-agra loans	**267,948,947**	**230,713,094**	293,758,988	256,413,315
Bills purchased, import bills and trust receipts	**259,905,627**	**259,905,627**	634,184,181	634,184,181
Others	**1,512,109,660**	**1,509,093,402**	1,502,363,886	1,490,088,834
	72,805,645,421	**53,846,158,462**	70,015,266,254	55,771,742,030
Sales contract receivables	**367,560,397**	**53,712,557**	398,422,865	53,712,557
	P73,173,205,818	**P53,899,871,019**	P70,413,689,119	P55,825,454,587

For the other financial assets, the carrying amounts represent the maximum exposure to credit risk as at September 30, 2021 and December 31, 2020.

As at September 30, 2021 and December 31, 2020, fair value of collateral held for loans and receivables amounted to P84.8 billion and P79.0 billion, respectively.

The table below shows the Bank's maximum exposures, net of unearned interest income, relating to financial assets carried under Stage 3 as at September 30, 2021 and December 31, 2020:

	September 30, 2021			
	Maximum Exposure			
	Before Collateral	**Financial Effect of Collateral or Credit Enhancement**	**After Financial Effect of Collateral or Credit Enhancement**	**Expected Credit Loss**
Receivables from customers:				
Term loans	**P660,125,660**	**P151,697,067**	**P508,428,593**	**P608,665,006**
Housing loans	**787,503,370**	**588,668,054**	**198,835,316**	**293,585,409**
Auto loans	**595,708,107**	**577,689,966**	**18,018,141**	**319,995,309**
Direct advances	**163,823,326**	**635,000**	**163,188,326**	**163,806,215**
Bills purchased, import bills and trust receipts	**76,427,306**	**-**	**76,427,306**	**76,427,306**
Agri-agra loans	**17,663,370**	**14,362,060**	**3,301,310**	**17,663,370**
Others	**605,287,213**	**574,858**	**604,712,355**	**585,296,088**
	2,906,538,352	**1,333,627,005**	**1,572,911,347**	**2,065,438,703**
Sales contract receivables	**130,569,445**	**76,856,888**	**53,712,557**	**54,478,426**
	P3,037,107,797	**P1,410,483,893**	**P1,626,623,904**	**P2,119,917,129**

	December 31, 2020			
	Maximum Exposure			
	Before Collateral	Financial Effect of Collateral or Credit Enhancement	After Financial Effect of Collateral or Credit Enhancement	Expected Credit Loss
Receivables from customers:				
Term loans	P601,684,734	P138,889,579	P462,795,155	P593,710,939
Housing loans	754,847,638	478,482,475	276,365,163	305,219,778
Auto loans	494,798,184	470,238,412	24,559,772	252,159,442
Direct advances	163,188,320	-	163,188,320	163,188,320
Bills purchased, import bills and trust receipts	73,709,827	-	73,709,827	73,709,827
Agri-agra loans	17,663,370	14,362,060	3,301,310	17,663,370
Others	590,785,517	599,155	590,186,362	559,082,099
	2,696,677,590	1,102,571,681	1,594,105,909	1,964,733,775
Sales contract receivables	153,595,022	99,882,465	53,712,557	54,708,682
	P2,850,272,612	P1,202,454,146	P1,647,818,466	P2,019,442,457

For the other financial assets carried under Stage 3, the carrying amounts represent the maximum exposure to credit risk as at September 30, 2021 and December 31, 2020.

Collateral and Other Credit Enhancements
The amount and type of collateral required depends on the assessment of the credit risk of the borrower or counterparty. Guidelines are implemented regarding the acceptability of types of collateral valuation and parameters.

The main types of collateral obtained are as follows:

- For securities lending and reverse repurchase transactions: cash or securities;
- For commercial lending: mortgages over real properties, inventory and trade receivables and chattel mortgages; and
- For retail lending: mortgages over real properties and financed vehicles.

Management monitors the market value of collateral and requests additional collateral in accordance with the underlying agreement, in the event that the value of the collateral depreciates due to various factors affecting the collateral.

It is the Bank's policy to dispose repossessed properties in the most expeditious manner possible. Sale is facilitated by offering incentives to the Bank's accredited brokers and/or formulating programs to attract buyers like offering fixed interest rates for an extended period of time and reduced rates for downpayment as compared to prevailing market rates, among others.

Credit Quality Per Class of Financial Assets
The credit quality of financial assets is assessed and managed by the Bank using both external and internal credit ratings. The Bank's Internal Credit Risk Rating System (ICRRS) is an established tool used to evaluate the Credit Risk associated with each borrower. The ICRRS assigns a score to each account based on a combination of quantitative and qualitative factors. The scores assigned to each obligor is equivalent to the risk associated to each individual. The scoring model is reviewed and validated by external parties regularly to ensure that the model is risk ranking properly. The risk rating is used as one of the measures of the Bank's risk appetite and as a factor in impairment calculation.

Based on the evaluation of the facility risk factor (FRF), the borrower risk rating (BRR) can be upgraded or downgraded to come up with the final credit risk rating (CRR). Such CRR is eventually used in the determination of the ECL.

BRR Disclosure
In compliance with BSP, the Bank implemented in 2007 a credit risk classification that is compliant with global rating standards. The BRR is the evaluation of the credit worthiness of an existing or prospective borrower. The account is evaluated independent of any influence from any transactional factors. The BRR measures the borrower's credit quality by looking into three major aspects, namely, financial condition, industry analysis and management quality. Each section is given the following point allocation:

Section	Maximum Points	Section Rating
Financial Condition	240	40%
Industry Analysis	210	30%
Management Quality	150	30%
TOTAL	**600**	**100%**

There are several rating factors per section which can earn points depending on the four (4) quality judgment levels as follows:

Good	- 30 points
Satisfactory	- 20 points
Still Acceptable	- 10 points
Poor	- 0 point

If there is no available information for a specific factor, a rating of "Poor" will be given.

The BRR is used to determine the credit quality of the Bank's corporate accounts. Loan accounts are classified according to a 1 -10 rating scale based on BRR results, as follows:

	Final Score	Equivalent Risk Rating	Calculated BRR
High Grade	>177	Excellent	1
	150 - 176	Strong	2
	123 - 149	Good	3
Standard Grade	96 - 122	Satisfactory	4
	68 - 95	Acceptable	5
	<68	Watchlist	6
Substandard Grade		Special Mention	7
Impaired		Substandard	8
		Doubtful	9
		Loss	10

High Grade or accounts with BRR of 1-3 are loans where the risk of the Bank are good to excellent in terms of risk quality and where the likelihood of the non-payment of obligation is less likely to happen.

Standard Grade or accounts with BRR of 4-6 are loans where the risk of the Bank ranges from satisfactory to acceptable with some form of weakness and where repayment capacity needs to be watched.

Substandard Grade or accounts with BRR of 7 are loans observed to have potential weaknesses and require a closer observation than the accounts under the Standard rating since if weaknesses are uncorrected, repayment of the loan may be affected increasing the credit risk to the Bank.

Past due but not impaired are those accounts for which contractual principal and interest payments were past due but that the Bank still believes that impairment is not appropriate on the basis of the level of security or collateral available and/or the stage of collection of amounts owed to the Bank.

Impaired accounts are loans classified by the Bank as Substandard, Doubtful and Loss where there are experiences of past due accounts and there are well-defined weaknesses where collection or liquidation of obligation may be or is already jeopardized.

Unrated accounts include consumer loans portfolio, credit card receivables, benefit loans, accounts receivables, sales contract receivables and returned checks and other cash items (RCOCI). The Bank is currently building a separate credit rating system for these accounts to enhance credit evaluation parameters across different market segments and achieve a more sound and robust credit risk assessment.

The BRR can be subject to an upgrade/downgrade on the basis of the following:

Group Affiliation:

(a) When a borrower belongs to a group of companies, it can be upgraded up to the rating of the parent company provided that the parent company has a BRR of 4 or better.

(b) However, if the BRR of the subsidiary is better than the parent, a downgrade can be considered especially if the parent has a BRR of 5 or worse.

(c) If the parent has a BRR of 5 or lower and the subsidiary was also rated 5 or worse, it can retain its own rating.

(d) If there are criteria such as the medium and long-term outlook, special risks that can grievously affect the company and outweigh the other criteria, a possible downgrade can be considered.

(e) Companies with rapid expansion without a strong driving force or only on account of a single customer are also potential for downgrading.

FRF:

(a) The FRF is an adjustment in the BRR that considers the transactional influence. It takes into account the quality of each facility. It is important to note that a Borrower can have only 1 BRR but several FRF for its multiple facilities. FRF evaluates the different security arrangements; the quantity and the quality of the collateral cover for each facility.

(b) Collaterals are assessed at the net realizable value in a liquidation scenario. In evaluating the worthiness of the collateral, the quality of the documentation and the possible subordination of the Bank's claim should also be considered.

The adjustment on the BRR based on the FRF will be based on the following:

Upgrade	The facility is cash collateralized or covered by marketable securities
	Full collateralization of other assets
	3rd party guarantees in accordance with the BRR of the guarantor An upgrade should be set to the BRR of the guarantor
Downgrade	Borrower is a potential candidate for a downgrade if the facility is clean or a major part of the facilities are pledged to other creditors

The following table shows the credit quality of loans and receivables, excluding unquoted debt securities (gross of allowance for credit losses and net of unearned interest income) as at September 30, 2021 and December 31, 2020 (amounts in thousands).

	September 30, 2021										
	Term Loans	**Housing Loans**	**Auto Loans**	**Bills Purchased, Import Bills and Trust Receipts**	**Direct Advances**	**Agri Agra Loans**	**Others***	**Total Receivables from Customers**	**Sales Contract Receivables**	**Other Receivables****	**Total**
Stage 1											
Neither past due nor impaired:											
High grade	P15,052,689	P -	P -	P171,698	P431,870	P3,918	P -	P15,660,175	P -	P416,993	P16,077,168
Standard grade	40,115,886	-	10,809	55,817	-	169,046	-	40,351,558	-	247,872	40,599,430
Substandard grade	-	-	-	5,590	-	8,800	-	14,390	-	8	14,398
Unrated	-	6,869,195	2,828,677	-	-	-	1,465,589	11,163,461	279,818	245,423	11,688,702
	55,168,575	6,869,195	2,839,486	233,105	431,870	181,764	1,465,589	67,189,584	279,818	910,296	68,379,698
Stage 2											
Neither past due nor impaired:											
Standard grade	4,560,692	-	-	-	-	7,611	-	4,568,303	-	52,741	4,621,044
Substandard grade	45,489	-	-	38,821	-	95,089	-	179,399	-	276	179,675
Past due but not impaired	-	576,773	272,443	-	-	-	49,958	899,174	14,596	55,543	969,313
Impaired	100,000	-	-	-	-	14,186	-	114,186	-	752	114,938
	4,706,181	576,773	272,443	38,821	-	116,886	49,958	5,761,062	14,596	109,312	5,884,970
Stage 3											
Impaired	660,126	787,503	595,708	76,427	163,824	17,663	605,287	2,906,538	130,569	824,720	3,861,827
	660,126	787,503	595,708	76,427	163,824	17,663	605,287	2,906,538	130,569	824,720	3,861,827
	P60,534,882	P8,233,471	P3,707,637	P348,353	P595,694	P316,313	P2,120,834	P75,857,184	P424,983	P1,844,328	P78,126,495

**Comprised of benefit loans, salary loans and credit cards.*
***Comprised of accrued interest receivables, accounts receivables and RCOCI*

	December 31, 2020										
	Term Loans	Housing Loans	Auto Loans	Bills Purchased, Import Bills and Trust Receipts	Direct Advances	Agri Agra Loans	Others*	Total Receivables from Customers	Sales Contract Receivables	Other Receivables**	Total
Stage 1											
Neither past due nor impaired:											
High grade	P10,722,487	P -	P -	P343,391	P396,810	P -	P -	P11,462,688	P -	P188,908	P11,651,596
Standard grade	44,580,817	-	6,515	298,194	2,371	278,823	-	45,166,720	-	242,354	45,409,074
Substandard grade	-	-	-	-	-	-	-	-	-	-	-
Unrated	-	6,900,837	2,912,243	-	-	-	1,416,982	11,230,062	287,217	739,428	12,256,707
	55,303,304	6,900,837	2,918,758	641,585	399,181	278,823	1,416,982	67,859,470	287,217	1,170,690	69,317,377
Stage 2											
Neither past due nor impaired:											
Standard grade	498,894	-	502	-	-	-	-	499,396	-	1,517	500,913
Substandard grade	227,928	-	-	-	-	-	-	227,928	-	1,357	229,285
Past due but not impaired	-	861,790	819,172	-	-	-	79,137	1,760,099	15,345	75,679	1,851,123
Impaired	-	-	-	-	36,954	17,785	-	54,739	-	12	54,751
	726,822	861,790	819,674	-	36,954	17,785	79,137	2,542,162	15,345	78,565	2,636,072
Stage 3											
Impaired	601,685	754,848	494,798	73,710	163,188	17,663	590,786	2,696,678	153,595	765,107	3,615,380
	601,685	754,848	494,798	73,710	163,188	17,663	590,786	2,696,678	153,595	765,107	3,615,380
	P56,631,811	P8,517,475	P4,233,230	P715,295	P599,323	P314,271	P2,086,905	P73,098,310	P456,157	P2,014,362	P75,568,829

**Comprised of benefit loans, salary loans and credit cards.*
***Comprised of accrued interest receivables, accounts receivables and RCOCI*

The following table shows the credit quality of loan commitment and financial guarantee contracts as at September 30, 2021 and December 31, 2020 (amounts in thousands).

	September 30, 2021			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Loan Commitment and Financial Guarantees				
Neither past due nor impaired:				
High grade	**P1,353,462**	**P -**	**P -**	**P1,353,462**
Standard grade	**11,681,318**	**2,828,925**	**-**	**14,510,243**
Substandard grade	**-**	**21,179**	**-**	**21,179**
Unrated	**3,475,876**	**-**	**-**	**3,475,876**
Past due but not impaired	**-**	**-**	**-**	**-**
Impaired	**-**	**-**	**-**	**-**
	P16,510,656	**P2,850,104**	**P -**	**P19,360,760**

	December 31, 2020			
	Stage 1	Stage 2	Stage 3	Total
Loan Commitment and Financial Guarantees				
Neither past due nor impaired:				
High grade	P2,948,400	P -	P -	P2,948,400
Standard grade	2,574,078	-	-	2,574,078
Substandard grade	-	-	-	-
Unrated	3,729,527	-	-	3,729,527
Past due but not impaired	-	-	-	-
Impaired	-	-	-	-
	P9,252,005	P -	P -	P9,252,005

Sensitivity of ECL to Future Economic Conditions

The ECL are sensitive to judgments and assumptions made regarding formulation of forward-looking scenarios and how such scenarios are incorporated into the calculations. The Bank performs a sensitivity analysis on the ECL recognized on material classes of its assets.

The table below shows the loss allowance on receivables from customers assuming other plausible scenarios were weighted 100% instead of applying scenario probability weights. For ease of comparison, the table provides loss allowance amounts for the current and previous year using the same sensitivity analysis (amounts in thousands). Scenario 1 represents improving conditions that lead to lower ECL for each material asset class while Scenario 2 assumes more unfavorable forward-looking estimates for each material asset class which lead to increasing ECL.

	September 30, 2021			
	Gross Exposure	**Scenario 1**	**Scenario 2**	**Probability-weighted**
Term loans	**P60,534,882**	**1,261,284**	**1,274,712**	**P1,265,389**
Housing loans	**8,233,471**	**465,777**	**499,943**	**489,483**
Auto loans	**3,707,637**	**386,445**	**387,693**	**387,295**
Direct advances	**595,694**	**163,836**	**163,837**	**163,836**
Bills purchased, import bills and trust receipts	**348,353**	**88,447**	**88,447**	**88,447**
Agri-Agra loans	**316,313**	**48,356**	**48,383**	**48,364**
Others*	**2,120,834**	**608,719**	**608,727**	**608,724**
	P75,857,184	**P3,022,864**	**P3,071,742**	**P3,051,538**

**Comprised of benefit loans, salary loans and credit cards.*

	December 31, 2020			
	Gross Exposure	Scenario 1	Scenario 2	Probability-weighted
Term loans	P56,631,811	P1,271,405	P1,273,622	P1,272,955
Housing loans	8,517,475	562,947	606,325	593,133
Auto loans	4,233,230	358,715	360,809	360,166
Bills purchased, import bills and trust receipts	715,295	81,111	81,111	81,111
Direct advances	599,323	170,626	170,627	170,627
Agri-Agra loans	314,271	20,509	20,514	20,512
Others*	2,086,905	584,517	584,596	584,540
	P73,098,310	P3,049,830	P3,097,604	P3,083,044

**Comprised of benefit loans, salary loans and credit cards.*

Loans with Renegotiated Terms

The contractual terms of a loan may be modified for a number of reasons, including changing market conditions, customer retention and other factors not related to a current or potential credit deterioration of the customer. The Bank renegotiates receivable from customers in financial difficulties to maximize collection opportunities and minimize the risk of default. The carrying amounts per class of loans and receivables whose terms have been renegotiated are as follows:

	September 30, 2021	December 31, 2020
Term loans	**P281,070,867**	P254,866,548
Housing loans	**55,663,305**	14,109,526
Agri-Agra loans	**31,849,376**	35,447,897
Auto loans	**870,798**	-
Others	**53,781,167**	-
	P423,235,513	P304,423,971

For financial assets such as amounts due from BSP and other banks, interbank loans receivable and SPURA, financial assets at FVPL, financial assets at FVOCI, investment securities at amortized cost, and unquoted debt securities classified as loans, the credit quality is assessed using external credit rating (such as Standard & Poor's, Fitch, Moody's, etc.) of the respective counterparties considering relevant BSP mandates, as follows:

	September 30, 2021		
	AA - A	**BBB and Below or Unrated**	**Total**
Loans and advances to banks: **			
Due from BSP	**P34,581,625,732**	**P -**	**P34,581,625,732**
Due from other banks	**4,239,722,356**	**335,602,145**	**4,575,324,501**
Interbank loans receivable and SPURA	**23,765,345,852**	**-**	**23,765,345,852**
	62,586,693,940	**335,602,145**	**62,922,296,085**
Financial assets at FVPL:			
Government securities held-for-trading	**49,736,953**	**594,605,160**	**644,342,113**
Private debt securities	**525,381,134**	**-**	**525,381,134**
Derivative assets*	**-**	**33,322,141**	**33,322,141**
	575,118,087	**627,927,301**	**1,203,045,388**
Financial assets at FVOCI:			
Government securities**	**-**	**6,919,961,708**	**6,919,961,708**
Private debt securities**	**306,905,700**	**-**	**306,905,700**
Equity securities	**-**	**184,302,190**	**184,302,190**
	306,905,700	**7,104,263,898**	**7,411,169,598**
Investment securities at amortized cost:			
Government securities**	**-**	**35,677,767,002**	**35,677,767,002**
Private debt securities**	**2,203,643,080**	**1,515,098,023**	**3,718,741,103**
	2,203,643,080	**37,192,865,025**	**39,396,508,105**
Loans and receivables - gross:			
Unquoted debt securities***	**-**	**291,578,204**	**291,578,204**
	P65,672,360,807	**P45,552,236,573**	**P111,224,597,380**

**Unrated derivatives pertain to warrants and forwards*
***Accounts are neither past due nor impaired and carried at Stage 1 as at September 30, 2021*
****Accounts are impaired and carried at Stage 3 as at September 30, 2021*

	December 31, 2020		
	AA - A	BBB and Below or Unrated	Total
Loans and advances to banks: **			
Due from BSP	P39,552,550,316	P -	P39,552,550,316
Due from other banks	585,644,975	437,748,745	1,023,393,720
Interbank loans receivable and SPURA	22,058,805,871	-	22,058,805,871
	62,197,001,162	437,748,745	62,634,749,907
Financial assets at FVPL:			
Government securities held-for-trading	-	639,004,121	639,004,121
Private debt securities	602,403,847	-	602,403,847
Derivative assets*	-	24,011,500	24,011,500
	602,403,847	663,015,621	1,265,419,468
Financial assets at FVOCI:			
Government securities**	8,403,032,875	6,545,064,097	14,948,096,972
Private debt securities**	314,963,700	-	314,963,700
Equity securities	-	161,187,337	161,187,337
	8,717,996,575	6,706,251,434	15,424,248,009
Investment securities at amortized cost:			
Government securities**	-	5,934,456,406	5,934,456,406
Private debt securities**	2,740,704,556	472,348,002	3,213,052,558
	2,740,704,556	6,406,804,408	9,147,508,964
Loans and receivables - gross:			
Unquoted debt securities***	-	291,578,198	291,578,198
	P74,258,106,140	P14,505,398,406	P88,763,504,546

**Unrated derivatives pertain to warrants*
***Accounts are neither past due nor impaired and carried at Stage 1 as at December 31, 2020*
****Accounts are impaired and carried at Stage 3 as at December 31, 2020*

Aging Analysis of Past Due but not Impaired

The table below shows the aging of past due but not impaired loans and receivables as at September 30, 2021 and December 31, 2020.

	September 30, 2021			
	1 - 30 Days	**31 - 60 Days**	**61 - 90 Days**	**Total**
Receivable from customers (gross):				
Housing loans	**P -**	**P278,871,510**	**P297,901,141**	**P576,772,651**
Auto loans	**-**	**160,390,058**	**112,053,321**	**272,443,379**
Others	**-**	**43,492,989**	**6,464,608**	**49,957,597**
Sales contract receivables	**-**	**14,595,964**	**-**	**14,595,964**
Other receivables*	**-**	**38,614,163**	**16,929,488**	**55,543,651**
	P -	**P535,964,684**	**P433,348,558**	**P969,313,242**

** Comprised of accrued interest receivables, accounts receivables, and RCOCI*

	December 31, 2020			
	1 - 30 Days	31 - 60 Days	61 - 90 Days	Total
Receivable from customers (gross):				
Housing loans	P -	P673,551,296	P188,239,086	P861,790,382
Auto loans	-	612,973,894	206,198,449	819,172,343
Others	-	69,893,369	9,243,545	79,136,914
Sales contract receivables	12,461,595	2,883,599	-	15,345,194
Other receivables*	352,305	50,320,326	25,006,068	75,678,699
	P12,813,900	P1,409,622,484	P428,687,148	P1,851,123,532

** Comprised of accrued interest receivables, accounts receivables, and RCOCI*

Impairment Assessment

The Bank recognizes credit losses on financial assets at amortized cost and debt securities at FVOCI based on whether it has had a significant increase in credit risk since initial recognition. ECLs are recognized in two (2) stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL).

For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

<u>Liquidity Risk and Funding Management</u>

Liquidity risk is the risk to the Bank’s earnings and capital arising from its inability to meet funding requirements in a timely manner. To measure and monitor this risk, the Bank generates a report on future cash flows and liquidity on a daily basis. To ensure sufficient liquidity, the Bank has a set of internal limits incorporated in its annual budget that allocates a portion of its liabilities into cash, investment securities and other liquid assets. Concentration on a single funding source is also regularly monitored to control the Bank’s reliance on a specific product or counterparty.

The Bank has available credit lines from various counterparties that it can utilize to meet sudden liquidity demands. It also maintains a portfolio of high quality liquid assets (HQLA) that can be converted to cash in a short period of time and with minimal loss incurred. This ensures compliance with Liquidity Coverage Ratio (LCR) as required by Basel III regulations. LCR checks if there is sufficient HQLA to offset short-term net outflows or short-term obligations under stressed conditions. The Bank also expands its sources of stable funds in order to support asset growth and meet the Net Stable Funding Ratio (NSFR) regulatory limit. NSFR ensures that the Bank is not overly reliant on short-term funding in funding its long-term assets. The Bank's liquidity position is assessed and managed under a variety of scenarios, giving due consideration to stress factors relating both to the market in general and to events specific to the Bank. A contingency funding plan, which covers quantitative and procedural measures, is in place and may be applied under different stress scenarios.

The Bank also manages its liquidity position through the monitoring of a Maximum Cumulative Outflow against a Board-approved limit. This process measures and estimates projected funding requirements that the Bank will need at specific time horizons.

There has been no material change to the Bank's exposure to liquidity and funding management risk or the manner in which it manages and measures the risk since prior financial year.

Analysis of Financial Liabilities by Remaining Contractual Maturities
The table below summarizes the maturity profile of the Bank's financial liabilities as at September 30, 2021 and December 31, 2020 based on contractual undiscounted repayment obligations (amounts in thousands).

	September 30, 2021					
	On Demand	**Less than 3 Months**	**3 to 12 Months**	**1 to 5 Years**	**Over 5 Years**	**Total**
Deposit liabilities:						
Demand	**P44,447,735**	**P -**	**P -**	**P -**	**P -**	**P44,447,735**
Savings	**43,550,134**	**60,987,403**	**2,282,708**	**715**	**-**	**106,820,960**
Time	**124,161**	**7,838,264**	**1,973,659**	**1,360,647**	**-**	**11,296,731**
Long-term negotiable certificates	**-**	**55,952**	**170,372**	**5,700,219**	**-**	**5,926,543**
Financial liabilities at FVPL	**-**	**9,895**	**-**	**-**	**-**	**9,895**
Bills payable	**-**	**-**	**-**	**-**	**-**	**-**
Manager's checks	**-**	**771,744**	**-**	**-**	**-**	**771,744**
Accrued interest and other expenses*	**-**	**453,264**	**-**	**-**	**-**	**453,264**
Lease liabilities	**-**	**37,491**	**174,936**	**393,368**	**43,140**	**648,935**
Other liabilities**	**-**	**196,141**	**1,902,518**	**-**	**280,646**	**2,379,305**
Total Undiscounted Financial Liabilities	**P88,122,030**	**P70,350,154**	**P6,504,193**	**P7,454,949**	**P323,786**	**P172,755,112**

**amounts exclude accruals of employee and other benefits, taxes payable and rent*
***amounts exclude withholding tax payable, retirement liability and ECL on off-balance sheet exposures*

	December 31, 2020					
	On Demand	Less than 3 Months	3 to 12 Months	1 to 5 Years	Over 5 Years	Total
Deposit liabilities:						
Demand	P39,659,286	P -	P -	P -	P -	P39,659,286
Savings	33,274,332	48,919,548	1,577,378	-	-	83,771,258
Time	143,148	17,511,243	1,582,798	1,593,462	-	20,830,651
Long-term negotiable certificates	-	55,952	170,372	5,869,962	-	6,096,286
Bills payable	-	-	19	-	-	19
Manager's checks	-	870,080	-	-	-	870,080
Accrued interest and other expenses*	-	469,849	-	-	-	469,849
Lease liabilities	-	37,748	182,289	486,398	61,072	767,507
Other liabilities**	-	640,566	1,209,081	-	279,766	2,129,413
Total Undiscounted Financial Liabilities	P73,076,766	P68,504,986	P4,721,937	P7,949,822	P340,838	P154,594,349

**amounts exclude accruals of employee and other benefits, taxes payable and rent*
***amounts exclude withholding tax payable, retirement liability and ECL on off-balance sheet exposures*

The table below shows the contractual expiry by maturity of the Bank's contingent liabilities and commitments (amounts in thousands):

	September 30, 2021				
	On Demand	**Less than 3 Months**	**3 to 12 Months**	**1 to 5 Years**	**Total**
Commitments	**P3,575,876**	**P2,626,002**	**P4,633,174**	**P6,221,189**	**P17,056,241**
Contingent liabilities	**49,679,933**	**2,986,888**	**581,719**	**4,608,469**	**57,857,009**
	P53,255,809	**P5,612,890**	**P5,214,893**	**P10,829,658**	**P74,913,250**

	December 31, 2020				
	On Demand	Less than 3 Months	3 to 12 Months	1 to 5 Years	Total
Commitments	P3,708,362	P282,538	P516,618	P3,578,850	P8,086,368
Contingent liabilities	36,015,914	702,357	1,163,616	3,406,457	41,288,344
	P39,724,276	P984,895	P1,680,234	P6,985,307	P49,374,712

Interest Rate Risk in the Banking Book

The loans provided by the Bank to its borrowers are mostly funded by the deposits of its branch and corporate customers. The difference in the interest revenues from loans and the interest expense in servicing deposits provide the bulk of the Bank's Net Interest Income (NII). Aside from loans, interest revenue is also provided by holdings in debt securities, repurchase agreements (repo), and other interest-bearing assets. Occasionally, the Bank taps interbank loans and other sources of funding to supplement deposits, which are subject to additional interest expense.

The Bank utilizes Funds Transfer Pricing (FTP) as a mechanism to charge the asset businesses for funding (e.g., term loans, housing loans) and to compensate the units that generate funding (e.g., branch deposits). These businesses are able to evaluate profitability and returns upon deal origination given that FTP insulates them from interest rate risk. The Central Funding Unit (CFU), under the Treasury Management Group, carries the IRRBB since it is the sole borrower of funds from the deposit taking units and the sole lender of funds to the lending units. CFU is the first line of defense for both IRRBB and Liquidity Risk. While the Bank is not and does not have intentions to hedge IRRBB via interest rate swaps in the short-term, it actively manages the interest rate mismatch by growing its sources of stable funds to offset long-term assets.

The FTP policy is properly documented and is transparent to all parties. The FTP interest rates are anchored by widely-used and market-driven benchmark rates such as Bloomberg Valuation Rates (BVAL) and BSP interest rate corridor rates for Peso; US Libor and USD-denominated bonds issued by the Philippines for USD. Trends, forecasts, and adjustments to the FTP are discussed and approved in the regular ALCO meeting.

The NII, and ultimately earnings and capital, is vulnerable to adverse fluctuations interest rates. The Bank also measures the sensitivity of its assets and liabilities to interest rate fluctuations by way of asset-liability gap analysis on a monthly basis. This analysis focuses on the repricing profile of its rate sensitive assets and liabilities, and the impact of interest rate movements on the Bank's accrual earnings. The interest rate repricing gap report assigns all assets and liabilities into various time buckets according to the remaining days to maturity for fixed-rate items, remaining days to next re-pricing for floating-rate items, or based on behavioral assumptions, if more applicable.

The difference between the total of the repricing (interest rate-sensitive) assets and repricing (interest rate-sensitive) liabilities gives an indication of the Bank's repricing risk exposure. A positive gap means more assets mature or have to be repriced than liabilities. In this case, the Bank is said to be "asset sensitive" in that time bucket and it benefits from an increase of interest rates as the assets will be repriced faster than liabilities.

A bank with a negative gap is considered "liability sensitive" since it has more liabilities to be repriced during such period than assets. It is negatively affected by a hike in interest rates. An example would be a bank that uses short-term deposits to fund long-term loans at fixed rates. It may encounter a decline in its net interest income if the interest rates increase since the cost of funds (the deposit rates) will increase while the earnings from loans remain fixed.

RSK monitors the mismatches in the repricing of its assets and liabilities through the interest rate gap reports presented to ALCO and BROC on a monthly basis. To ensure that the Bank's net interest income is preserved, the Bank has set a limit for the maximum repricing gap, either positive or negative, for tenors up to 1 year. These limits are reviewed annually and form part of the Bank's risk appetite statements.

The Bank makes use of an internally developed Earnings-at-Risk (EAR) model for measuring IRRBB. EAR simulates the contraction of the projected NII over the next 12 months using historical changes in interest rate benchmarks such as BVAL for PHP and US Libor for USD. The balance sheet size and shape are assumed to remain static for the next 12 months. Non-maturity deposits or current-savings accounts (CASA) are split into two classifications, core deposits and volatile deposits.

The volatile or non-core portion of the NMD/CASA is spread over short-term buckets based on behavioral average life. Core deposits are slotted in the 3 - 5 years bucket. Interest rate option risk embedded in loans and time deposits that alter the timing of balance sheet items are incorporated in the model. The model captures the possibility of borrowers prepaying their loans and time deposit customers pre-terminating their investments. The interest rate scenario simulated by the model impacts the exercise of the interest rate option. More prepayment is expected if interest rates decline while more pre-termination is expected as interest rates increase.

The table sets forth the Bank's interest rate repricing gap as at September 30, 2021 and December 31, 2020.

	September 30, 2021								
In Millions	**Up to 1 Month**	**1 - 3 Months**	**3 - 6 Months**	**6 - 12 Months**	**1 - 3 Years**	**3 - 5 Years**	**Beyond 5 Years**	**Non-rate Sensitive**	**Total**
Resources									
Cash and COCI	P -	P -	P -	P -	P -	P -	P -	P1,878	P1,878
Due from BSP	17,346	-	-	-	-	-	-	17,231	34,577
Due from other banks	-	-	-	-	-	-	-	9,552	9,552
Interbank loans receivable	18,701	-	-	-	-	-	-	(2)	18,699
Financial assets at FVPL	-	-	-	-	-	-	-	1,203	1,203
Financial assets at FVOCI	505	599	2,879	2,789	628			(173)	7,227
Investment securities at AC	314	950	128	593	12,821	13,989	11,178	(335)	39,638
Loans - net	15,329	15,767	7,089	9,371	7,632	12,090	3,901	1,597	72,776
Other resources	260	11	-	-	-	-	-	9,535	9,806
	P52,455	P17,327	P10,096	P12,753	P21,081	P26,079	P15,079	P40,486	P195,356
Liabilities and Equity									
Deposit liabilities:	P70,778	P24,878	P7,899	P1,153	P865	P61,889	P -	P -	P167,462
Demand deposits	6,700	5,080	1,018	-	-	31,650	-	-	44,448
Savings deposits	7,664	6,916	4,016	82	-	24,867	-	-	43,545
Time deposits	56,414	12,882	2,865	1,071	865	343	-	-	74,440
Long-term negotiable certificates	-	-	-	-	-	5,029	-	-	5,029
Other liabilities	-	-	-	-	-	-	-	5,010	5,010
	70,778	24,878	7,899	1,153	865	61,889	-	5,010	172,472
Capital funds	-	-	-	-	-	-	-	22,884	22,884
	P70,778	P24,878	P7,899	P1,153	P865	P61,889	P -	P27,894	P195,356
Total periodic gap	(P18,323)	(P7,551)	P2,197	P11,600	P20,216	(P35,810)	P15,079	P12,592	P -

	December 31, 2020								
In Millions	Up to 1 Month	1 - 3 Months	3 - 6 Months	6 - 12 Months	1 - 3 Years	3 - 5 Years	Beyond 5 Years	Non-rate Sensitive	Total
Resources									
Cash and COCI	P -	P -	P -	P -	P -	P -	P -	P2,421	P2,421
Due from BSP	24,857	-	-	-	-	-	-	14,691	39,548
Due from other banks	-	-	-	-	-	-	-	7,049	7,049
Interbank loans receivable	15,819	-	107	-	-	-	-	(2)	15,924
Financial assets at FVPL	-	-	-	-	-	-	-	1,265	1,265
Financial assets at FVOCI	2,385	2,624	6,718	1,945	1,543	-	-	48	15,263
Investment securities at AC	177	1,139	1,467	1,411	4,375	886	25	(331)	9,149
Loans - net	17,924	17,162	6,808	5,091	6,332	11,776	2,326	2,683	70,102
Other resources	279	1	-	-	-	-	-	9,243	9,523
	P61,441	P20,926	P15,100	P8,447	P12,250	P12,662	P2,351	P37,067	P170,244
Liabilities and Equity									
Deposit liabilities:	P56,180	P31,044	P2,970	P1,355	P955	P56,601	P -	P -	P149,105
Demand deposits	5,767	4,575	348	-	-	28,969	-	-	39,659
Savings deposits	5,582	4,249	968	307	-	22,147	-	-	33,253
Time deposits	44,831	22,220	1,654	1,048	955	456	-	-	71,164
Long-term negotiable certificates	-	-	-	-	-	5,029	-	-	5,029
Other liabilities	-	-	-	-	-	-	-	4,853	4,853
	56,180	31,044	2,970	1,355	955	56,601	-	4,853	153,958
Capital funds	-	-	-	-	-	-	-	16,286	16,286
	P56,180	P31,044	P2,970	P1,355	P955	P56,601	P -	P21,139	P170,244
Total periodic gap	P5,261	(P10,118)	P12,130	P7,092	P11,295	(P43,939)	P2,351	P15,928	P -

The Bank manages interest rate risk separately for its RBU and FCDU books. The interest rate risk of the RBU of the Bank from its accounts is managed in PHP while the FCDU of the Bank, regardless of original currency is managed in USD. The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Bank's results of operations and OCI:

	September 30, 2021			
Currency	**Changes in Interest Rates (In Basis Points)**	**Sensitivity of Net Interest Income (In Millions)**	**Sensitivity of Trading Gains -** net on FA at FVPL **(In Millions)**	**Sensitivity Of OCI (In Millions)**
PHP	**+200**	**P29.85**	**(P31.06)**	**(P687.21)**
USD	**+100**	**(0.21)**	**(27.76)**	**(99.21)**
PHP	**-200**	**(29.85)**	**31.06**	**687.21**
USD	**-100**	**0.21**	**27.76**	**99.21**

	September 30, 2020			
Currency	Changes in Interest Rates (In Basis Points)	Sensitivity of Net Interest Income (In Millions)	Sensitivity of Trading Gains - net on FA at FVPL (In Millions)	Sensitivity Of OCI (In Millions)
PHP	+200	(P58.99)	(P6.72)	(P259.62)
USD	+100	0.94	(16.00)	(26.75)
PHP	-200	58.99	6.72	259.62
USD	-100	(0.94)	16.00	26.75

The sensitivity of the results of operations is measured as the effect of the assumed changes in interest rates on the net interest income for one year based on the floating rate of financial assets and liabilities held as at September 30, 2021 and 2020. The sensitivity of "Trading and investment securities gains (losses) - net" and OCI is calculated by revaluing fixed-rate financial assets at FVPL and debt securities at FVOCI, respectively, as at September 30, 2021 and 2020. The total sensitivity of OCI is based on the assumption that there are parallel shifts in the yield curve, while the analysis by maturity band displays the sensitivity to non-parallel changes.

Market Risk

Market risk arises from the potential decline in earnings and capital due to adverse changes in market conditions and the underlying risk factors, which in turn affect the value and future cash flows of financial instruments, products, and transactions. The Bank is primarily exposed to two sources of market risk, namely: 1) market price risk in the trading book; and 2) foreign exchange risk from open foreign currency exposures. The Bank also has equity-related holdings which is a source of equity price risk, although deemed as minimal compared to the first two.

There has been no material change to the Bank's exposure to market risk or the manner in which it manages and measures the risk since prior financial year.

Market Price Risk in the Trading Book

The market price of financial instruments and transactions in the trading book may change unfavorably as a result of movements in interest rates, foreign exchange rates, credit spreads, and other risk factors. The Bank employs an internally developed VAR model, along with other sensitivity metrics, to measure and monitor the probable deterioration in the market value of its trading portfolio. The Bank's RSK simulates the trading book's VAR on a daily basis and the results are compared against Board-approved limits. In addition to the limit on VAR, the trading portfolio is also subject to limits on aggregate exposures, sensitivity metrics, monthly and yearly losses.

Value-at-Risk Methodology

VAR serves as the Bank's key metric in the measurement of risk arising from market price changes of financial assets and foreign currency exposures. Given data for the market risk factors over a 1-year period (260 business days), VAR is the maximum probable loss that may be incurred from positions exposed to market risk. The maximum probable loss is calculated from simulations of daily profit and losses assuming that historical movements in market risk factors will recur, subject to a 99% confidence level and a 1-day holding period.

The Bank's VAR methodology is based on the widely used historical simulation method but with a modification on the usual assumption of equal probabilities in the simulation data points. Profit and loss simulations derived from older data are given less importance by assigning them with progressively lower probabilities of occurrence when used in the calculation of the maximum probable loss.

The table below summarizes the results of the Bank's VAR calculations as at September 30, 2021 and 2020.

	FX Exposures	**HFT Securities**	**FVOCI Securities**	**Aggregate VAR**
2021				
As at September 30, 2021	**P578,542**	**P2,595,067**	**P48,053,793**	**P47,854,493**
Average	**1,381,776**	**3,218,887**	**30,412,663**	**33,466,987**
Highest	**3,916,042**	**5,980,316**	**49,122,897**	**53,085,282**
Lowest	**70,786**	**686,575**	**13,930,564**	**16,850,470**
2020				
As at September 30, 2020	P1,451,891	P1,208,615	P18,724,758	P20,429,209
Average	1,483,168	3,932,568	27,873,732	31,913,967
Highest	5,121,637	16,499,017	81,809,349	92,052,475
Lowest	448,676	52,909	966,445	1,460,171

Currency Risk
The Bank's policy is to maintain foreign currency exposure within acceptable limits and within existing regulatory guidelines. The Bank believes that its profile of foreign currency exposure based on its assets and liabilities is within conservative limits for a financial institution engaged in a type of business similar to that of the Bank.

Foreign currency deposits are generally used to fund the foreign currency-denominated loan and investment portfolios in the FCDU. Banks are required by BSP to match the foreign currency liabilities held in the FCDU with foreign currency assets. In addition, BSP requires a 30.0% liquidity reserve on all foreign currency liabilities held in the FCDU.

Similar to market price risk in the trading book, the Bank employs limits and a VAR model to manage the risk that possible interest or currency movements pose. Such limits are prudently set and the position status is monitored on a daily basis.

The table below summarizes the Bank's exposure to foreign exchange risk as at September 30, 2021 and December 31, 2020. Included in the table are the Bank's assets and liabilities at carrying amounts, categorized by currency (based on USD equivalents in thousands):

	September 30, 2021			
	USD	**Euro**	**Others**	**Total**
Assets				
Due from other banks	**$528**	**$1,002**	**$391**	**$1,921**
Interbank loans	**3,550**	**-**	**-**	**3,550**
Loans and receivables	**1,034**	**-**	**-**	**1,034**
Total Assets	**5,112**	**1,002**	**391**	**6,505**
Liabilities				
Deposit liabilities	**-**	**1,384**	**-**	**1,384**
Other liabilities	**998**	**1**	**8**	**1,007**
Total Liabilities	**998**	**1,385**	**8**	**2,391**
Net Exposure	**$4,114**	**($383)**	**$383**	**$4,114**
Amount in PHP	**P209,814**	**(P19,533)**	**P19,533**	**P209,814**

	December 31, 2020			
	USD	Euro	Others	Total
Assets				
Due from other banks	$686	$750	$391	$1,827
Interbank loans	3,100	-	-	3,100
Loans and receivables	856	-	-	856
Total Assets	4,642	750	391	5,783
Liabilities				
Deposit liabilities	-	742	-	742
Other liabilities	122	54	3	179
Total Liabilities	122	796	3	921
Net Exposure	$4,520	($46)	$388	$4,862
Amount in PHP	P217,064	(P2,209)	P18,633	P233,488

The table below indicates the analysis of the currencies which the Bank has significant exposure to as at September 30, 2021 and December 31, 2020 based on its foreign currency-denominated assets and liabilities and its forecasted cash flows. The analysis calculates the effect of a reasonably possible movement of other currency rates against the PHP, with all other variables held constant on the results of operations (due to the fair value of currency sensitive monetary assets and liabilities) and OCI. A negative amount in the table reflects a potential net reduction of net income or OCI while positive amount reflects a net potential increase. Change in currency rates are based on the historical movements of each currency for the same period:

	Philippine Peso Appreciates by	**Effect on Profit before Tax (In Millions)**	**Philippine Peso Depreciates by**	**Effect on Profit before Tax (In Millions)**
September 30, 2021				
Currency				
USD	**P1.00**	**(P4.11)**	**(P1.00)**	**P4.11**
Euro	**0.50**	**0.19**	**(0.50)**	**(0.19)**
Others	**0.40**	**(0.15)**	**(0.40)**	**0.15**

	Philippine Peso Appreciates by	Effect on Profit before Tax (In Millions)	Philippine Peso Depreciates by	Effect on Profit before Tax (In Millions)
December 31, 2020				
Currency				
USD	P1.00	(P4.52)	(P1.00)	P4.52
Euro	0.50	0.02	(0.50)	(0.02)
Others	0.40	(0.16)	(0.40)	0.16

Given the nature and amount of the Bank's equity investments portfolio as at September 30, 2021 and December 31, 2020, management believes the Bank's exposure to currency risk is considered minimal.

Equity Price Risk
Given the nature and amount of the Bank's equity investments portfolio as at September 30, 2021 and December 31, 2020, management believes the Bank's exposure to equity price risk is considered minimal.

6. Categories and Fair Value Measurement

The methods and assumptions used by the Bank in estimating the fair values of financial and non-financial assets and liabilities are as follows:

COCI, Due from BSP and Other Banks and Interbank Loans Receivable and SPURA - Fair values approximate carrying amounts given the short-term nature of the instruments.

Debt Securities (Financial Assets at FVPL, Financial Assets at FVOCI, and Investment Securities at Amortized Cost) - Fair values are generally based on quoted market prices. If not readily available, fair values are estimated using either values obtained from independent parties offering pricing services or adjusted quoted market prices of comparable investments or using discounted cash flow methodology.

Equity Securities (Financial Assets at FVOCI) - Fair values are determined based on market prices quoted in an established exchange, or on published quotes by accredited brokers.

Derivative Instruments (Financial Assets and Liabilities at FVPL) - Fair values are determined based on published quotes or price valuations provided by counterparties or calculations using market-accepted valuation techniques.

Loans and Receivables - The estimated fair values of long-term receivables from customers and sales contract receivables are equal to the estimated future cash flows expected to be received which are discounted using current market rates (i.e. BVAL and Libor). Fair value of short-term receivable from customers, sales contract receivables, accounts receivables, accrued interest receivables, and RCOCI approximates carrying amounts given the short-term nature of the accounts.

Investment Properties - Fair value is determined based on valuations performed by external and in-house appraisers using the market data approach. Valuations are derived on the basis of recent sales of similar properties in the same area as the investment properties and taking into account the economic conditions prevailing at the time the valuations were made and comparability of similar properties sold with the property being valued. Significant unobservable inputs in determining the fair values include the following:

Location	Location of comparative properties whether on a main road or secondary road. Road width could also be a consideration if data is available. As a rule, properties along a main road are superior to properties along a secondary road.
Size	Size of lot in terms of area. Evaluate if the lot size of property or comparable confirms to the average cut of the lots in the area and estimate the impact of lot size differences on land value.
Time Element	An adjustment for market conditions is made if general property values have appreciated or depreciated since the transaction dates due to inflation or deflation or a change in investor's perceptions of the market over time, in which case, the current date is superior to historic data.
Discount	Generally, asking prices in ads posted for sale are negotiable. Discount is the amount the seller or developer is willing to deduct from the posted selling price if the transaction will be in cash or equivalent.

Deposit Liabilities - Fair values of long-term time deposits are estimated using the discounted cash flow methodology, where future cash flows are discounted using the current market rate (i.e. BVAL and Libor) and with maturities consistent with those remaining for the liability being valued. Carrying amounts of short-term time deposits approximate fair value. For demand and savings deposits, carrying amounts approximate fair values considering that these are currently due and demandable.

Bills Payable - For long-term bills payable, fair values are estimated using the discounted cash flow methodology, where future cash flows are discounted using the current market rate and with maturities consistent with those remaining for the liability being valued. Carrying amounts of short-term bills payable approximate fair value.

Manager's Checks, Accrued Interest and Other Expenses and Other Liabilities (excluding non-financial liabilities) - Carrying amounts approximate fair values due to the short-term nature of the accounts. Due to preferred shareholders is determined to be long term in nature due to a pending dispute which affects maturity. Fair value cannot be estimated reliably due to lack of supportable data available.

The following table provides the fair value hierarchy of the Bank's assets and liabilities measured at fair value and those for which fair values should be disclosed (amounts in thousands):

	September 30, 2021				
	Carrying Value	**Level 1**	**Level 2**	**Level 3**	**Total Fair Value**
Assets Measured at Fair Value					
Financial Assets					
Financial assets at FVPL:					
Government securities held for trading	**P644,342**	**P239,984**	**P404,358**	**P -**	**P644,342**
Private debt securities	**525,381**	**-**	**525,381**	**-**	**525,381**
Derivative assets	**33,322**	**-**	**33,322**	**-**	**33,322**
Financial assets at FVOCI:					
Government securities	**6,919,962**	**6,258,818**	**661,144**	**-**	**6,919,962**
Private debt securities	**306,906**	**306,906**	**-**	**-**	**306,906**
Equity securities	**184,302**	**146,585**	**-**	**37,717**	**184,302**
	P8,614,215	**P6,952,293**	**P1,624,205**	**P37,717**	**P8,614,215**
Liabilities Measured at Fair Value					
Financial liabilities at FVPL:					
Derivative liabilities	**P9,895**	**P -**	**P9,895**	**P -**	**P9,895**
Assets for which Fair Values are Disclosed					
Financial Assets					
Investment securities at amortized cost:					
Government securities	**P35,672,006**	**P21,708,829**	**P14,251,261**	**P -**	**P35,960,090**
Private debt securities	**3,718,236**	**3,226,079**	**526,851**	**-**	**3,752,930**
Loans and receivables:					
Receivables from customers	**72,842,985**	**-**	**-**	**80,058,322**	**80,058,322**
Less unearned interest	**37,340**	**-**	**-**	**37,340**	**37,340**
	72,805,645	**-**	**-**	**80,020,982**	**80,020,982**
Sales contract receivables	**367,560**	**-**	**-**	**454,829**	**454,829**
	112,563,447	**24,934,908**	**14,778,112**	**80,475,811**	**120,188,831**
Non-financial Assets					
Investment properties	**3,526,347**	**-**	**-**	**8,559,815**	**8,559,815**
	P116,089,794	**P24,934,908**	**P14,778,112**	**P89,035,626**	**P128,748,646**
Liabilities for which Fair Values are Disclosed					
Financial Liabilities					
Deposit liabilities:					
Time	**P11,184,178**	**P -**	**P11,195,500**	**P -**	**P11,195,500**
Long-term negotiable certificates	**5,029,420**	**-**	**5,297,857**	**-**	**5,297,857**
Bills payable	**-**	**-**	**-**	**-**	**-**
	P16,213,598	**P -**	**P16,493,357**	**P -**	**P16,493,357**

	December 31, 2020				
	Carrying Value	Level 1	Level 2	Level 3	Total Fair Value
Assets Measured at Fair Value					
Financial Assets					
Financial assets at FVPL:					
Government securities held for trading	P639,004	P558,716	P80,288	P -	P639,004
Private debt securities	602,404	-	602,404	-	602,404
Derivative assets	24,011	-	24,011	-	24,011
Financial assets at FVOCI:					
Government securities	14,948,097	12,363,794	2,584,303	-	14,948,097
Private debt securities	314,964	314,964	-	-	314,964
Equity securities	161,187	123,560	-	37,627	161,187
	P16,689,667	P13,361,034	P3,291,006	P37,627	P16,689,667
Liabilities Measured at Fair Value					
Financial liabilities at FVPL:					
Derivative liabilities	P -	P -	P -	P -	P -
Assets for which Fair Values are Disclosed					
Financial Assets					
Investment securities at amortized cost:					
Government securities	P5,933,637	P3,751,321	P2,314,803	P -	P6,066,124
Private debt securities	3,212,641	2,758,716	483,296	-	3,242,012
Loans and receivables:					
Receivables from customers	70,038,051	-	-	81,238,432	81,238,432
Less unearned interest	22,784	-	-	22,784	22,784
	70,015,267	-	-	81,215,648	81,215,648
Sales contract receivables	398,423	-	-	493,875	493,875
	79,559,968	6,510,037	2,798,099	81,709,523	91,017,659
Non-financial Assets					
Investment properties	3,624,987	-	-	8,135,990	8,135,990
	P83,184,955	P6,510,037	P2,798,099	P89,845,513	P99,153,649
Liabilities for which Fair Values are Disclosed					
Financial Liabilities					
Deposit liabilities:					
Time	P20,673,084	P -	P20,727,448	P -	P20,727,448
Long-term negotiable certificates	5,029,420	-	5,425,681	-	5,425,681
Bills payable	19	-	19	-	19
	P25,702,523	P -	P26,153,148	P -	P26,153,148

In 2021 and 2020, due to changes in market conditions for certain government securities measured at FVPL and FVOCI, quoted prices in active markets were not available for these securities. However, there was sufficient information available to measure the fair values of these securities based on observable market inputs. Therefore, these securities at FVPL and at FVOCI, with carrying amounts of P64.8 million and P661.1 million, respectively, in 2021 and P12.6 million and P441.8 million, respectively, in 2020, were transferred from Level 1 to Level 2 of the fair value hierarchy.

In 2021, securities at FVPL, with carrying amount of P5.9 million were transferred from level 2 to 1 of the fair value hierarchy since quoted prices in active markets were already available.

In 2021 and 2020, there have been no transfers into and out of Level 3 of the fair value hierarchy.

An instrument in its entirety is classified as Level 3 if a significant portion of the instrument's fair value is driven by unobservable inputs. Unobservable in this context means that there is little or no current market data available from which the price at which an arm's length transaction would be likely to occur can be derived. The fair value of the Level 3 instruments is based on cost which approximates its fair value.

The carrying values of financial assets and liabilities not included in the fair value hierarchy table shown above approximate their respective fair values as at September 30, 2021 and December 31, 2020.

7. Segment Reporting

The Bank's operating businesses are recognized and managed separately according to the nature of services provided and the different markets served, with each segment representing a strategic business unit. Operating segments are reported in accordance with internal reporting to Senior Management who is responsible for allocating resources to the segments and assessing their performance. The Bank's business segments follow:

Treasury Management Group - principally provides money market, trading and treasury services, as well as management of the Bank's funding operations by use of treasury bills, government securities and placements and acceptances with other banks.

Corporate Banking Group - principally handles loans and other credit facilities for corporate institutional, and middle market clients.

Branch Banking Group - principally supervises customers' deposits and offers standard customer transactional services through the branch network.

Consumer Group - principally manages home, automobile, and salary loans for individual customers.

Others - includes but not limited to Credit Cards, Transaction Banking, Trust, and Acquired Assets. Other operations of the Bank also include operations and financial control groups.

Segment assets and liabilities comprise operating assets and liabilities, including borrowings. Revenues and expenses that are directly attributable to a particular business segment and the relevant portions of the Bank's revenues and expenses that can be allocated to that business segment are accordingly reflected as revenues and expenses of that business segment. Transactions between the business segments are carried out at arm's length. The Bank uses an Internal Funds Transfer Pricing rate to allocate the cost of funds or to recognize internal revenue for deposit takers. The Bank has no significant customers which contributes 10.00% or more of the Bank's revenue net of interest expense. Internal charges and transfer pricing adjustments have been reflected in the performance of each business.

The segment information of the Bank for the periods ended September 30, 2021 and 2020 for statement of income items, and as at September 30, 2021 and December 31, 2020 for statement of financial position items follow (amounts in millions):

	September 30, 2021					
	Treasury Management Group	**Corporate Banking Group**	**Branch Banking Group**	**Consumer Group**	**Others**	**Total**
Statement of Income						
Net interest income:						
Third party	**P1,120**	**P2,519**	**(P423)**	**P680**	**P93**	**P3,989**
Intersegment	**(913)**	**(997)**	**2,857**	**(453)**	**(494)**	**-**
Net interest income	**207**	**1,522**	**2,434**	**227**	**(401)**	**3,989**
Non-interest income	**17**	**64**	**61**	**18**	**502**	**662**
Total revenues	**224**	**1,586**	**2,495**	**245**	**101**	**4,651**
Other expenses	**112**	**153**	**1,511**	**108**	**1,808**	**3,692**
Income (losses) before provision for credit losses and income tax expense	**P112**	**P1,433**	**P984**	**P137**	**(P1,707)**	**P959**
Reversal of credit and impairment losses						**(P4)**
Share in net loss of an associate						**1**
Income tax expense						**337**
Net income						**P625**
Other Segment Information						
Capital expenditures	**P990**	**P1,287**	**P42,033**	**P5,412**	**P38,336**	**P88,058**
Depreciation and amortization	**P3**	**P2**	**P48**	**P5**	**P298**	**P356**

	September 30, 2021					
	Treasury Management Group	**Corporate Banking Group**	**Branch Banking Group**	**Consumer Group**	**Others**	**Total**
Statement of Financial Position						
Total assets	**P84,829**	**P65,241**	**P25,740**	**P11,777**	**P7,695**	**P195,282**
Total Liabilities	**3,049**	**24**	**165,074**	**99**	**4,222**	**172,468**

	September 30, 2020					
	Treasury Management Group	Corporate Banking Group	Branch Banking Group	Consumer Group	Others	Total
Statement of Income						
Net interest income						
Third party	P957	P2,819	(P866)	P605	P206	P3,721
Intersegment	(1,173)	(1,705)	3,704	(554)	(272)	-
Net interest income	(216)	1,114	2,838	51	(66)	3,721
Non-interest income	1,038	33	67	8	284	1,430
Total revenues	822	1,147	2,905	59	218	5,151
Other expenses	268	164	1,264	107	1,848	3,651
Income (losses) before provision for credit losses and income tax expense	P554	P983	P1,641	(P48)	(P1,630)	P1,500
Provision for credit and impairment losses						P767
Share in net loss of an associate						-
Income tax expense						238
Net income						P495
Other Segment Information						
Capital expenditures	P2,256	P1,259	P19,921	P3,341	P28,146	P54,923
Depreciation and amortization	P3	P2	P193	P5	P193	P396

	December 31, 2020					
	Treasury Management Group	Corporate Banking Group	Branch Banking Group	Consumer Group	Others	Total
Statement of Financial Position						
Total assets	P71,291	P60,263	P18,595	P12,811	P7,961	P170,921
Total Liabilities	9,118	3	141,729	111	3,193	154,154

Non-Interest income consists of trading and investment securities gains (losses), service charges, fees and commissions, foreign exchange gains, gain on foreclosure, and sale of property and equipment and foreclosed assets and miscellaneous income.

Other expenses consist of compensation and fringe benefits, taxes and licenses, rent and utilities, depreciation and amortization, insurance, service fees and commissions, subscription fees, entertainment and recreation, management and professional fees, amortization of software costs, share in net loss of associate and miscellaneous expense.

8. Interbank Loans Receivable and Securities Purchased under Resale Agreements

This account consists of:

	Note	**September 30, 2021**	December 31, 2020
SPURA		**P18,587,899,132**	P15,819,273,408
Interbank loans receivable		**5,177,446,720**	6,239,532,463
		23,765,345,852	22,058,805,871
Less allowance for credit losses	*17*	**3,208,322**	2,977,939
		P23,762,137,530	P22,055,827,932

Interbank loans receivable consists of short-term loans granted to other banks.

SPURA represents overnight lending placements with the BSP where the underlying securities cannot be sold or re-pledged to parties other than the BSP.

Interest income on SPURA and interbank loans receivable follows:

	September 30, 2021	September 30, 2020
SPURA	**P234,574,646**	P158,689,390
Interbank loans receivable	**15,364**	3,416,995
	P234,590,010	P162,106,385

Peso-denominated interbank loans receivable bear interest rates ranging from 3.5% to 3.9% in 2020. No short-term peso-denominated loans were granted by the Bank to other banks in 2021. Dollar-denominated interbank loans receivable bear interest rates ranging from 0.0% to 0.1% and from 0.2% to 1.7% in 2021 and 2020, respectively.

SPURA bears interest rates of 2.0% in 2021 and interest rates ranging from 2.3% to 4.0% 2020.

9. Financial Assets and Liabilities at Fair Value through Profit or Loss

Financial assets at FVPL consist of:

	September 30, 2021	December 31, 2020
Government securities held-for-trading	**P644,342,113**	P639,004,121
Private debt securities	**525,381,134**	602,403,847
Derivative assets	**33,322,141**	24,011,500
	P1,203,045,388	P1,265,419,468

Private debt securities pertain to investment in MRT III bonds that does not qualify as SPPI, thus, mandatorily classified and measured as financial assets at FVPL.

Financial liabilities at FVPL pertains to derivative liability arising from a forward contract.

As at September 30, 2021 and December 31, 2020, financial assets and liabilities at FVPL are adjusted for unrealized loss of P12.9 million and unrealized gain of P69.7 million, respectively (see Note 27).

<u>Derivative Financial Instruments</u>
This includes warrants amounting to $50 thousand acquired by the Bank in June 2008. The warrants give the Bank the option or right to exchange its holding of certain Republic of the Philippines Global Bonds into peso-denominated government securities upon occurrence of a predetermined credit event. The warrants will mature in November 2032.

Forward swaps refer to spot purchase of sale of one currency against another with an offsetting agreement to sell or purchase the same currency at an agreed forward rate in the future. As at September 30, 2021, these pertain to two contracts with notional amount of $10.0 million each. The Bank has no forward swaps as at December 31, 2020.

The table below shows the fair values of derivative financial instruments entered into by the Bank, recorded as derivative assets or derivative liabilities, together with the notional amount and leverage exposure. The leverage exposure is the amount of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of derivatives are measured. The leverage exposure indicates the volume of transactions outstanding as at September 30, 2021 and December 31, 2020 and is not indicative of either market risk or credit risk.

	September 30, 2021			December 31, 2020		
	Derivative Assets	**Notional Amount**	**Leverage Exposure**	Derivative Assets	Notional Amount	Leverage Exposure
Freestanding derivatives:						
Warrants	**P25,500,000**	**$50,000**	**$ -**	P24,011,500	$50,000	$ -
Forwards	**7,822,141**	**10,000,000**	**-**	-	-	-
	P33,322,141	**$10,050,000**	**$ -**	P24,011,500	$50,000	$ -

	September 30, 2021			December 31, 2020		
	Derivative Liabilities	**Notional Amount**	**Leverage Exposure**	Derivative Liabilities	Notional Amount	Leverage Exposure
Freestanding derivatives:						
Forwards	**P9,895,331**	**$10,000,000**	**$ -**	P -	$ -	$ -

10. Financial Assets at Fair Value through Other Comprehensive Income

This account consists of:

	Note	September 30, 2021	December 31, 2020
Government securities	*19, 37*	**P6,919,961,708**	P14,948,096,972
Private debt securities	*32*	**306,905,700**	314,963,700
Equity securities	*32*	**184,302,190**	161,187,337
		P7,411,169,598	P15,424,248,009

As at September 30, 2021 and December 31, 2020, the ECL allowance on debt securities at FVOCI included under "Net unrealized gains (losses) on financial assets at FVOCI" amounted to P1.1 million and P1.8 million, respectively (see Note 17).

Equity Securities
This account consists of ordinary shares from a foreign financial institution and a telecommunications company and club shares. The Bank has designated these equity securities as at FVOCI.

Equity securities include the Bank's 8.57% equity interest in Banco National de Guinea Equatorial (BANGE) as part of its partnership with the National Government of the Republic of Equatorial Guinea. Dividend income received from BANGE in 2020 amounted to P3.0 million, booked under "Miscellaneous Income" in the statements of income (see Notes 30 and 32).

No dividend was received from BANGE in 2021.

In 2021, the Bank disposed club shares with carrying value of P8.4 million and transferred to "Retained earnings (Deficit)" account the realized gain of P5.6 million. In 2020, there were no disposals of equity securities.

Dividend income in 2021 and 2020 from equity securities at FVOCI amounted to P5.7 million and P5.9 million, respectively (see Note 30).

Net Unrealized Gains (Losses) on Financial Assets at FVOCI
The movements of net unrealized gains (losses) on financial assets at FVOCI follow:

	Note	September 30, 2021	December 31, 2020
Balance at beginning of year		**P69,657,563**	P36,108,673
Net unrealized gains (losses) recognized as OCI		**(178,832,184)**	315,724,110
Realized gains taken to profit or loss	*27*	**(11,709,675)**	(280,743,443)
Effect of tax	*31*	**6,389,324**	(3,084,165)
Realized gains taken to retained earnings		**(5,615,500)**	-
ECL on debt securities at FVOCI	*17*	**(663,491)**	1,652,388
Balance at end of year		**(P120,773,963)**	P69,657,563

11. Investment Securities at Amortized Cost

This account consists of:

	Note	September 30, 2021	December 31, 2020
Government securities		**P35,677,767,002**	P5,934,456,406
Private debt securities	32	**3,718,741,103**	3,213,052,558
		39,396,508,105	9,147,508,964
Less allowance for credit losses	17	**6,265,827**	1,231,453
		P39,390,242,278	P9,146,277,511

In September and October 2020, the Bank sold government securities classified as Investment securities at amortized cost with total carrying value of P11.8 billion for peso denominated government securities and $51.3 million for dollar denominated government securities. The Bank realized gain from the sale of these securities amounting to P570.5 million and $4.0 million (P196.6 million) for peso and dollar denominated government securities, respectively (see Note 27).

The sales were made as part of the Bank's initiatives to preserve its capital and provide a buffer over regulatory minimum levels. The capital of the Bank was directly threatened by the increasing past due and NPL brought by the unforeseen and historical COVID-19 pandemic which required a significant increase in provision for credit losses on loans. The Bank assessed that the sale did not result in changes to the objectives of the hold-to-collect business model as the sale was infrequent. The remaining investment securities continue to be measured at amortized cost.

12. Loans and Receivables

This account consists of:

	Note	September 30, 2021	December 31, 2020
Receivables from customers:			
Term loans		**P60,534,881,611**	P56,631,811,377
Housing loans		**8,233,508,702**	8,517,583,659
Auto loans		**3,707,717,525**	4,233,260,023
Direct advances		**597,189,527**	600,996,331
Bills purchased, import bills and trust receipts	21	**348,353,089**	715,294,705
Agri-agra loans		**316,743,060**	314,820,702
Others		**2,156,129,942**	2,107,327,349
		75,894,523,456	73,121,094,146
Less unearned interest income		**37,339,939**	22,784,328
		75,857,183,517	73,098,309,818
Accrued interest receivable:			
Loans and receivables		**697,765,118**	783,484,965
Trading and investment securities		**364,636,057**	99,472,481
Due from BSP and other banks		**917,820**	3,394,000
Interbank loans receivable and SPURA		**826,129**	2,121,071
Accounts receivable		**780,148,698**	1,125,879,319
Sales contract receivables		**424,982,958**	456,157,168
Unquoted debt securities		**291,578,204**	291,578,198
RCOCI		**34,717**	10,500
		78,418,073,218	75,860,407,520
Less allowance for credit losses	17	**4,232,323,786**	4,232,058,040
		P74,185,749,432	P71,628,349,480

Bills purchased, import bills and trust receipts include bills purchased with contra account in "Bills purchased - contra" under "Other Liabilities" amounting to P242.7 million and P684.4 million as at September 30, 2021 and December 31, 2020, respectively (see Notes 21 and 32). Bills purchased - contra represents liabilities arising from the outright purchases of checks due for clearing as a means of immediate financing offered by the Bank to its clients.

Other receivables from customers pertain to consumer loans such as benefit loans, salary loans, and credit cards.

Accounts receivable mainly consist of amounts due from customers and other parties under open-account arrangements, advances for buyers of foreclosed properties, receivables from employees and other miscellaneous receivables.

Sales contract receivables arise mainly from the sale of foreclosed properties booked under "Investment properties" and "Non-current assets held for sale" accounts.

On March 25, 2020, Republic Act No. 11469, otherwise known as the Bayanihan to Heal as One Act ("Bayanihan 1") was enacted. Bayanihan 1 provides that all covered institutions shall implement a 30-day grace period for all loans with principal and/or interest falling due within the enhanced community quarantine period without incurring interest on interest, penalties, fees and other charges. Subsequently, on September 11, 2020, Republic Act No. 11494, otherwise known as the Bayanihan to Recover as One Act ("Bayanihan 2"), was enacted. Under Bayanihan 2, a one-time 60-day grace period is granted for the payment of all existing, current and outstanding loans falling due, or any part thereof, on or before December 31, 2020, without incurring interest on interest, penalties, fees and other charges, thereby extending the maturity of the said loans.

Based on the Bank's assessment, the modifications in the contractual cash flows as a result of the above reliefs are not substantial and therefore do not result in the derecognition of the affected financial assets. The impact of loan modifications amounted to a loss of P29.6 million. For the period ended September 30, 2020, the net impact of the loan modification after subsequent accretion of the modified loan amounted to P26.8 million and were recorded in "Interest income" in the statement of income. For the period ended September 30, 2021, accretion of loan modification that were recorded in "Interest income" in the statement of income amounted to P5.5 million.

BSP Regulatory Reporting

As at September 30, 2021 and December 31, 2020, the breakdown of receivables from customers as to collateral follows (amounts in thousands, except percentages):

	2021		2020	
	Amount	**%**	Amount	%
Loans secured by:				
Deposit hold-out	**P5,192,567**	**6.9**	P620,771	0.9
Real estate	**4,044,012**	**5.3**	4,109,378	5.6
Chattel	**2,797,357**	**3.7**	3,331,699	4.6
Deed of assignment	**1,353,834**	**1.8**	1,609,305	2.2
Others*	**21,199,439**	**27.9**	16,395,441	22.4
	34,587,209	**45.6**	26,066,594	35.7
Unsecured	**41,307,314**	**54.4**	47,054,500	64.3
	P75,894,523	**100.0**	P73,121,094	100.0

**Others include certificate of participation, corporate guaranty, continuing surety agreement, deed of pledge, mortgage trust indenture and post-dated checks*

As at September 30, 2021 and December 31, 2020, information on the concentration of credit as to industry follows (amounts in thousands, except percentages):

	2021		2020	
	Amount	**%**	Amount	%
Electricity, gas, steam, and air-conditioning supply	**P21,656,123**	**28.5**	P15,331,150	21.0
Real estate activities	**15,020,732**	**19.8**	16,784,796	23.0
Construction	**10,920,618**	**14.4**	10,328,230	14.1
Manufacturing	**9,488,955**	**12.5**	9,010,927	12.3
Wholesale and retail trade, repair of motor vehicles and motorcycles	**3,966,640**	**5.2**	2,791,156	3.8
Arts, entertainment and recreation	**2,843,750**	**3.8**	3,500,204	4.8
Financial and insurance activities	**1,689,034**	**2.2**	3,742,904	5.1
Water supply, sewerage, waste management and remediation activities	**1,416,877**	**1.9**	1,401,877	1.9
Transportation and storage	**1,206,909**	**1.6**	1,353,153	1.9
Accommodation and food service activities	**1,162,218**	**1.5**	943,691	1.3
Administrative and support service activities	**196,039**	**0.3**	185,583	0.2
Agriculture, forestry and fishing	**147,562**	**0.2**	1,064,300	1.5
Others*	**6,179,066**	**8.1**	6,683,123	9.1
	P75,894,523	**100.0**	P73,121,094	100.0

**Others include Information and Communication, Professional Activities, Education, Personal Consumption and other various activities*

BSP considers that concentration of credit risk exists when the total loan exposure to a particular industry or economic sector exceeds 30.0% of total loan portfolio or 10% of Tier 1 capital. As at September 30, 2021 and December 31, 2020, the Bank has no particular industry that exceeds 30.0% of total loan portfolio. As at September 30, 2021, 10% of Tier 1 capital amounted to P2.1 billion and the table above includes the six industry groups exceeding this level as of that date. The table also includes the seven industry groups above the 10% of Tier 1 capital (P 1.5 billion) as at December 31, 2020. The BROC and CRECOM constantly monitor these credit risk concentrations to ensure they are within the risk appetite of the Bank.

Under BSP Circular No. 941 *Amendments to the Regulations on Past Due and Non-Performing Loans,* loans, investments, receivables, or any financial asset shall be considered non-performing, even without any missed contractual payments, when it is considered impaired under existing accounting standards, classified as doubtful or loss, in litigation, and/or there is evidence that full repayment of principal and interest is unlikely without foreclosure of collateral, if any. All other loans, even if not considered impaired, shall be considered non-performing if any principal and/or interest are unpaid for more than 90 days from contractual due date, or accrued interests for more than 90 days have been capitalized, refinanced, or delayed by agreement.

The breakdown of receivables from customers as to status, as reported to BSP, is as follows (amounts in thousands):

	September 30, 2021	December 31, 2020
Performing loans	**P72,997,127**	P70,424,269
Non-performing loans	**2,860,057**	2,698,793
	P75,857,184	P73,123,062

The NPLs of the Bank, as reported to BSP, are as follows:

	September 30, 2021	December 31, 2020
Gross NPLs	**P2,860,057**	P2,698,793
Less deductions as required by BSP	**2,015,732**	1,908,728
Net NPLs	**P844,325**	P790,065

Gross and net NPL ratios of the Bank are 3.0% and 0.9%, respectively, as at September 30, 2021 and December 31, 2020.

As at September 30, 2021 and December 31, 2020, restructured loans amounted to P423.2 million and P304.4 million, respectively. Restructured receivables which do not meet the requirements to be treated as performing receivables shall also be considered as NPLs. As at September 30, 2021 and December 31, 2020, restructured receivables from customers considered as NPLs amounted to P236.4 million and P195.8 million, respectively.

On March 14, 2020, the BSP issued BSP Memorandum No. M-2020-008 Regulatory Reliefs for BSP-supervised financial institutions (BSFIs) Affected by the Coronavirus Disease (COVID-19), as amended by M-2020-0032 dated April 27, 2020 and M-2020-0022 dated April 8, 2020. The said memorandum provides for certain temporary regulatory relief measures for financial institutions supervised by the BSP as follow:

- Staggered booking of allowance for credit losses over a maximum of five years for all types of credits extended to individuals and businesses directly affected by COVID-19 as of March 8, 2020, subject to prior approval of the BSP;

- Exclusion from the computation of past due and non-performing classification, the loans by borrowers in affected areas which should have been reclassified as past due as of March 8, 2020, including those loans becoming past due or non-performing six months thereafter, subject to the following: (a) such loans shall be reported to the BSP; (b) the exclusion shall be allowed from March 8, 2020 until December 31, 2021; and (c) BSP documentary requirements for restructuring of loans may be waived provided that the Bank will adopt appropriate and prudent operational control measures;

- Non-imposition of monetary policies for delays incurred in the submission of all supervisory reports to BSP due to be submitted from March 8, 2020 up to six months thereafter;

- Non-imposition of penalties on legal reserve deficiencies computed under Section 255 of the MORB starting from reserve week following March 8, 2020 up to six months thereafter, subject to prior approval of the BSP;

- Increase in the Single Borrower's Limit (SBL) from 25.0% to 30.0% until March 31, 2021;

- Allowance of (a) loans to Micro, Small and Medium Enterprises (MSMEs) and (b) loans to critically-impacted large enterprises as alternative mode of compliance with reserve requirements until December 31, 2021; and

- Provision of financial assistance to officers affected by the present health emergency, for the grant of loans, advances or any other forms of credit accommodations, subject to the submission by the Bank of a request for BSP approval within 30 calendar days from the approval thereof of the BOD.

As at September 30, 2021 and December 31, 2020, there has been no availment of the reliefs provided by BSP.

<u>Interest Income on Loans and Receivables</u>
This account consists of:

	September 30, 2021	September 30, 2020
Receivables from customers:		
Term loans	**P2,472,173,814**	P2,685,472,683
Housing loans	**354,404,254**	333,935,098
Auto loans	**177,205,506**	203,610,132
Agri-agra loans	**17,971,694**	20,246,371
Direct advances	**14,121,243**	20,556,074
Bills purchased, import bills and trust receipts	**755,872**	188,143
Others	**176,646,323**	254,443,075
	3,213,278,706	3,518,451,576
Sales contract receivable	**19,004,792**	20,841,069
	P3,232,283,498	P3,539,292,645

Others pertain to interest income from consumer loans such as benefit loans, salary loans, and credit cards.

As at September 30, 2021 and December 31, 2020, 47.7% and 44.3%, respectively, of the total receivables from customers were subject to periodic interest repricing.

Peso-denominated loans earn annual fixed interest rates ranging from 1.0% to 54.0% in 2021 and 2020, respectively. Dollar-denominated loans earn annual fixed interest rates ranging from 1.3% to 8.0% and 2.9% to 8.0% % 2021 and 2020, respectively.

Sales contract receivables bear fixed interest rates ranging from 3.4% to 12.1% in 2021 and 2020.

13. Investment in an Associate

The details of movements of the Bank's equity investment in BIC follow:

	Note	**September 30, 2021**	December 31, 2020
Acquisition cost (24.26%-owned)		**P75,395,200**	P75,395,200
Accumulated equity in net loss and OCI:			
Balance at beginning of year		**(28,782,008)**	(28,025,906)
Share in net loss		**(874,621)**	(753,029)
Share in other comprehensive income (loss)		**17,457**	(3,073)
		(29,639,172)	(28,782,008)
Allowance for impairment loss	*17*	**(5,925,786)**	(5,925,786)
	32	**P39,830,242**	P40,687,406

The following table shows the summarized financial information of BIC:

	September 30, 2021**	December 31, 2020*
Assets	**P176,078,652**	P177,630,567
Liabilities	**11,897,935**	11,733,886
Net assets	**164,180,717**	165,896,681
Revenues	**1,511,489**	956,700
Net loss for the year	**(1,790,199)**	(4,669,104)
Other comprehensive loss	**74,235**	(12,670)
Total comprehensive loss	**(1,715,964)**	(4,681,774)

**Based on December 31, 2020 audited financial statements*
***Based on September 30, 2021 unaudited numbers*

As at September 30, 2021 and December 31, 2020, the Bank's subscribed capital stock in BIC amounted to P75.8 million out of BIC's outstanding capital stock of P312.5 million.

14. Property and Equipment

The movements in property and equipment follow:

		September 30, 2021					
	Note	**Land**	**Buildings**	**Furniture, Fixtures and Equipment**	**Leasehold Improvements**	**Right-of-Use Assets** (Note 29)	**Total**
Cost							
Balance at January 1		**P41,569,630**	**P854,170,133**	**P1,540,355,955**	**P829,058,742**	**P940,405,219**	**P4,205,559,679**
Additions		**-**	**4,301,416**	**88,913,538**	**13,652,112**	**45,242,843**	**152,109,909**
Reclassification	*16*	**-**	**-**	**189,582**	**-**	**-**	**189,582**
Disposals		**-**	**-**	**(56,299,778)**	**-**	**(12,688,642)**	**(68,988,420)**
Balance at September 30		**41,569,630**	**858,471,549**	**1,573,159,297**	**842,710,854**	**972,959,420**	**4,288,870,750**
Less Accumulated Depreciation and Amortization							
Balance at January 1		**-**	**242,821,509**	**1,197,935,505**	**775,846,438**	**323,398,988**	**2,540,002,440**
Depreciation and amortization		**-**	**16,635,416**	**78,544,738**	**18,124,149**	**146,633,946**	**259,938,249**
Disposals		**-**	**-**	**(22,416,413)**	**-**	**(12,688,642)**	**(35,105,055)**
Balance at September 30		**-**	**259,456,925**	**1,254,063,830**	**793,970,587**	**457,344,292**	**2,764,835,634**
Allowance for impairment losses	*17*	**5,022,885**	**1,133,017**	**-**	**-**	**-**	**6,155,902**
Net Book Value at September 30		**P36,546,745**	**P597,881,607**	**P319,095,467**	**P48,740,267**	**P515,615,128**	**P1,517,879,214**

		December 31, 2020					
	Note	Land	Buildings	Furniture, Fixtures and Equipment	Leasehold Improvements	Right-of-Use Assets (Note 29)	Total
Cost							
Balance at January		P41,569,630	P852,916,703	P1,535,856,312	P818,750,027	P762,476,355	P4,011,569,027
Additions		-	1,253,430	86,666,609	10,308,715	220,979,671	319,208,425
Disposals and Others		-	-	(82,166,966)	-	(43,050,807)	(125,217,773)
Balance at December 31		41,569,630	854,170,133	1,540,355,955	829,058,742	940,405,219	4,205,559,679
Less Accumulated Depreciation and Amortization							
Balance at January 1		-	220,640,955	1,122,019,787	751,645,607	170,031,581	2,264,337,930
Depreciation and amortization		-	22,180,554	113,180,003	24,200,831	196,113,592	355,674,980
Disposals		-	-	(37,264,285)	-	(42,746,185)	(80,010,470)
Balance at December 31		-	242,821,509	1,197,935,505	775,846,438	323,398,988	2,540,002,440
Allowance for impairment losses	*17*	5,022,885	1,133,017	-	-	-	6,155,902
Net Book Value at December 31		P36,546,745	P610,215,607	P342,420,450	P53,212,304	P617,006,231	P1,659,401,337

In 2021 and 2020, net gains on sale of property and equipment under “Gains on foreclosure and sale of property and equipment and foreclosed assets - net” account in the statements of income amounted to P0.3 million and P0.4 million, respectively.

As at September 30, 2021 and December 31, 2020, the cost of fully depreciated property and equipment still in use amounted to P1.6 billion.

15. Investment Properties

The movements in investment properties follow:

		September 30, 2021		
	Note	**Land**	**Buildings**	**Total**
Balance at January 1		**P3,354,902,161**	**P1,177,252,394**	**P4,532,154,555**
Additions		**6,038,868**	**37,643,303**	**43,682,171**
Reclassification		**-**	**-**	**-**
Disposals		**(110,613,492)**	**(39,823,652)**	**(150,437,144)**
Balance at September 30		**3,250,327,537**	**1,175,072,045**	**4,425,399,582**
Less Accumulated Depreciation				
Balance at January 1		**-**	**727,351,651**	**727,351,651**
Depreciation		**-**	**56,172,615**	**56,172,615**
Reclassification		**-**	**-**	**-**
Disposal		**-**	**(24,462,941)**	**(24,462,941)**
Balance at September 30		**-**	**759,061,325**	**759,061,325**
Less Allowance for Impairment Losses	*17*	**137,104,015**	**2,887,612**	**139,991,627**
		P3,113,223,522	**P413,123,108**	**P3,526,346,630**

		December 31, 2020		
	Note	Land	Buildings	Total
Balance at January 1		P3,382,699,201	P1,117,837,397	P4,500,536,598
Additions		11,786,963	12,404,057	24,191,020
Reclassification		-	58,930,175	58,930,175
Disposals		(39,584,003)	(11,919,235)	(51,503,238)
Balance at December 31		3,354,902,161	1,177,252,394	4,532,154,555
Less Accumulated Depreciation				
Balance at January 1		-	595,014,287	595,014,287
Depreciation		-	125,259,084	125,259,084
Reclassification		-	10,808,618	10,808,618
Disposal		-	(3,730,338)	(3,730,338)
Balance at December 31		-	727,351,651	727,351,651
Less Allowance for Impairment Losses	*17*	172,547,531	7,268,767	179,816,298
		P3,182,354,630	P442,631,976	P3,624,986,606

As at September 30, 2021 and December 31, 2020, the aggregate market value of investment properties amounted to P8.6 billion and P8.1 billion, respectively. Information about the fair value measurement of investment properties are presented in Note 6.

Gain on foreclosure and sale of investment properties under "Gains on foreclosure and sale of property and equipment and foreclosed assets - net" consists of the following:

	September 30, 2021	September 30, 2020
Gain on assets sold	**P221,018,303**	P45,616,996
Gain (loss) on foreclosure	**1,461,498**	(321)
	P222,479,801	P45,616,675

Rental income on investment properties (included in "Miscellaneous income" account in the statements of income) in 2021 and 2020 amounted to P0.1 million and P0.2 million, respectively (see Note 30).

Direct operating expenses on investment properties that generated rental income (included under "Rent and utilities" account, "Litigation and acquired assets-related expenses" in "Other expenses - miscellaneous" account and "Taxes and licenses" account in the statements of income) amounted to P0.02 million and nil in 2021 and 2020, respectively. Direct operating expenses on investment properties such as security and insurance expenses, included under "Rent and utilities" account, litigation expenses, included under "Litigation and acquired assets-related expenses" in "Other expenses - miscellaneous" account, and real estate taxes, included under "Taxes and licenses" account in the statements of income, that did not generate rental income in 2021 and 2020 amounted to P48.6 million and P54.7 million, respectively (see Note 30).

16. Other Assets

This account consists of:

	Note	**September 30, 2021**	December 31, 2020
Miscellaneous assets - TRB	*33*	**P4,435,560,125**	P4,435,569,820
Creditable withholding tax		**1,472,560,652**	1,277,486,389
Intangible assets*		**347,439,659**	363,318,065
Sinking fund	*23*	**280,646,412**	279,765,823
Documentary stamps		**103,900,707**	102,095,989
Prepaid expenses		**91,095,018**	21,596,789
Other properties acquired*		**18,304,998**	51,041,236
Others		**206,382,742**	213,982,609
		6,955,890,313	6,744,856,720
Less allowance for impairment losses	*17*	**4,615,592,166**	4,615,724,154
		P2,340,298,147	P2,129,132,566

**net of accumulated amortization/depreciation, gross of allowance for impairment losses*

Others include security deposit, unused supplies and forms and petty cash fund.

Miscellaneous Assets - TRB

This account includes non-performing assets (NPAs) amounting to P4.4 billion as at September 30, 2021 and December 31, 2020 which were assumed by the Bank in connection with the Purchase and Sale Agreement (PSA) entered into by the Bank with Traders Royal Bank (TRB) in 2002 (see Note 33). Pursuant to the requirements of PFRS, the impairment losses on the NPAs amounting to P4.4 billion as at September 30, 2021 and December 31, 2020, were charged in full in the period incurred.

For its separate prudential reporting to BSP, the Bank was allowed under the MB Resolution No. 1751, dated November 8, 2001, as further amended by MB Resolution No. 489, dated April 3, 2003 and pursuant to MB Resolution No. 1950, dated November 21, 2013, to defer the full recognition of the impairment losses. The Bank annually recognizes provisions for impairment losses to gradually meet the foregoing provisioning requirement based on the net yield earned by the Bank from the Financial Assistance Agreement (FAA) with Philippine Deposit Insurance Corporation (PDIC) until November 29, 2013 when the collateralized government securities was sold and the obligation was fully settled. In 2021 and 2020, provisions for impairment losses recognized for prudential reporting to BSP amounted to P120.0 million (see Note 33).

Intangible Assets

Intangible assets consist of:

	Note	**September 30, 2021**	December 31, 2020
Software costs*		**P287,439,659**	P303,318,065
Branch licenses		**60,000,000**	60,000,000
		347,439,659	363,318,065
Less allowance for impairment losses	*17*	**90,278,696**	90,278,696
		P257,160,963	P273,039,369

**net of accumulated amortization, gross of allowance for impairment losses*

Movements in software costs follow:

	September 30, 2021	December 31, 2020
Cost		
Balance at January 1	**P877,878,810**	P861,720,028
Additions	**21,074,132**	16,158,782
	898,952,942	877,878,810
Less Accumulated Amortization		
Balance at January 1	**574,560,745**	528,652,828
Amortization for the year	**36,952,538**	45,907,917
	611,513,283	574,560,745
Less Allowance for Impairment Losses	**90,278,696**	90,278,696
Net Book Value	**P197,160,963**	P213,039,369

Other Properties Acquired

Movements in the other properties acquired follow:

	Note	September 30, 2021	December 31, 2020
Cost			
Balance at January 1		**P225,430,172**	P246,655,672
Additions		**28,357,000**	24,013,000
Disposals		**(31,313,000)**	(45,238,500)
Reclassification	*14*	**(1,705,172)**	-
		220,769,000	225,430,172
Less Accumulated Depreciation			
Balance at January 1		**174,388,936**	106,187,895
Depreciation for the year		**39,788,790**	86,916,796
Disposals		**(10,198,134)**	(18,715,755)
Reclassification	*14*	**(1,515,590)**	-
		202,464,002	174,388,936
Less Allowance for Impairment Losses		**-**	-
Net Book Value		**P18,304,998**	P51,041,236

In 2021 and 2020, gain on foreclosure amounted to P0.9 million and P0.1 million, respectively. Gain on sale of other properties acquired under "Gains on foreclosure and sale of property and equipment and foreclosed assets - net" amounted to P6.9 million and P4.7 million in 2021 and 2020, respectively (see Note 32).

17. Allowance for Credit and Impairment Losses

Movements in ECL allowances as at September 30, 2021 and December 31, 2020 on financial assets, other than loans and receivables, are summarized as follows (amounts in thousands):

	September 30, 2021					
	Due from BSP	**Due from Other Banks**	**Interbank Loans Receivable and SPURA** (Note 8)	**Financial Assets at FVOCI** (Note 10)	**Investment Securities at Amortized Cost** (Note 11)	**Total**
ECL allowance, January 1, 2021	**P5,340**	**P138**	**P2,978**	**P1,770**	**P1,231**	**P11,457**
Provision for (reversal of) credit and impairment losses for the year	**(671)**	**455**	**186**	**(687)**	**4,987**	**4,270**
Foreign exchange differences	**-**	**25**	**44**	**24**	**48**	**141**
ECL allowance, September 30, 2021	**P4,669**	**P618**	**P3,208**	**P1,107**	**P6,266**	**P15,868**

	December 31, 2020					
	Due from BSP	Due from Other Banks	Interbank Loans Receivable and SPURA (Note 8)	Financial Assets at FVOCI (Note 10)	Investment Securities at Amortized Cost (Note 11)	Total
ECL allowance, January 1, 2020	P2,964	P87	P1,813	P118	P2,965	P7,947
Provision for (reversal of) credit and impairment losses for the year	2,376	55	1,204	1,687	(1,707)	3,615
Foreign exchange differences	-	(4)	(39)	(35)	(27)	(105)
ECL allowance, December 31, 2020	P5,340	P138	P2,978	P1,770	P1,231	P11,457

All accounts above were carried at Stage 1 and there were no transfers into and out of Stage 1 as at September 30, 2021 and December 31, 2020.

The ECL allowance on financial assets at FVOCI is included in the “Net unrealized gains (losses) on financial assets at FVOCI” account in the statements of financial position (see Note 10).

As at September 30, 2021 and December 31, 2020, ECL on off-balance sheet exposures amounted to P66.5 million and P32.2 million, respectively, (see Note 21). In 2021 and 2020, the Bank recognized additional ECL of P34.3 million and reversal of ECL of P15.7 million, respectively, on loan commitment and financial guarantees.

The table below summarizes the movement in ECL allowances on loans and receivables as at September 30, 2021 and December 31, 2020 (amounts in thousands).

	September 30, 2021										
	Term Loans	Housing Loans	Auto Loans	Bills Purchased, Import Bills and Trust Receipts	Direct Advances	Agri Agra Loans	Others*	Total Receivables from Customers	Sales Contract Receivables	Other Receivables**	Total
Stage 1											
ECL Loans, January 1, 2021	P629,890	P199,431	P79,230	P7,401	P380	P1,642	P19,744	P937,718	P2,872	P16,292	P956,882
Provision for credit and impairment losses	36,231	11,447	18,478	4,619	268	26,693	37,839	135,575	(26)	(1,777)	133,772
Transfer from Stage 1	(248,075)	(85,522)	(47,351)	(9,713)	(618)	(26,332)	(39,225)	(456,836)	(169)	(7,987)	(464,992)
Transfer from Stage 2	-	8,409	7,692	-	-	-	110	16,211	5	267	16,483
Transfer from Stage 3	-	1,661	241	-	-	-	6	1,908	116	32	2,056
FX Revaluation	2,151	14	-	-	-	-	21	2,186	-	11	2,197
	420,197	135,440	58,290	2,307	30	2,003	18,495	636,762	2,798	6,838	646,398
Stage 2											
ECL Loans, January 1, 2021	49,354	88,482	28,776	-	7,059	1,207	5,714	180,592	153	31,627	212,372
Provision for credit and impairment losses	(39,139)	(8,126)	31,555	-	(7,187)	1,159	(2,626)	(24,364)	(48)	10,828	(13,584)
Transfer from Stage 1	226,281	33,775	4,908	9,713	-	26,332	2,522	303,531	124	3,786	307,441
Transfer from Stage 2	-	(60,732)	(56,623)	-	-	-	(694)	(118,049)	(88)	(13,339)	(131,476)
Transfer from Stage 3	-	7,058	393	-	-	-	9	7,460	5	216	7,681
Movement due to foreclosure/settlement	-	-	-	-	-	-	-	-	-	-	-
FX Revaluation	31	-	-	-	128	-	8	167	-	77	244
	236,527	60,457	9,009	9,713	-	28,698	4,933	349,337	146	33,195	382,678
Stage 3											
ECL Loans, January 1, 2021	593,711	305,220	252,160	73,710	163,188	17,663	559,082	1,964,734	54,709	1,043,361	3,062,804
Provision for credit and impairment losses	(8,881)	(106,795)	(13,005)	-	-	-	(12,475)	(141,156)	(237)	18,503	(122,890)
Transfer from Stage 1	21,794	51,747	42,443	-	618	-	36,703	153,305	45	4,201	157,551
Transfer from Stage 2	-	52,323	48,931	-	-	-	584	101,838	83	13,072	114,993
Transfer from Stage 3	-	(8,719)	(634)	-	-	-	(15)	(9,368)	(121)	(248)	(9,737)
Movement due to foreclosure/settlement	-	(190)	(9,899)	-	-	-	-	(10,089)	-	(979)	(11,068)
Write-off	-	-	-	-	-	-	-	-	-	-	-
FX Revaluation	2,041	-	-	2,717	-	-	1,417	6,175	-	5,420	11,595
	608,665	293,586	319,996	76,427	163,806	17,663	585,296	2,065,439	54,479	1,083,330	3,203,248
Total											
ECL Loans, January 1, 2021	1,272,955	593,133	360,166	81,111	170,627	20,512	584,540	3,083,044	57,734	1,091,280	4,232,058
Provision for credit and impairment losses	(11,789)	(103,474)	37,028	4,619	(6,919)	27,852	22,738	(29,945)	(311)	27,554	(2,702)
Transfer from Stage 1	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 2	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 3	-	-	-	-	-	-	-	-	-	-	-
Movement due to foreclosure/settlement	-	(190)	(9,899)	-	-	-	-	(10,089)	-	(979)	(11,068)
Write-off	-	-	-	-	-	-	-	-	-	-	-
FX Revaluation	4,223	14	-	2,717	128	-	1,446	8,528	-	5,508	14,036
	P1,265,389	P489,483	P387,295	P88,447	P163,836	P48,364	P608,724	P3,051,538	P57,423	P1,123,363	P4,232,324

**Comprised of benefit loans, salary loans and credit cards.*
***Comprised of accrued interest receivables, accounts receivables, unquoted debt securities and RCOCI*

	December 31, 2020										
	Term Loans	Housing Loans	Auto Loans	Bills Purchased, Import Bills and Trust Receipts	Direct Advances	Agri Agra Loans	Others*	Total Receivables from Customers	Sales Contract Receivables	Other Receivables**	Total
Stage 1											
ECL Loans, January 1, 2020	P595,718	P160,023	P93,507	P7,830	P1,022	P1,412	P23,986	P883,498	P3,986	P12,918	P900,402
Provision for credit and impairment losses	93,568	279,607	125,749	(420)	6,421	230	(2,358)	502,797	(633)	12,140	514,304
Transfer from Stage 1	(56,149)	(241,584)	(140,802)	-	(7,059)	-	(1,854)	(447,448)	(499)	(8,812)	(456,759)
Transfer from Stage 2	-	1,316	735	-	-	-	28	2,079	13	56	2,148
Transfer from Stage 3	-	82	41	-	-	-	-	123	5	4	132
FX Revaluation	(3,247)	(13)	-	(9)	(4)	-	(58)	(3,331)		(14)	(3,345)
	629,890	199,431	79,230	7,401	380	1,642	19,744	937,718	2,872	16,292	956,882
Stage 2											
ECL Loans, January 1, 2020	86,618	11,943	5,674	-	-	1,842	437	106,514	96	25,241	131,851
Provision for credit and impairment losses	(2,657)	43,875	26,193	-	235	(635)	(213)	66,798	(23)	9,325	76,100
Transfer from Stage 1	49,354	81,028	27,681	-	7,059	-	632	165,754	73	3,113	168,940
Transfer from Stage 2	(6,039)	(48,896)	(30,809)	-	-	-	(199)	(85,943)	(67)	(5,996)	(92,006)
Transfer from Stage 3	-	532	37	-	-	-	5,057	5,626	74	3	5,703
Movement due to foreclosure/settlement	(77,922)	-	-	-	-	-	-	(77,922)	-	-	(77,922)
FX Revaluation	-	-	-	-	(235)	-	-	(235)	-	(59)	(294)
	49,354	88,482	28,776	-	7,059	1,207	5,714	180,592	153	31,627	212,372
Stage 3											
ECL Loans, January 1, 2020	587,504	88,278	94,418	76,156	163,188	17,663	318,069	1,345,276	54,373	1,042,371	2,442,020
Provision for credit and impairment losses	(4,826)	9,420	24,142	(62)	-	-	356,011	384,685	(65)	(5,082)	379,538
Transfer from Stage 1	6,795	160,556	113,121	-	-	-	1,222	281,694	426	5,699	287,819
Transfer from Stage 2	6,039	47,580	30,074	-	-	-	171	83,864	54	5,940	89,858
Transfer from Stage 3	-	(614)	(78)	-	-	-	(5,057)	(5,749)	(79)	(7)	(5,835)
Movement due to foreclosure/settlement	-	-	(9,517)	-	-	-	-	(9,517)	-	(882)	(10,399)
Write-off	-	-	-	-	-	-	(108,923)	(108,923)	-	-	(108,923)
FX Revaluation	(1,801)	-	-	(2,384)	-	-	(2,411)	(6,596)	-	(4,678)	(11,274)
	593,711	305,220	252,160	73,710	163,188	17,663	559,082	1,964,734	54,709	1,043,361	3,062,804
Total											
ECL Loans, January 1, 2020	1,269,840	260,244	193,599	83,986	164,210	20,917	342,492	2,335,288	58,455	1,080,530	3,474,273
Provision for credit and impairment losses	86,085	332,902	176,084	(482)	6,656	(405)	353,440	954,280	(721)	16,383	969,942
Transfer from Stage 1	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 2	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 3	-	-	-	-	-	-	-	-	-	-	-
Movement due to foreclosure/settlement	(77,922)	-	(9,517)	-	-	-	-	(87,439)	-	(882)	(88,321)
Write-off	-	-	-	-	-	-	(108,923)	(108,923)	-	-	(108,923)
FX Revaluation	(5,048)	(13)	-	(2,393)	(239)	-	(2,469)	(10,162)	-	(4,751)	(14,913)
	P1,272,955	P593,133	P360,166	P81,111	P170,627	P20,512	P584,540	P3,083,044	P57,734	P1,091,280	P4,232,058

**Comprised of benefit loans, salary loans and credit cards.*
***Comprised of accrued interest receivables, accounts receivables, unquoted debt securities and RCOCI*

The table below summarizes the movement in the gross carrying amounts of financial assets, other than loans and receivables, as at September 30, 2021 and December 31, 2020 (amounts in thousands).

	September 30, 2021				
	Due from BSP	**Due from Other Banks**	**Interbank Loans Receivable and SPURA** (Note 8)	**Financial Assets at FVOCI** (Note 10)	**Investment Securities at Amortized Cost** (Note 11)
Gross carrying amount, January 1, 2021	**P39,552,550**	**P1,023,394**	**P22,058,806**	**P15,424,248**	**P9,147,509**
New assets purchased or originated	**2,472,304,775**	**11,448**	**2,841,690,144**	**6,827,452**	**38,576,308**
Assets derecognized or repaid	**(2,475,316,775)**	**(10,151)**	**(2,838,921,490)**	**(15,152,971)**	**(7,938,850)**
Other movements*	**(1,958,924)**	**3,550,633**	**(1,062,114)**	**312,441**	**(388,459)**
Gross carrying amount, September 30, 2021	**P34,581,626**	**P4,575,324**	**P23,765,346**	**P7,411,170**	**P39,396,508**

**Includes movements in outstanding balances and foreign exchange differences*

	December 31, 2020				
	Due from BSP	Due from Other Banks	Interbank Loans Receivable and SPURA (Note 8)	Financial Assets at FVOCI (Note 10)	Investment Securities at Amortized Cost (Note 11)
Gross carrying amount, January 1, 2020	P21,958,460	P670,568	P13,431,093	P1,389,857	P22,550,797
New assets purchased or originated	2,608,260,913	19,120	2,224,513,173	29,751,469	5,989,528
Assets derecognized or repaid	(2,590,910,913)	(39,070)	(2,217,983,223)	(16,022,195)	(20,043,309)
Other movements*	244,090	372,776	2,097,763	305,117	650,493
Gross carrying amount, December 31, 2020	P39,552,550	P1,023,394	P22,058,806	P15,424,248	P9,147,509

**Includes movements in outstanding balances and foreign exchange differences*

The table below summarizes the movement in the gross carrying amounts on loans and receivables as at September 30, 2021 and December 31, 2020 (amounts in thousands).

	September 30, 2021										
	Term Loans	Housing Loans	Auto Loans	Bills Purchased, Import Bills and Trust Receipts	Direct Advances	Agri Agra Loans	Others*	Total Receivables from Customers	Sales Contract Receivables	Other Receivables**	Total
Stage 1											
Gross carrying amount, January 1, 2021	P55,303,304	P6,900,837	P2,918,758	P641,585	P399,181	P278,823	P1,416,982	P67,859,470	P287,217	P1,170,690	P69,317,377
New assets purchased or originated	28,524,777	561,940	695,434	145,046	393,980	260,140	428,221	31,009,538	99,712	267,839	31,377,089
Assets derecognized or repaid	(21,317,680)	(193,135)	(169,358)	(412,416)	(343,201)	(248,071)	(138,819)	(22,822,680)	(9,255)	(573,901)	(23,405,836)
Transfer from Stage 1	(4,671,353)	(461,661)	(245,533)	(38,821)	(636)	(102,699)	(65,249)	(5,585,952)	(16,838)	(137,183)	(5,739,973)
Transfer from Stage 2	-	431,744	362,204	-	-	-	8,911	802,859	483	12,724	816,066
Transfer from Stage 3	-	85,112	11,860	-	-	-	488	97,460	11,562	1,564	110,586
Other movements***	(2,670,473)	(455,642)	(733,879)	(102,289)	(17,454)	(6,429)	(184,945)	(4,171,111)	(93,063)	168,563	(4,095,611)
	55,168,575	6,869,195	2,839,486	233,105	431,870	181,764	1,465,589	67,189,584	279,818	910,296	68,379,698
Stage 2											
Gross carrying amount, January 1, 2021	726,822	861,790	819,674	-	36,954	17,785	79,137	2,542,162	15,345	78,565	2,636,072
New assets purchased or originated	-	-	-	-	-	-	-	-	-	-	-
Assets derecognized or repaid	(614,564)	(32,092)	(51,262)	-	(36,954)	-	(11,818)	(746,690)	(2,601)	(27,185)	(776,476)
Transfer from Stage 1	4,609,641	323,023	153,174	38,821	-	102,699	25,499	5,252,857	12,353	95,984	5,361,194
Transfer from Stage 2	-	(583,725)	(469,812)	-	-	-	(10,295)	(1,063,832)	(8,828)	(34,644)	(1,107,304)
Transfer from Stage 3	-	62,023	11,897	-	-	-	919	74,839	495	2,370	77,704
Other movements***	(15,718)	(54,246)	(191,228)	-	-	(3,598)	(33,484)	(298,274)	(2,168)	(5,778)	(306,220)
	4,706,181	576,773	272,443	38,821	-	116,886	49,958	5,761,062	14,596	109,312	5,884,970
Stage 3											
Gross carrying amount, January 1, 2021	601,685	754,848	494,798	73,710	163,188	17,663	590,786	2,696,678	153,595	1,056,685	3,906,958
New assets purchased or originated	-	-	-	-	-	-	-	-	-	-	-
Assets derecognized or repaid	(4,039)	(90,811)	(39,874)	-	-	-	(3,842)	(138,566)	(6,309)	(23,947)	(168,822)
Transfer from Stage 1	61,712	138,638	92,359	-	636	-	39,750	333,095	4,485	41,199	378,779
Transfer from Stage 2	-	151,981	107,608	-	-	-	1,384	260,973	8,345	21,920	291,238
Transfer from Stage 3	-	(147,135)	(23,757)	-	-	-	(1,407)	(172,299)	(12,057)	(3,934)	(188,290)
Write-off	-	-	-	-	-	-	-	-	-	-	-
Other movements***	768	(20,018)	(35,426)	2,717	-	-	(21,384)	(73,343)	(17,490)	24,375	(66,458)
	660,126	787,503	595,708	76,427	163,824	17,663	605,287	2,906,538	130,569	1,116,298	4,153,405
Total											
Gross carrying amount, January 1, 2021	56,631,811	8,517,475	4,233,230	715,295	599,323	314,271	2,086,905	73,098,310	456,157	2,305,940	P75,860,407
New assets purchased or originated	28,524,777	561,940	695,434	145,046	393,980	260,140	428,221	31,009,538	99,712	267,839	31,377,089
Assets derecognized or repaid	(21,936,283)	(316,038)	(260,494)	(412,416)	(380,155)	(248,071)	(154,479)	(23,707,936)	(18,165)	(625,033)	(24,351,134)
Transfer from Stage 1	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 2	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 3	-	-	-	-	-	-	-	-	-	-	-
Write-off	-	-	-	-	-	-	-	-	-	-	-
Other movements***	(2,685,423)	(529,906)	(960,533)	(99,572)	(17,454)	(10,027)	(239,813)	(4,542,728)	(112,721)	187,160	(4,468,289)
	P60,534,882	P8,233,471	P3,707,637	P348,353	P595,694	P316,313	P2,120,834	P75,857,184	P424,983	P2,135,906	P78,418,073

**Comprised of benefit loans, salary loans and credit cards.*
***Comprised of accrued interest receivables, accounts receivables, unquoted debt securities and RCOCI*
****Includes movements in outstanding balances and foreign exchange differences*

	December 31, 2020										
	Term Loans	Housing Loans	Auto Loans	Bills Purchased, Import Bills and Trust Receipts	Direct Advances	Agri Agra Loans	Others*	Total Receivables from Customers	Sales Contract Receivables	Other Receivables**	Total
Stage 1											
Gross carrying amount,											
January 1, 2020	P56,117,848	P7,993,664	P4,312,736	P800,463	P765,368	P294,531	P1,803,761	P72,088,371	P398,621	P1,129,974	P73,616,966
New assets purchased or originated	26,701,798	784,403	887,809	641,585	446,383	247,344	358,892	30,068,214	59,627	1,120,087	31,247,928
Assets derecognized or repaid	(23,425,918)	(177,266)	(237,521)	(800,463)	(755,645)	(252,499)	(175,708)	(25,825,020)	(31,971)	(883,242)	(26,740,233)
Transfer from Stage 1	(740,284)	(1,191,508)	(1,038,585)	-	(36,954)	-	(458,306)	(3,465,637)	(49,855)	(108,137)	(3,623,629)
Transfer from Stage 2	-	39,885	27,235	-	-	-	1,149	68,269	1,322	1,896	71,487
Transfer from Stage 3	-	1,102	1,436	-	-	-	-	2,538	471	59	3,068
Other movements***	(3,350,140)	(549,443)	(1,034,352)	-	(19,971)	(10,553)	(112,806)	(5,077,265)	(90,998)	(89,947)	(5,258,210)
	55,303,304	6,900,837	2,918,758	641,585	399,181	278,823	1,416,982	67,859,470	287,217	1,170,690	69,317,377
Stage 2											
Gross carrying amount,											
January 1, 2020	308,470	251,179	180,775	-	-	22,338	10,283	773,045	9,585	26,664	809,294
New assets purchased or originated	-	-	-	-	-	-	-	-	-	-	-
Assets derecognized or repaid	(301,354)	(13,099)	(17,709)	-	-	-	(2,904)	(335,066)	(616)	(16,341)	(352,023)
Transfer from Stage 1	726,822	795,254	787,817	-	36,954.00	-	60,489	2,407,336	7,378	76,933	2,491,647
Transfer from Stage 2	(6,130)	(165,733)	(96,204)	-	-	-	(2,726)	(270,793)	(6,668)	(9,410)	(286,871)
Transfer from Stage 3	-	4,938	1,177	-	-	-	17,020	23,135	7,377	53	30,565
Other movements***	(986)	(10,749)	(36,182)	-	-	(4,553)	(3,025)	(55,495)	(1,711)	666	(56,540)
	726,822	861,790	819,674	-	36,954	17,785	79,137	2,542,162	15,345	78,565	2,636,072
Stage 3											
Gross carrying amount,											
January 1, 2020	598,518	249,628	199,334	76,156	163,188	17,663	322,575	1,627,062	120,071	1,043,142	2,790,275
New assets purchased or originated	-	-	-	-	-	-	-	-	-	-	-
Assets derecognized or repaid	(13,635)	(9,156)	(12,744)	-	-	-	(2,285)	(37,820)	(2,686)	(20,551)	(61,057)
Transfer from Stage 1	13,462	396,254	250,768	-	-	-	397,817	1,058,301	42,477	31,204	1,131,982
Transfer from Stage 2	6,130	125,848	68,969	-	-	-	1,577	202,524	5,346	7,514	215,384
Transfer from Stage 3	-	(6,040)	(2,613)	-	-	-	(17,020)	(25,673)	(7,848)	(112)	(33,633)
Write-off	-	-	-	-	-	-	(108,923)	(108,923)	-	-	(108,923)
Other movements***	(2,790)	(1,686)	(8,916)	(2,446)	-	-	(2,955)	(18,793)	(3,765)	(4,512)	(27,070)
	601,685	754,848	494,798	73,710	163,188	17,663	590,786	2,696,678	153,595	1,056,685	3,906,958
Total											
Gross carrying amount,											
January 1, 2020	57,024,836	8,494,471	4,692,845	876,619	928,556	334,532	2,136,619	74,488,478	528,277	2,199,780	77,216,535
New assets purchased or originated	26,701,798	784,403	887,809	641,585	446,383	247,344	358,892	30,068,214	59,627	1,120,087	31,247,928
Assets derecognized or repaid	(23,740,907)	(199,521)	(267,974)	(800,463)	(755,645)	(252,499)	(180,897)	(26,197,906)	(35,273)	(920,134)	(27,153,313)
Transfer from Stage 1	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 2	-	-	-	-	-	-	-	-	-	-	-
Transfer from Stage 3	-	-	-	-	-	-	-	-	-	-	-
Write-off	-	-	-	-	-	-	(108,923)	(108,923)	-	-	(108,923)
Other movements***	(3,353,916)	(561,878)	(1,079,450)	(2,446)	(19,971)	(15,106)	(118,786)	(5,151,553)	(96,474)	(93,793)	(5,341,820)
	P56,631,811	P8,517,475	P4,233,230	P715,295	P599,323	P314,271	P2,086,905	P73,098,310	P456,157	P2,305,940	P75,860,407

**Comprised of benefit loans, salary loans and credit cards.*
***Comprised of accrued interest receivables, accounts receivables, unquoted debt securities and RCOCI*
****Includes movements in outstanding balances and foreign exchange differences*

Movement in allowance for impairment losses as at September 30, 2021 and December 31, 2020 for investment in associate and non-financial assets are summarized as follows (amounts in thousands):

	September 30, 2021				
	Investment in Associate (Note 13)	**Property and Equipment** (Note 14)	**Investment Properties** (Note 15)	**Other Assets** (Note 16)	**Total**
Balance at beginning of year	**P5,926**	**P6,156**	**P179,816**	**P4,615,724**	**P4,807,622**
Reversal of impairment losses for the year	**-**	**-**	**(39,824)**	**(132)**	**(39,956)**
Foreign exchange differences	**-**	**-**	**-**	**-**	**-**
Balance at end of year	**P5,926**	**P6,156**	**P139,992**	**P4,615,592**	**P4,767,666**

	December 31, 2020				
	Investment in Associate (Note 13)	Property and Equipment (Note 14)	Investment Properties (Note 15)	Other Assets (Note 16)	Total
Balance at beginning of year	P5,926	P6,156	P175,753	P4,615,167	P4,803,002
Provision for impairment losses for the year	-	-	4,063	564	4,627
Foreign exchange differences	-	-	-	(7)	(7)
Balance at end of year	P5,926	P6,156	P179,816	P4,615,724	P4,807,622

18. Deposit Liabilities

Long-term Negotiable Certificates of Time Deposit (LTNCTD)
On March 17, 2020, the Bank issued unsecured LTNCTD with 4.5% fixed interest rate at par value of P5.0 billion and maturing on September 17, 2025. The issuance of the LTNCTD was approved by the BOD on June 25, 2019 and by the BSP on October 31, 2019. The issuance was listed in the Philippine Dealing and Exchange Corporation.

Reserve Requirement
On March 31, 2020, the BSP issued Circular No. 1082 reducing the reserve requirement to 12.0% effective on the reserve week starting on April 3, 2020.

As at September 30, 2021 and December 31, 2020, the Bank is in compliance with such reserve requirements. Due from BSP demand deposit account amounting to P13.4 billion and P15.4 billion as at September 30, 2021 and December 31, 2020, respectively, is available for meeting these reserve requirements as reported to BSP.

Due from BSP-Overnight Deposit Accounts earned annual interest rate of 1.5% in 2021 and interest rates ranging from 1.8% to 3.5% in 2020. Due from BSP-Term Deposit Accounts earned annual interest rates ranging from 1.7% to 2.0% in 2021 and from 1.9% to 4.3% in 2020. Interest income on Due from BSP amounted to P162.9 million and P191.0 million in 2021 and 2020, respectively.

Interest expense on deposit liabilities follows:

	September 30, 2021	September 30, 2020
Demand	**P39,263,329**	P32,830,970
Savings	**211,962,052**	639,742,198
Time	**69,801,314**	161,746,214
LTNCTD	**169,742,925**	121,334,758
	P490,769,620	P955,654,140

Peso-denominated deposits are subject to annual interest rates ranging from 0.1% to 5.3% in 2021 and 2020. Foreign currency-denominated deposits are subject to annual interest rates ranging from 0.1% to 2.0% and 0.1% and 3.0% in 2021 and 2020, respectively.

19. Bills Payable

This account consists of SSURA, short-term borrowings from local banks and borrowings from rediscounting facility availed by TRB from Social Security System, which was assumed by the Bank in connection with the PSA entered into by the Bank with the TRB in 2002. As at September 30, 2021 and December 31, 2020, borrowings from rediscounting facility amounted to nil and P0.02 million, respectively. As at December 31, 2020, these borrowings were collateralized by certain receivables from customers amounting to P0.04 million.

As at September 30, 2021 and December 31, 2020, there are no financial assets at FVOCI pledged and transferred under SSURA transactions and no short-term borrowings from local banks.

Interest expense consists of:

	September 30, 2021	September 30, 2020
Local banks	**P223,871**	P272,528
Other borrowings	**137,696**	694,992
	P361,567	P967,520

Peso-denominated short-term borrowings from local banks are subject to annual interest rates ranging from 1.7% to 2.5% and interest rate of 1.9% in 2021 and 2020, respectively. Foreign currency denominated short-term borrowings from local banks are subject to annual interest rate of 1.3% in 2020. No foreign currency denominated short-term borrowings in 2021.

Borrowings from rediscounting facility are subject to annual interest rate of 8.0% in 2020.

20. Accrued Interest, Taxes and Other Expenses

This account consists of accruals for the following:

	Note	**September 30, 2021**	December 31, 2020
Interest payable:			
Deposit liabilities	*18*	**P35,140,498**	P51,639,625
Bills payable	*19*	**-**	1,762
		35,140,498	51,641,387
Employee and other benefits		**443,638,311**	338,329,853
Penalties		**181,969,824**	141,485,559
Insurance		**84,193,272**	144,295,518
Taxes payable		**61,709,150**	73,083,225
Equipment-related expenses		**18,604,759**	23,502,169
Fees and commissions		**13,888,417**	22,796,639
Management and professional fees		**13,099,014**	9,360,289
Security		**12,096,533**	14,942,413
Rent		**9,018,200**	11,201,623
Others		**94,272,019**	61,824,802
		P967,629,997	P892,463,477

Other accrued expenses include accruals for utilities expenses, janitorial, messengerial and various expenses attributable to the Bank's operations.

21. Other Liabilities

This account consists of:

	Note	**September 30, 2021**	December 31, 2020
Accounts payable		**P1,531,450,883**	P874,595,629
Lease liability	*29*	**586,053,310**	681,997,064
Due to preferred shareholders	*23*	**280,646,412**	279,765,823
Bills purchased - contra	*11*	**196,141,466**	640,565,660
Other credits-dormant		**186,558,349**	178,948,793
Retirement liability	*28*	**182,043,080**	392,542,958
Due to Treasurer of the Philippines		**139,829,364**	56,618,723
ECL on off-balance sheet exposures	*17*	**66,511,944**	32,194,847
Withholding tax payable		**41,767,553**	49,898,110
Miscellaneous		**44,679,011**	98,918,230
		P3,255,681,372	P3,286,045,837

Accounts payable mainly pertains to advance loan payments from borrowers, inward and outward remittances received by the Bank pending payment or application to designated deposit accounts.

Other credits - dormant account includes long outstanding Managers' Checks that are yet to be encashed by the payees, which have been outstanding for more than one (1) year from the dates of checks.

ECL on off-balance sheet exposures relate to committed credit line, credit card lines, outstanding guarantees and unused commercial letter of credits (see Note 37).

Miscellaneous include deposits for keys of safety deposit boxes, SSS payable and unclaimed salaries of resigned employees.

22. Maturity Profile of Assets and Liabilities

The following tables present the maturity profile of the assets and liabilities of the Bank based on the amounts to be recovered or settled within and/or after more than 12 months after the reporting period (amounts in thousands):

		September 30, 2021			December 31, 2020		
	Note	**Within 12 Months**	**Over 12 Months**	**Total**	Within 12 Months	Over 12 Months	Total
Financial Assets - gross							
COCI		**P1,878,232**	**P -**	**P1,878,232**	P2,420,505	P -	P2,420,505
Due from BSP	*18*	**34,581,626**	**-**	**34,581,626**	39,552,550	-	39,552,550
Due from other banks		**4,575,324**	**-**	**4,575,324**	1,023,394	-	1,023,394
Interbank loans receivable and SPURA	*8*	**23,765,346**	**-**	**23,765,346**	22,058,806	-	22,058,806
Financial assets at FVPL:	*9*						
Government securities held-for-trading		**644,342**	**-**	**644,342**	639,004	-	639,004
Private debt securities		**-**	**525,381**	**525,381**	-	602,404	602,404
Derivative assets		**7,822**	**25,500**	**33,322**	-	24,011	24,011
Financial assets at FVOCI:	*10*						
Government securities		**-**	**6,919,962**	**6,919,962**	10,545,490	4,402,607	14,948,097
Private debt securities		**306,906**	**-**	**306,906**	-	314,964	314,964
Equity securities		**-**	**184,302**	**184,302**	-	161,187	161,187
Investment securities at amortized cost - gross:	*11*						
Government securities		**550,176**	**35,127,591**	**35,677,767**	1,794,104	4,140,353	5,934,457
Private debt securities		**1,130,311**	**2,588,430**	**3,718,741**	2,358,976	854,076	3,213,052
Loans and receivables - gross:	*12*						
Receivable from customers:							
Term loans		**28,410,568**	**32,124,314**	**60,534,882**	22,498,929	34,132,883	56,631,812
Housing loans		**1,421,898**	**6,811,611**	**8,233,509**	1,673,336	6,844,248	8,517,584
Auto loans		**1,042,832**	**2,664,885**	**3,707,717**	1,499,126	2,734,134	4,233,260
Direct advances		**546,316**	**50,873**	**597,189**	596,077	4,920	600,997
Bills purchased, import bills and trust receipts		**348,353**	**-**	**348,353**	715,295	-	715,295
Agri-agra loans		**294,946**	**21,797**	**316,743**	266,282	48,537	314,819
Others		**1,634,345**	**521,785**	**2,156,130**	1,635,536	471,791	2,107,327
Accounts receivable		**780,149**	**-**	**780,149**	1,125,879	-	1,125,879
Accrued interest receivable		**1,064,145**	**-**	**1,064,145**	888,473	-	888,473
Sales contract receivables		**170,573**	**254,410**	**424,983**	168,409	287,748	456,157
Unquoted debt securities		**291,578**	**-**	**291,578**	291,578	-	291,578
RCOCI		**35**	**-**	**35**	10	-	10
Investment in associate	*13*	**-**	**75,395**	**75,395**	-	75,395	75,395
		103,445,823	**87,896,236**	**191,342,059**	111,751,759	55,099,258	166,851,017
Non-financial Assets - gross							
Property and equipment	*14*	**-**	**4,288,871**	**4,288,871**	-	4,205,560	4,205,560
Investment properties	*15*	**-**	**4,425,400**	**4,425,400**	-	4,532,155	4,532,155
Deferred tax assets - net	*31*	**-**	**875,660**	**875,660**	-	955,380	955,380
Other assets	*16*	**1,683,572**	**6,086,295**	**7,769,867**	1,416,804	6,077,002	7,493,806
		1,683,572	**15,676,226**	**17,359,798**	1,416,804	15,770,097	17,186,901
		105,129,395	**103,572,462**	**208,701,857**	113,168,563	70,869,355	184,037,918
Less:							
Allowance for credit and impairment losses	*17*			**9,014,750**			9,049,367
Accumulated depreciation and amortization	*14, 15, 16*			**4,337,874**			4,016,304
Accumulated equity in net loss	*13*			**29,639**			28,782
Unearned interest	*12*			**37,340**			22,784
Total				**P195,282,254**			P170,920,681

	Note	September 30, 2021 Within 12 Months	Over 12 Months	Total	December 31, 2020 Within 12 Months	Over 12 Months	Total
Financial Liabilities							
Deposit liabilities:	18						
Demand		**P44,447,735**	**P -**	**P44,447,735**	P39,659,286	P -	P39,659,286
Savings		**106,800,784**	**715**	**106,801,499**	83,743,821		83,743,821
Time		**9,879,347**	**1,304,832**	**11,184,179**	19,162,549	1,510,535	20,673,084
LTNCTD		**-**	**5,029,420**	**5,029,420**	-	5,029,420	5,029,420
Financial liabilities at FVPL		**9,895**	**-**	**9,895**			
Bills payable	19	**-**	**-**	**-**	19	-	19
Manager's checks		**771,744**	**-**	**771,744**	870,080	-	870,080
Accrued interest and other expenses*	20	**453,264**	**-**	**453,264**	469,849	-	469,849
Other liabilities**	21	**2,285,265**	**680,095**	**2,965,360**	2,036,987	774,422	2,811,409
		164,648,034	**7,015,062**	**171,663,096**	145,942,591	7,314,377	153,256,968
Non-financial Liabilities							
Accrued taxes and other expense payable	20	**514,366**	**-**	**514,366**	422,615	-	422,615
Other liabilities	21	**290,322**	**-**	**290,322**	474,636	-	474,636
		804,688	**-**	**804,688**	897,251	-	897,251
		P165,452,722	**P7,015,062**	**P172,467,784**	P146,839,842	P7,314,377	P154,154,219

**amounts exclude accruals of employee and other benefits, taxes payable and rent*
***amounts exclude withholding tax payable, retirement liability and ECL of loan commitments and financial guarantees*

23. Capital

The Bank's capital stock consists of the following:

	Shares September 30, 2021	December 31, 2020	Amount September 30, 2021	December 31, 2020
Authorized Capital Stock				
Common stock, P100 par value	**170,251,147**	170,251,147	**P17,025,114,700**	P17,025,114,700
Preferred stock, P100 par value	**45,500,000**	45,500,000	**4,550,000,000**	4,550,000,000
	215,751,147	215,751,147	**P21,575,114,700**	P21,575,114,700
Issued and Outstanding				
Common stock	**112,241,112**	112,241,112	**P11,224,111,200**	P11,224,111,200
Preferred stock	**41,666,667**	-	**4,166,666,700**	-
	153,907,779	112,241,112	**P15,390,777,900**	P11,224,111,200
Paid-in Surplus				
Common stock			**P5,594,079,646**	P5,594,079,646
Preferred stock			**1,291,666,676**	-
			P6,885,746,322	P5,594,079,646

Preferred shares are non-voting, except as provided by law, perpetual or non-redeemable, cumulative, convertible to common shares at the option of the holders after 5 years from issue date, subject to requirements under laws, rules and regulations, have preference over common shares in case of liquidation, dissolution, or winding up of the affairs of the Bank and subject to the other terms and conditions as may be fixed by the BOD, required under regulations, and to the extent permitted by applicable law.

The Bank has outstanding liability for the unpaid portion of the redemption price of preferred shares amounting to P280.6 million and P279.8 million as at September 30, 2021 and December 31, 2020, respectively, which is recorded as "Due to preferred shareholders" account under "Other liabilities" in Note 21 to the financial statements. As at September 30, 2021 and December 31, 2020, the related sinking fund which is recorded under "Other assets" account amounting to P280.6 million and P279.8 million, respectively, has been set up to fund the eventual settlement of this liability (see Note 16).

On April 8, 2010, the SEC approved the Bank's application for the increase in authorized capital stock from P6.0 billion, divided into 52.5 million common shares and 7.5 million preferred shares both with the par value of P100 each, to P22.0 billion divided into 212.5 million common shares and 7.5 million preferred shares both with the par value of P100 each. The related amendment to the Articles of Incorporation of the Bank relative to its proposed increase in authorized capital stock from P6.0 billion to P22.0 billion was approved by BSP and the SEC on March 26, 2010 and April 8, 2010, respectively.

During its meeting on January 18, 2011, the BOD of the Bank passed a resolution approving the following:

- the sale of fully paid shares of Valiant Ventures & Development Holdings, Inc. (Valiant) in the Bank to SMPI and SMCRP amounting to 2,800,000 shares and 1,972,735 shares, respectively; and

- the assignment of subscription rights of Valiant to SMPI amounting to 523,726 shares (Tranche 1) and 4,713,539 shares (Tranche 2).

In this connection, the Bank secured the approval of the MB of BSP for such sale of shares and assignment of subscription of the shares of Valiant. This is mandated in BSP's MORB since the total shareholdings of Valiant entitles it to a board seat. The Board also approved that the sale of shares and assignment of subscription rights be recorded in the stock and transfer book of the Bank only after the approval of the MB has been obtained.

On March 30, 2011, the MB of BSP approved the sale of shares of Valiant. In 2011, the Bank's subscribed common stock totaling 59,741,113 shares have been fully paid in accordance with the subscription agreement.

On April 30, 2019, the BOD and the Stockholders approved to amend the Articles of Incorporation to deny pre-emptive rights. The said amendment was approved by the BSP on August 16, 2019 and by the SEC on September 5, 2019.

On January 30, 2020, the BOD and the Stockholders approved the amendment of the Articles of Incorporation to (a) reflect that the Bank's terms of existence shall be perpetual (b) retire 4,248,853 redeemed preferred shares thereby decreasing the Bank's authorized capital stock to P21,575,114,700 (c) reclassify 3,251,147 existing unissued preferred shares into new unissued preferred shares and (d) reclassify 42,248,853 existing unissued common shares into new unissued preferred shares. The amendments resulted in total new preferred shares of 45,500,000 with par value of P100 and decrease in common shares to 170,251,147 with par value of P100. These were approved by the BSP on May 21, 2020 and by the SEC on June 9, 2020.

On January 26, 2021, the BOD approved the issuance of 41,666,667 preferred shares to San Miguel Corporation at P132.0 per share. These shares will be issued out of the unissued Series 1 Preferred Shares of the Bank. On March 8, 2021, the Bank received from BSP a “No Objection” to the provisions in the indicative terms and conditions of these Preferred Shares, provided that the Bank shall continuously comply with the regulation for the inclusion of preferred shares as part of Additional Tier 1 capital under Appendix 59, *Risk-based Capital Adequacy Framework for the Philippines Banking System,* of the Manual Regulations for Banks. On June 29, 2021, the BOD approved the change of investor for preferred shares from San Miguel Corporation to SMC Equivest Corporation, a wholly owned subsidiary of San Miguel Corporation and an existing stockholder of the Bank. On August 5, 2021, the Bank issued 41,666,667 Series 1 Preferred Shares to SMC Equivest Corporation at P132.0 per share.

On May 25, 2021, the BOD approved the amendment of the Bank’s Articles of Incorporation to the par value of common and preferred shares from One Hundred Pesos (P100.0) to Ten Pesos (P10.0). The amendment will result in increase in common shares from 170,251,147 to 1,702,511,470 and increase in preferred shares from 45,500,000 to 455,000,000. The amendment was approved by the Stockholders on July 8, 2021. As disclosed in Note 36, the amendment on the Bank’s Articles of Incorporation was approved by the BSP on October 4, 2021 and by the SEC on November 2, 2021.

<u>Equity Restructuring</u>
On March 29, 2021, the BOD approved the Bank to undergo equity restructuring to wipe out the deficit amounting to P51,156,715 as at December 31, 2020 through the use of the Bank’s Paid-in surplus.

On July 12, 2021, the Bank received from BSP a “No Objection” response to its application for equity restructuring with the SEC, subject to the (i) Bank’s compliance with the Commission’s other requirements; and (ii) condition that the Bank shall provide BSP a certified true copy of SEC’s approval of the equity restructuring within five (5) days from receipt thereof.

As disclosed in Note 36, the SEC approved on October 14, 2021 the equity restructuring to wipe-out the deficit as at December 31, 2020 amounting to P51,156,715 against the Paid-in surplus of P5.6 billion subject to the conditions that the remaining Paid-in surplus of P5.5 billion cannot be applied for future losses that may be incurred by the Bank without prior approval of the SEC.

<u>Capital Management</u>
The Bank’s capital base, comprised of capital stock, paid-in surplus and surplus reserves, is actively being managed to cover risks inherent in the Bank’s operations. In 2009, SMPI and SMCRP infused additional capital amounting to P3.3 billion in the form of paid-up common stock. On February 18, 2010 and March 1, 2010, major stockholders infused P271.9 million and P2.1 billion, respectively, into the Bank in the form of advances for future stock subscriptions, which shall be treated as part of the Bank’s paid-up capital upon the SEC’s approval thereon and on the increase in the Bank’s authorized capital stock.

On August 5, 2021, SMC Equivest Corporation infused additional capital amounting P5.5 billion in the form of paid-up preferred stock. This is in support of the application of the Bank for an upgrade of its commercial banking license to a universal banking license.

Under Section 121 of the MORB, *Minimum Required Capital,* the minimum capitalization requirement applicable for the Bank (commercial banks with more than 100 branches) amounted to P15.0 billion. As at September 30, 2021 and December 31, 2020, the reported unimpaired capital of the Bank amounted to P22.4 billion and P16.5 billion, respectively.

The guidelines on bank's internal capital adequacy assessment process (ICAAP) under Section 130 and Appendices 94, 95 and 96 of the MORB supplements the BSP's risk-based capital adequacy framework. In compliance with this new circular, the Bank has adopted and developed its ICAAP framework to ensure that appropriate level and quality of capital are maintained. Under this framework, the assessment of risks extends beyond the Pillar 1 set of credit, market and operational risks and onto other risks deemed material by the Bank. The level and structure of capital are assessed and determined in light of the Bank's business environment, plans, performance, risks and budget; as well as regulatory edicts. The deadline for submission of ICAAP documents is March 31 of each year.

<u>Regulatory Qualifying Capital</u>
Under existing BSP regulations, the determination of the Bank's compliance with regulatory requirements and ratios is based on the amount of the Bank's "unimpaired capital" (regulatory net worth) as reported to the BSP, which is determined on the basis of Regulatory Accounting Principles which differ from PFRSs in some respects.

The BSP sets and monitors compliance to minimum capital requirements for the Bank. In implementing current capital requirements, BSP issued Circular 538 which implemented the Revised Risk-Based Capital Adequacy Framework under Basel II effective July 1, 2007. It requires the Bank to maintain a prescribed risk-based capital adequacy ratio (expressed as a percentage of qualifying capital to risk-weighted assets) of not less than 10.0%.

Under Section 125 and Appendix 59 of the MORB, the regulatory qualifying capital of the Bank consists of Tier 1 (core) and Tier 2 (supplementary) capital. Tier 1 capital comprised common stock, additional paid-in capital and surplus. Tier 2 composed upper tier 2 and lower tier 2. Upper tier 2 consists of preferred stock, revaluation increment reserve, general loan loss provision and deposit for common stock subscription. Lower tier 2 consists of the unsecured subordinated debt.

The following are the minimum capital requirements for UBs and KBs and their subsidiary banks and quasi-banks (QBs):

- 6.0% Common Equity Tier 1 (CET1)/Risk-Weighted Assets (RWAs)
- 7.5% Tier 1 Capital/RWAs, and
- 10.0% Total Qualifying Capital (Tier1 plus Tier2)/RWAs

The Qualifying Capital must consist of the sum of the following elements, net of required deductions: Tier 1-'going concern' [CET1 plus Additional Tier 1(ATI)] and Tier 2 -'gone concern.' A bank/quasi-bank must ensure that any component of capital included in qualifying capital complies with all the eligibility criteria for the particular category of capital in which it is included. The Circular further describes the elements/criteria that a domestic bank should meet for each capital category. Regulatory adjustments and calculation guidelines for each capital category are also discussed.

In conformity with the Basel III standards, a Capital Conservation Buffer (CCB) of 2.5% of RWAs, comprised of CET1 capital, has been required of U/KBs and their subsidiary banks and quasi-banks. This buffer is meant to promote the conservation of capital and build-up of adequate cushion that can be drawn down by banks to absorb losses during financial and economic stress.

The CET1 capital requirement includes as an additional capital buffer, the Countercyclical capital buffer (CcyB) of zero percent (0%) subject to upward adjustment to a rate determined by the Monetary Board when systemic conditions warrant but not to exceed two and a half percent (2.5%). Any increases in the CcyB rate shall be effective 12 months after announcement while decreases shall be effective immediately.

The countercyclical buffer requirement will extend the size of the capital conservation buffer. A bank shall not be subject to any restriction on distribution if the following conditions are met:

a. Has positive retained earnings as of the preceding quarter and has complied with the requirements on the declaration of dividends as provided in the MORB;

b. Has CET1 of more than the total required (minimum CET1 ratio of 6.0% plus CCB of 2.5% plus CcyB at the rate determined by the MB) before distribution; and

c. Has complied with the minimum capital ratios (CET1 ratio of 6.0%, Tier 1 ratio of 7.5% and 10.0% CAR) after the distribution.

Otherwise, the policy framework of the capital conservation buffer on the restriction on distributions shall apply, except for drawdowns. Thresholds on the restriction on distribution shall consider the CcyB requirement as an extension of the capital conservation buffer.

As at September 30, 2021 and December 31, 2020, based on the CAR reports submitted to BSP, the Bank's CAR of 20.86% and 16.60%, respectively, exceeded the minimum 10.0% requirement as computed and monitored using the rules and ratios established by the Basel Committee on Banking Supervision ("BIS rules/ratios"), based on the Basel III framework. The increase in the CAR ratio was mainly due to the issuance of preferred shares in August 2021 and the movement in the credit risk weighted amount of loans and other risk assets.

The breakdown of the Bank's risk-weighted assets as reported to BSP follows (amounts in thousands):

	September 30, 2021	December 31, 2020
Credit risk-weighted assets	**P94,646,739**	P87,988,590
Market-risk weighted assets	**416,163**	733,210
Operational risk-weighted assets	**9,404,089**	8,310,351
	P104,466,991	P97,032,151

The Bank is also required to maintain a minimum Tier 1 capital ratio of 7.5% which was complied, as shown below (amounts in millions):

	September 30, 2021	December 31, 2020
Tier 1 capital	**P20,845**	P15,120
Tier 2 capital	**947**	984
Total qualifying capital	**P21,792**	P16,104
Risk-weighted assets	**P104,467**	P97,032
Tier 1 capital ratio	**19.95%**	15.58%
Total capital ratio	**20.86%**	16.60%

Certain adjustments are made to PFRSs results and reserves to calculate CAR which included the Bank's accounting of the following transactions that require different accounting treatments under PFRSs:

a) non-performing assets and operating losses of TRB capitalized as miscellaneous assets and subject to staggered allowance provisioning;

b) accounting for investment properties.

The recognition of the Bank is based on the accounting treatment approved by BSP (see Notes 15 and 16).

Under Section 129 of the MORB Basel III, leverage ratio is designed to act as supplementary measure to the risk-based capital requirements. It is defined as the capital measure (numerator) divided by the exposure measure (denominator). The leverage ratio shall not be less than 5.0% computed on both solo (head office plus branches) and consolidated bases (parent bank plus subsidiary financial allied undertakings but excluding insurance companies).

The Bank exceeded the minimum leverage ratio of 5.0% as at September 30, 2021 and December 31, 2020 which was complied as per below breakdown (amounts in thousands):

	September 30, 2021	December 31, 2020
Capital measure	**P20,844,934**	P15,120,329
Exposure measure	**204,666,041**	174,068,012
Leverage ratio	**10.18%**	8.69%

The Liquidity Coverage Ratio (LCR) framework under Section 145 of the MORB promotes short-term resilience of liquidity risk profile of a bank. The LCR is the ratio of High-Quality Liquid Assets (HQLAs) to total net cash outflows. Under normal situation, the value of the ratio should be no lower than 100% on a daily basis because the stock of unencumbered HQLA is intended to serve as a defense against the potential onset of liquidity stress. The compliance with the LCR minimum requirement commenced on January 01, 2018 and the prescribed minimum shall be set initially at 90% for 2018 and raised to the minimum level of 100% on January 01, 2019.

Based on the LCR reports submitted to the BSP as at September 30,2021 and December 31, 2020, the Bank's LCR were 219.32% and 165.00% respectively, which were above the prescribed minimum requirement set at 100%.

While the NSFR promotes long-term resilience of banks against liquidity risk and maintains stable funding profile in relation to the composition of its assets and off-balance sheet activities. The implementation of the minimum NSFR was phased-in, banks undergone observation period from 01 July 2018 up to 31 December 2018 while actual implementation commenced on January 01, 2019. The NSR is the ratio of Bank's available stable funding to its required stable funding and shall maintain at least 100% at all times.

As at September 30, 2021 and December 31, 2020, the reported NSFR of 187% and 161% respectively, exceeded the required minimum of 100%.

This applies to U/KBs as well as their subsidiary banks and quasi-banks with the framework anchored on the international standards issued by the Basel Committee on Banking Supervision known as the Basel 3 reforms.

24. Surplus Reserves

	September 30, 2021	December 31, 2020
Reserve for general provision - special reserve	**P266,175,169**	P208,882,885
Reserve for trust business	**139,151,260**	126,719,455
Reserve for self-insurance	**60,000,000**	60,000,000
	P465,326,429	P395,602,340

The BSP, through Circular No. 1011, *Guidelines on the Adoption of the PFRS 9 - Financial Instruments*, requires appropriation of the Bank's Retained earnings in case the computed allowance for credit losses on loans based on PFRS 9 is less than the BSP required 1.0% general provision on outstanding Stage 1 on-balance sheet loans, except for accounts considered as risk-free under existing regulations.

In compliance with BSP regulations, 10.0% of the Bank's profit from trust business is appropriated to surplus reserve. This yearly appropriation is required until the surplus reserve for trust business equals 20.0% of the Bank's authorized capital stock.

Reserve for self-insurance represents the amount set aside to cover losses due to fire, defalcation and other unlawful acts of the Bank's personnel or third parties.

25. Interest Income on Debt Securities

This account consists of:

	Note	**September 30, 2021**	September 30, 2020
Investment securities at amortized cost:	*11*		
Government securities		**P619,959,566**	P521,997,775
Private debt securities		**120,892,190**	136,287,801
Financial assets at FVOCI:	*10*		
Government securities		**110,115,138**	120,500,120
Private debt securities		**14,888,482**	14,888,532
		865,855,376	793,674,228
Financial assets at FVPL:	*9*		
Government securities held for tradin		**10,497,933**	14,721,219
		P876,353,309	P808,395,447

Foreign currency-denominated financial assets at FVPL bear annual interest rates ranging from 0.9% to 8.6% in 2021 and from 0.6% to 8.6% in 2020. Peso-denominated financial assets at FVPL bear annual interest rates ranging from 0.7% to 8.1% and from 1.0% to 8.1% in 2021 and 2020, respectively.

Foreign currency-denominated financial assets at FVOCI bear EIRs ranging from 0.0% to 2.9% and from 0.8% to 2.8%, respectively, in 2021 and 2020. Peso-denominated financial assets at FVOCI bear EIRs ranging from 2.1% to 6.6% in 2021 and from 1.4% to 6.6% in 2020.

Foreign currency-denominated investment securities at amortized cost bear EIRs ranging from 0.8% to 3.4% and from 2.0% to 3.1%, respectively, in 2021 and 2020. Peso-denominated investment securities at amortized cost bear EIRs ranging from 1.7% to 8.1% in 2021 and from 1.7% to 8.1% in 2020.

26. Service Charges, Fees and Commissions

This account consists of:

	September 30, 2021	September 30, 2020
Trust income	**P101,203,610**	P92,410,811
Service charges	**95,760,030**	93,846,440
Credit card fees	**82,180,722**	67,550,807
Remittance fees	**37,311,457**	29,751,861
Letters of credit fees	**31,563,411**	8,419,016
Fees and commissions	**13,692,416**	1,957,986
Commitment fees	**11,511,432**	-
Penalty charges	**5,522,001**	6,645,264
Telegraphic transfer fees	**1,928,263**	1,789,095
Others	**5,018,402**	6,996,176
	P385,691,744	P309,367,456

Service charges include charges on loans, ATM fees and deposit taking-related activities.

Others include commission on acceptance fee, insurance, auto and housing loans, processing and sale of demand drafts.

27. Trading and Investment Securities Gains (Losses) - net

This account consists of realized and unrealized gains (losses) from the following securities:

	Note	**September 30, 2021**	September 30, 2020
Financial assets and liabilities at FVPL:			
Debt securities:			
Unrealized	*9*	**(P12,926,420)**	P44,780,777
Realized		**(9,353,350)**	25,872,336
Financial assets at FVOCI	*10*	**11,709,675**	281,296,361
Investment securities at amortized cost	*11*	**-**	644,470,473
		(P10,570,095)	P996,419,947

28. Employee Benefits

Retirement Plan

The Bank has a funded noncontributory defined benefit retirement plan covering its regular and permanent employees. Contributions and costs are determined in accordance with the actuarial studies made for the plan. Annual cost is determined using projected unit credit method.

The Bank's retirement benefits are based on the employee's years of service and a percentage of his gross monthly salary. An employee shall be retired and shall be entitled to full retirement benefits upon his attainment of 60 years of age.

An employee, upon reaching the age of 50 years and with the completion of no less than 10 years of service as a regular employee and with 30 days prior notice to the Bank, may retire at his option and shall be entitled to the retirement benefits.

An employee who has at least 10 years of service as a regular employee, but who has not reached the age of 50 years, may retire at his option and shall be entitled to the retirement benefits but such retirement benefit shall be subject to the pertinent requirements of the BIR.

The Bank's retirement plan is registered with the BIR as a tax-qualified plan under RA No. 4917, as amended, and complies with the minimum retirement benefit specified under RA No. 7641, the "New Retirement Law."

The date of the last actuarial valuation is September 30, 2021. Valuations are performed on an annual basis.

The principal actuarial assumptions used in determining retirement benefits liability for the Bank's retirement plan are shown below:

	September 30, 2021	December 31, 2020
Average working life	**13.0**	13.0
Discount rate	**5.0%**	3.9%
Future salary increases	**6.6%**	6.6%

The following table shows reconciliation from the opening balances to the closing balances for net retirement benefit liability and its components (in thousands).

	Defined Benefits Obligation		Fair Value of Plan Assets		Net Retirement Benefit Liability	
	September 30, 2021	December 31, 2020	**September 30, 2021**	December 31, 2020	**September 30, 2021**	December 31, 2020
Balance at January 1	**P1,329,366**	P1,137,202	**(P936,823)**	(P822,084)	**P392,543**	P315,118
Included in Profit or Loss						
Current service cost	**97,229**	108,067	**-**	-	**97,229**	108,067
Interest expense (income)	**38,884**	60,272	**(27,402)**	(43,570)	**11,482**	16,702
	136,113	168,339	**(27,402)**	(43,570)	**108,711**	124,769
Included in OCI						
Remeasurement loss (gain):						
Actuarial loss (gain) arising from:						
Financial assumptions	**(167,492)**	196,092	**-**	-	**(167,492)**	196,092
Experience adjustment	**34,377**	(87,254)	**-**	-	**34,377**	(87,254)
Return on plan assets excluding interest income	**-**	-	**6,307**	20,251	**6,307**	20,251
	(133,115)	108,838	**6,307**	20,251	**(126,808)**	129,089
Others						
Contributions paid by the employer	**-**	-	**(192,403)**	(176,433)	**(192,403)**	(176,433)
Benefits paid	**(81,485)**	(85,013)	**81,485**	85,013	**-**	-
	(81,485)	(85,013)	**(110,918)**	(91,420)	**(192,403)**	(176,433)
Balance at period/yearend	**P1,250,879**	P1,329,366	**(P1,068,836)**	(P936,823)	**P182,043**	P392,543

The movements of the remeasurement losses on retirement liability of the Bank follow:

	September 30, 2021	December 31, 2020
Balance at beginning of year	**P449,088,000**	P319,998,451
Remeasurement losses (gains) on:		
Defined benefits obligation	**(133,115,341)**	108,837,990
Plan assets	**6,307,413**	20,251,559
	(126,807,928)	129,089,549
Balance at period/yearend	**P322,280,072**	P449,088,000

The actual gain on plan assets amounted to P21.1 million and P23.3 million as at September 30, 2021 and December 31, 2020, respectively.

The Bank expects to contribute P173.9 million to its defined benefits retirement plan in 2022.

The major categories of the fair value of plan assets follow:

	September 30, 2021	December 31, 2020
Financial assets at FVOCI:		
Government and other debt securities	**P524,298,586**	P515,228,053
Quoted equity securities	**187,577,895**	211,844,705
Unquoted equity securities	**11,207,424**	10,986,031
Deposits with the bank	**234,317,604**	69,142,094
Loans receivables	**100,355,860**	122,556,146
Other receivables	**11,078,269**	7,065,856
Total Plan Assets	**P1,068,835,638**	P936,822,885

Sensitivity Analysis
Reasonably possible changes to one of the relevant actuarial assumptions, with all other assumptions constant, would have affected the net retirement liability of the Bank by the amounts shown below:

	September 30, 2021			
	Discount Rate		**Salary Increase Rate**	
	+1.00%	**-1.00%**	**+1.00%**	**-1.00%**
Present value of the defined benefit obligation	**P1,123,195,866**	**P1,401,800,270**	**P1,390,062,961**	**P1,130,273,934**
Fair value of plan assets	**1,068,835,638**	**1,068,835,638**	**1,068,835,638**	**1,068,835,638**
Net retirement liability	**P54,360,228**	**P332,964,632**	**P321,227,323**	**P61,438,296**

	December 31, 2020			
	Discount Rate		Salary Increase Rate	
	+1.00%	-1.00%	+1.00%	-1.00%
Present value of the defined benefit obligation	P1,184,591,907	P1,502,174,842	P1,486,931,398	P1,193,854,763
Fair value of plan assets	936,822,885	936,822,885	936,822,885	936,822,885
Net retirement liability	P247,769,022	P565,351,957	P550,108,513	P257,031,878

The maturity analyses of the undiscounted benefit payments are as follows:

	September 30, 2021	December 31, 2020
1 - 5 years	**P367,864,669**	P346,025,220
6 - 10 years	**831,847,990**	774,482,245
11 - 15 years	**1,163,395,819**	1,108,344,179
16 years and up	**4,389,193,493**	4,353,924,242

The defined benefit plans expose the Bank to actuarial risks, such as longevity risk, interest risk, and market (investment risk).

The overall investment policy and strategy of the retirement plan is based on the Bank's suitability assessment, as provided by its Trust Services Group, in compliance with BSP requirements.

The weighted average duration of the defined benefit obligations is 11 years and 12 years as at September 30, 2021 and December 31, 2020, respectively. The expected average remaining working lives as at September 30, 2021 and December 31, 2020 is 13 years.

<u>Compensation and Fringe Benefits</u>
The details of the following accounts follow:

	September 30, 2021	September 30, 2020
Salaries and allowances	**P735,982,067**	P733,137,520
Employee benefits	**216,725,247**	280,459,118
Bonuses	**278,490,000**	250,490,000
Retirement benefits	**108,711,369**	93,576,455
Overtime	**18,773,464**	14,726,815
	P1,358,682,147	P1,372,389,908

29. Lease Contracts

<u>Bank as Lessee</u>
The Bank leases the premises occupied by most of its branches. The lease contracts are for periods ranging from 1 to 15 years and are renewable upon mutual agreement between the Bank and the lessors. Various lease contracts include escalation clauses, most of which bear an annual rent increase ranging from 3.0% to 18.5%.

The Bank also leases IT equipment such as ATMs and photocopier machine with contract term of 1 year. These leases are short-term and/or leases of low value items. The Bank has elected not to recognize right-of-use assets and lease liabilities for these leases. Rent expenses related to these contracts are charged against current operations (included under "Rent and utilities" account in the statements of income).

Information about leases for which the Bank is a lessee is presented below:

Right-of-Use Assets
Right-of-use assets relate to leased branch and office premises. Details of right-of-use assets are presented within property and equipment (see Note 14).

Lease Liabilities
See Note 5 for maturity analysis of lease liabilities as at September 30, 2021 and December 31, 2020.

The table below shows the amounts recognized in the statement of income in 2021 and 2020 related to leases under PFRS 16 (amounts in millions).

	September 30, 2021	September 30, 2020
Interest on lease liabilities	**P27.2**	P32.8
Expenses relating to short-term leases	**43.6**	25.9
Expenses relating to lease of low-value assets, excluding short-term leases of low-value assets	**6.1**	9.0

Total cash outflow for leases recognized in 2021 and 2020 amounted to P168.0 million and P169.7 million, respectively. The amounts recognized in statements of cash flow are net of interest accretion.

<u>Bank as Lessor</u>
The Bank leases out its commercial properties for office space. The Bank has classified these leases as operating leases, because they do not transfer substantially all the risks and rewards incidental to the ownership of the assets.

Rental income recognized by the Bank on its commercial properties (shown under "Miscellaneous" in the statements of income) during the period ended September 30, 2021 and 2020 were P0.4 million and P0.6 million, respectively, and includes rental income on investment properties (Note 15). The Bank also recognized income from the use of safety deposit boxes amounting to P2.9 million and P2.7 million during the period ended September 30, 2021 and 2020, respectively (see Note 30).

As at September 30, 2021 and December 31, 2020, the Bank has no future rental receivables under non-cancellable operating lease.

30. Miscellaneous Income and Expenses

Miscellaneous Income
This account consists of:

	Note	**September 30, 2021**	September 30, 2020
Passed-on GRT		**P18,267,186**	P17,954,378
Dividend income	*10*	**5,709,161**	5,918,425
Rent income	*29*	**3,238,423**	3,311,853
Others		**8,166,977**	8,090,725
		P35,381,747	P35,275,381

Others include recovery from charged-off assets and excess chattel fees.

Miscellaneous Expense
This account consists of:

	Note	**September 30, 2021**	September 30, 2020
Fines and penalties		**P72,309,543**	P41,826,341
Communications		**58,052,414**	41,677,526
Messengerial services		**43,454,239**	40,642,893
Supervision and examination fee		**42,723,377**	41,172,543
Marketing		**36,735,930**	31,694,210
Forms and supplies		**28,228,790**	27,974,982
Transportation and travel		**12,557,852**	8,558,624
Membership dues		**12,348,192**	10,384,375
Litigation and acquired assets-related expenses	*16*	**6,571,628**	5,566,954
Others		**27,620,689**	49,715,238
		P340,602,654	P299,213,686

Others include management fee on deposits, charges on correspondent banks and postage.

31. Income and Other Taxes

Income and other taxes are comprised of RBU and FCDU taxes which are discussed as follows:

Regular Banking Unit
Under Philippine tax laws, the Bank is subject to percentage and other taxes (presented under "Taxes and licenses" account in the statements of income) as well as income taxes. Percentage and other taxes paid consist principally of gross receipts tax (GRT) and documentary stamp taxes.

Income tax expense include corporate income tax, as discussed below, and final taxes paid at the rate of 20.0%, which is a final withholding tax on gross interest income from government securities and other deposit substitutes.

On March 26, 2021, R.A. No. 11534, *Corporate Recovery and Tax Incentives for Enterprises Act* (CREATE Law), was signed into law and took effect on April 11, 2021. The following are certain provisions of the National Internal Revenue Code of 1997 that were amended and relevant to the Bank:

- Regular corporate income tax rate is decreased from 30% to 25% starting July 1, 2020;

- Minimum corporate income tax rate is decreased from 2% to 1% starting July 1, 2020 until June 30, 2023;

- The allowable deduction for interest expense shall be reduced by 20% of interest income subjected to final tax, instead of the previous 33%; and

- The imposition of 10% tax on improperly accumulated retained earnings is repealed.

The MCIT and NOLCO may be applied against the Bank's income tax liability and taxable income, respectively, over a 3-year period from the year of incurrence.

In addition, Revenue Regulations (RR) No. 10-2002 provides for the ceiling on the amount of entertainment, amusement and representation (EAR) expense that can be claimed as a deduction against taxable income. Under the regulation, EAR expense allowed as a deductible expense for a service company like the Bank is limited to the actual EAR paid or incurred but not to exceed 1.0% of net revenue.

In 2011, the BIR issued RR 4-2011, *Proper allocation of costs and expenses amongst income earning of banks and other financial institutions for income tax reporting purposes*, which requires banks to allocate and claim as deduction only those costs and expenses attributable to RBU to arrive at the taxable income of the RBU subject to regular income tax. Any cost or expense related with or incurred for the operations FCDU are not allowed as deduction from the RBU's taxable income. In computing for the amount allowable as deduction from RBU operations, all costs and expenses should be allocated between the RBU and FCDU by specific identification and by allocation.

Foreign Currency Deposit Unit
RA No. 9294, the existing applicable tax regulation governing the taxation of FCDU provides, among others, the following:

- Offshore income or the income derived by FCDUs from foreign currency transactions with nonresidents, Offshore Banking Units (OBUs) in the Philippines, local commercial banks including branches of foreign banks that may be authorized by BSP to transact business with FCDUs and other depository banks under the foreign currency deposit system shall be exempt from all taxes, except net income from such transactions as may be specified by the Secretary of Finance, upon recommendation by the MB to be subject to the regular income tax payable by banks.

- Gross onshore income or interest income from foreign currency loans granted by FCDUs to residents through offshore units in the Philippines or other depository banks under the expanded system shall be subject to final tax at a rate of 10.0%; and

- Interest income derived by resident individual or corporation on deposits with FCDUs and OBUs are subject to 15.0% final tax.

Income tax expense consists of:

	September 30, 2021	September 30, 2020
Current:		
Final	**P283,735,000**	P225,531,024
RCIT	**44,646,658**	87,780,265
Tax benefit	**(43,042,728)**	-
Adjustment for CREATE	**(34,487,630)**	-
	250,851,300	313,311,289
Deferred	**86,109,618**	(75,358,457)
	P336,960,918	P237,952,832

The impact of CREATE Law on December 31, 2020, which included a reversal of RCIT and deferred tax assets amounting to P34.5 million and P160.3 million, respectively, was recognized by the Bank in the current period.

The amount of tax benefit relates to previously unrecognized MCIT of prior periods that is used to reduce current tax payable.

The amount of deferred tax income relates to the origination and reversal of temporary differences.

The reconciliation of the income tax expense computed at the statutory tax rate to the effective income tax shown in the statements of income follows:

	September 30, 2021	September 30, 2020
Income before income tax expense	**P962,686,254**	P733,248,424
Income tax at statutory rate	**P240,671,564**	P219,974,527
Additions to (reductions in) income taxes resulting from the tax effects of:		
Nondeductible expenses	**114,367,829**	322,409,846
FCDU income	**(18,092,914)**	(72,471,910)
Tax paid income	**(17,317,326)**	(102,652,410)
Changes in unrecognized deferred tax assets	**18,956,633**	95,507,592
Nontaxable income	**(186,713)**	(216,307,467)
Others	**(1,438,155)**	(8,507,346)
Effective income tax	**P336,960,918**	P237,952,832

The components of net deferred tax assets and deferred tax liabilities in the statements of financial position follow:

	Beginning Balance (December 31, 2020 Tax Effect)	**Amount (Charged) Credited to Profit or Loss**	**Amount Recognized in OCI**	**Ending Balance (September 30, 2021 Tax Effect)**
Deferred tax assets:				
Allowance for credit and impairment losses	**P1,052,927,615**	**(P175,487,935)**	**P -**	**P877,439,680**
Accumulated depreciation on foreclosed properties	**218,205,495**	**(28,440,164)**	**-**	**189,765,331**
Accrued employee benefits and other expenses	**139,098,172**	**8,530,016**	**-**	**147,628,188**
Unrealized loss on foreclosed properties	**91,694,600**	**(22,491,296)**	**-**	**69,203,304**
Minimum corporate income tax	**-**	**48,949,891**	**-**	**48,949,891**
Net lease liability	**19,497,250**	**(1,887,705)**	**-**	**17,609,545**
Accrued rent expense	**3,083,792**	**(686,438)**	**-**	**2,397,354**
	1,524,506,924	**(171,513,631)**	**-**	**1,352,993,293**
Deferred tax liabilities:				
Unrealized gain on foreclosed properties	**(458,952,068)**	**87,226,662**	**-**	**(371,725,406)**
Unrealized foreign exchange gain	**(48,340,734)**	**9,636,157**	**-**	**(38,704,577)**
Retirement benefits	**(16,963,513)**	**(18,095,735)**	**-**	**(35,059,248)**
Gain on investment properties sold under installments	**(34,883,273)**	**3,038,900**	**-**	**(31,844,373)**
Unrealized gain on financial assets at FVOCI	**(6,389,324)**	**-**	**6,389,324**	**-**
Unrealized gain on financial assets at FVPL	**(3,598,029)**	**3,598,029**	**-**	**-**
	(569,126,941)	**85,404,013**	**6,389,324**	**(477,333,604)**
Net Deferred Tax Assets (Liabilities)	**P955,379,983**	**(P86,109,618)**	**P6,389,324**	**P875,659,689**

	Beginning Balance (December 31, 2019 Tax Effect)	Amount (Charged) Credited to Profit or Loss	Amount Recognized in OCI	Ending Balance (December 31, 2020 Tax Effect)
Deferred tax assets:				
Allowance for credit and impairment losses	P1,052,927,615	P -	P -	P1,052,927,615
Accumulated depreciation on foreclosed properties	175,304,119	42,901,376	-	218,205,495
Accrued employee benefits and other expenses	100,210,650	38,887,522	-	139,098,172
Unrealized loss on foreclosed properties	87,296,490	4,398,110	-	91,694,600
Net lease liability	16,066,416	3,430,834	-	19,497,250
Accrued rent expense	1,441,827	1,641,965	-	3,083,792
	1,433,247,117	91,259,807	-	1,524,506,924
Deferred tax liabilities:				
Unrealized gain on foreclosed properties	(457,536,129)	(1,415,939)	-	(458,952,068)
Unrealized foreign exchange gain	(54,429,444)	6,088,710	-	(48,340,734)
Gain on investment properties sold under installments	(36,211,019)	1,327,746	-	(34,883,273)
Unrealized gain on financial assets at FVOCI	(3,305,159)	-	(3,084,165)	(6,389,324)
Unrealized gain on financial assets at FVPL	-	(3,598,029)	-	(3,598,029)
Retirement benefits	(1,464,089)	(15,499,424)	-	(16,963,513)
	(552,945,840)	(13,096,936)	(3,084,165)	(569,126,941)
Net Deferred Tax Assets (Liabilities)	P880,301,277	P78,162,871	(P3,084,165)	P955,379,983

Management believes that certain future deductible items may not be realized in the near foreseeable future as future taxable income may not be sufficient for the related tax benefits to be realized. Accordingly, the Bank did not set up deferred tax assets on the following temporary differences and carry forward benefits of MCIT:

	September 30, 2021		December 31, 2020	
	Deductible Temporary Differences	**Deferred Tax Asset**	Deductible Temporary Differences	Deferred Tax Assets
Allowance for credit and impairment losses	**P3,055,174,434**	**P763,793,609**	P3,027,818,815	P908,345,645
MCIT	**-**	**-**	91,992,619	91,992,619
Unrealized loss on financial assets at FVPL	**3,051,689**	**762,922**	-	-
Others	**188,242,240**	**47,060,560**	142,823,016	42,846,905
Deferred tax items not recognized in profit or loss	**3,246,468,363**	**811,617,091**	3,262,634,450	1,043,185,169
Remeasurement losses on retirement liability	**322,280,072**	**80,570,018**	449,088,000	134,726,400
Unrealized loss on financial assets at FVOCI	**4,226,787**	**1,056,697**	-	-
Deferred tax items not recognized in OCI	**326,506,859**	**81,626,715**	449,088,000	134,726,400
	P3,572,975,222	**P893,243,806**	P3,711,722,450	P1,177,911,569

Details of the Bank's RBU MCIT as at September 30, 2021 follow:

Inception Year	Amount	Used	Balance	Expiry Year
2018	P30,629,306	P30,629,306	P -	2021
2019	61,363,313	12,413,422	48,949,891	2022
	P91,992,619	P43,042,728	P48,949,891	

As at September 30, 2021, the Bank has no carryforward NOLCO.

32. Related Party Transactions

The Bank has various transactions with its related parties and with certain directors, officers, stockholders and related interests (DOSRI). These transactions usually arise from normal banking activities such as lending, borrowing, deposit arrangements and trading of securities, among others. Under existing policies of the Bank, transactions with related parties are made substantially on the same terms as with other individuals and businesses of comparable risks.

Under current banking regulations, total outstanding loans, other credit accommodations and guarantees to each of the Bank's DOSRI shall be limited to an amount equivalent to their respective unencumbered deposits and book value of their paid-in capital contribution in the Bank: *Provided, however,* that unsecured loans, other credit accommodations and guarantees to each of the Bank's DOSRI shall not exceed 30.0% of their respective total loans, other accommodations and guarantees. Loans, other credit accommodations, and guarantees granted by the Bank to its DOSRI for the purpose of project finance, shall be exempted from the 30.0% unsecured individual ceiling during the project gestation phase: *Provided*, That: the Bank shall ensure that standard prudential controls in project finance loans designed to safeguard creditors' interests are in place, which may include pledge of the borrower's shares, assignment of the borrower's assets, assignment of all revenues and cash waterfall accounts, and assignment of project documents.

Except with the prior approval of the Monetary Board, the total outstanding loans, other credit accommodations and guarantees to DOSRI shall not exceed 15% of the total loan portfolio of the bank or 100.0% of net worth whichever is lower: *Provided*, That in no case shall the total unsecured loans, other credit accommodations and guarantees to said DOSRI exceed 30.0% of the aggregate ceiling or the outstanding loans, other credit accommodations and guarantees, whichever is lower. For the purpose of determining compliance with the ceiling on unsecured loans, other credit accommodations and guarantees, banks shall be allowed to average their ceiling on unsecured loans, other credit accommodations and guarantees every week.

The total outstanding loans, other credit accommodations and guarantees to each of the bank's subsidiaries and affiliates shall not exceed 10.0% of the net worth of the lending bank: *Provided*, That the unsecured loans, other credit accommodations and guarantees to each of said subsidiaries and affiliates shall not exceed 5.0% of such net worth: *Provided*, further, That the total outstanding loans, other credit accommodations and guarantees to all subsidiaries and affiliates shall not exceed 20.0% of the net worth of the lending bank: *Provided*, finally, That these subsidiaries and affiliates are not related interest of any of the director, officer, and/or stockholder of the lending bank.

The following table shows information on related party loans (amounts in thousands):

	September 30, 2021		December 31, 2020	
	DOSRI Loans	**Related Party Loans (inclusive of DOSRI)**	DOSRI Loans	Related Party Loans (inclusive of DOSRI)
Total outstanding loans	**P -**	**P27,577,929**	P -	P21,783,009
Percent of DOSRI/Related Party loans to total loans	**0.00%**	**36.36%**	0.00%	29.80%
Percent of unsecured DOSRI/Related Party loans to total DOSRI/Related Party loans	**0.00%**	**41.34%**	0.00%	62.71%
Percent of past due DOSRI/Related Party loans to total DOSRI/Related Party loans	**0.00%**	**0.02%**	0.00%	0.04%
Percent of non-performing DOSRI/Related Party loans to total DOSRI/Related Party loans	**0.00%**	**0.10%**	0.00%	0.07%

The details of significant related party transactions of the Bank follow (amounts in thousands):

		Amount/Volume for Nine Months Ended		**Outstanding Balance**		
Category	***Note***	**September 30, 2021**	September 30, 2020	**September 30, 2021**	December 31, 2020	**Nature, Terms and Conditions**
Associate	*13*					
Investment in an associate		**P -**	P -	**P39,830**	P40,687	24.26% equity interests in BIC which is a stockholder of the Bank
Share in net loss of an associate		**875**	480	**-**	-	Share in net loss of BIC

Unless otherwise stated, RPTs disclosed are unsecured.

		Amount/Volume for Nine Months Ended		Outstanding Balance		
Category	***Note***	**September 30, 2021**	September 30, 2020	**September 30, 2021**	December 31, 2020	**Nature, Terms and Conditions**
Other Related Parties						
Financial assets at FVOCI:	*10*					
Equity securities		**P -**	P -	**P18,621**	P18,531	8.57% equity interest in BANGE
Private debt securities		**-**	-	**306,906**	314,964	Long-term bond with interest rate of 6.6% with maturity in 2022.
Investment securities at amortized cost	*11*	**-**	-	**562,004**	1,711,696	Long-term bonds with interest rates ranging from 4.0% to 8.1% with maturity years ranging from 2021 to 2025.
Maturities		**1,150,000**	332,380	**-**	-	Matured bond had interest rate of 5.5% in 2021 and 5.0% in 2020
Loans and receivables - net:	*12*					
Receivables from customers:		**-**	-	**27,286,470**	21,449,789	Term, housing, auto, salary and personal loans with interest rates ranging from 2.4% to 18.1% and with maturity of less than 1 year to 20 years; Collateral includes real estate mortgage, unregistered chattel mortgage, hold-out on deposit, assignment of contract and concession agreement, continuing surety agreement, mortgage trust indenture and pledge agreement on shares
Availments		**45,915,778**	45,201,579	**-**	-	
Settlements		**44,682,622**	45,179,021	**-**	-	
Sales contract receivables and accrued interest receivables:		**-**	-	**198,879**	130,863	Sales contract receivables with annual interest rate of 10.5% and with maturity in 2021; accrued interest receivables on loans, sales contract receivables and long-term bonds
Availments		**-**	-	**-**	-	
Settlements		**173**	845	**-**	-	
Interest income		**1,378,814**	1,081,448	**-**	-	Interest income on loans, sales contract receivables and long-term bonds
Deposit liabilities:	*18*	**-**	-	**57,664,079**	42,747,440	Consists of current, savings and time deposits which earn interest at the respective bank deposit rates
Deposits		**2,991,213,222**	2,270,538,824	**-**	-	
Withdrawals		**2,599,691,689**	1,860,040,233	**-**	-	
Accrued interest payable	*20*	**66,468**	124,670	**2,485**	2,377	Interest expense and accrued interest payable on deposits
Accrued other expenses and other liabilities	*21*	**108,257**	98,611	**1,477**	2,951	Accrued other expenses include professional fees, per diem of Directors and accruals for rent and utilities; On demand, unsecured and non-interest bearing; Other liabilities consists of accounts payable to Bank's officers; On demand, unsecured and non-interest bearing.
Fees and other income	*26, 30*	**69,195**	32,475	**-**	-	Loan and investment-related fees and commission income, gain from the cash sale transactions of foreclosed properties, dividend received from BANGE and passed-on GRT
Commitments and contingent liabilities	*32*	**-**	-	**9,509,378**	1,811,745	Bank guarantees in favor of related party and outstanding sight import letters of credit

Unless otherwise stated, RPTs disclosed are unsecured and balances are net of allowance.

As at September 30, 2021 and December 31, 2020, outstanding bills purchased of related parties with contra account in "Other liabilities" amounted to P174.3 million and P419.8 million, respectively (see Notes 11 and 21).

Other related parties are companies linked directly or indirectly to the Bank through one or more intermediaries or are members of the same group, is controlled by, is under the same significant influence, or is under common control with the Bank.

The related party transactions shall be settled in cash. As at September 30, 2021 and December 31, 2020, the allowance for credit losses on outstanding transactions with other related parties amounted to P295.2 million and P361.6 million, respectively. Reversal of credit losses recorded in 2021 and 2020 on such related party transactions totaled to P66.4 million and P15.5 million, respectively. Such outstanding transactions include private debt securities at FVOCI, investment securities at amortized cost, receivables from customers, sales contract receivables and accrued interest receivable under the "Loans and receivables - net" account in the statements of financial position and commitment and contingent liabilities.

<u>Transactions with Retirement Plan</u>
The Bank's retirement plan is managed and administered by the Bank's Trust Services Group which is covered by an IMA Agreement (agency relationship). The fair values of the plan assets are disclosed in Note 28.

Related information on assets/liabilities and income/expense of the funds are as follows:

	September 30, 2021	December 31, 2020
Financial assets at FVOCI:		
Government and other debt securities	**P524,298,586**	P515,228,053
Quoted equity securities	**187,577,895**	211,844,705
Unquoted equity securities	**11,207,424**	10,986,031
Loans and other receivables	**111,434,129**	129,622,002
Deposits with the Bank	**234,317,604**	71,106,690
Total Plan Assets	**P1,068,835,638**	P938,787,481
Due to Broker	**P11,515,513**	P1,728,636
Trust fee payable	**635,281**	201,974
Other liabilities	**63,884**	33,986
Total Plan Liabilities	**P12,214,678**	P1,964,596

Plan Income	**September 30, 2021**	September 30, 2020
Interest income	**P20,251,396**	P19,287,026
Trading and investment gains (loss)	**4,360,458**	(13,724,586)
Dividend income and others	**7,367,092**	6,402,940
	P31,978,946	P11,965,380
Plan Expense		
Trust fees	**P1,778,604**	P1,493,007
Other expenses	**743,423**	466,950
Provision for credit losses	**6,400,286**	72,740
	P8,922,313	P2,032,697

As at September 30, 2021 and December 31, 2020, the retirement plan assets of the Bank include 73,067 shares of the Bank classified under financial assets at FVOCI. The unrealized losses on the retirement plan's shares of the Bank amounted to P10.9 million and P11.1 million as at September 30, 2021 and December 31, 2020, respectively. Limitations and restrictions are covered by the IMA Agreement and anything outside the IMA Agreement must be explicitly authorized by the Board of Trustees (BOT).

Interest income on deposit with the Bank amounted to P188 and P129,977 as at September 30, 2021 and December 31, 2020, respectively. Investments are subject to the limitations of the agreement and all other actions pertaining to the fund are to be executed only upon explicit authority by the BOT of the fund.

The Bank's contribution to its defined benefits retirement plan amounted to P192.4 million and P176.4 million in 2021 and 2020, respectively. Benefits paid out of the Bank's plan assets amounted to P81.5 million and P85.0 million in 2021 and 2020, respectively (see Note 28).

Compensation of Key Management Personnel of the Bank

The remuneration of directors and other members of key management included in the "Compensation and fringe benefits" account in the statements of income follows:

	September 30, 2021	September 30, 2020
Short-term employee benefits	**P406,326,275**	P400,935,470
Post-employment benefits	**33,700,525**	28,072,937
	P440,026,800	P429,008,407

33. Acquisition of Selected Assets and Assumption of Certain Liabilities of TRB

A summary of the significant transactions related to the PSA entered into by the Bank with TRB on November 9, 2001 follows:

a. TRB sold and transferred, in favor of the Bank, identified recorded assets owned by TRB both real and personal, or in which TRB has title or interest, and which are included and deemed part of the assets listed and referred to in TRB's Consolidated Statement of Condition (CSOC) as at August 31, 2001. The said assets are inclusive of the banking goodwill of TRB, bank premises, licenses to operate its head office and branches, leasehold rights and patents used in connection with its business or products. In consideration of the sale of identified recorded assets, the Bank assumed identified recorded TRB liabilities including contingent liabilities as listed and referred to in its CSOC as at August 31, 2001. The liabilities assumed do not include the liability for the payment of compensation, retirement pay, separation benefits and any labor benefits whatsoever arising from, incidental to, or connected with employment in, or rendition of employee services to TRB, whether permanent, regular, temporary, casual or contractual and items in litigation, both actual and prospective, against TRB.

b. The Bank is allowed to avail of certain BSP incentives including but not limited to the following: (a) full waiver of the liquidated damages on the emergency loan of TRB and penalties related to reserve deficiencies and all other outstanding penalties at the time of acquisition may be paid over a period of 1 year, (b) relocation of branches shall be allowed within 1 year from the date of BSP approval of the PSA. Relocation shall be allowed in accordance with BSP Circular No. 293. The 90-day notice requirement on branch relocation has been waived, and (c) availment of rediscounting facility window subject to present BSP regulations.

c. The Bank paid the outstanding emergency advances owed by TRB to BSP originally amounting to P2.4 billion through dacion en pago with mandatory buy-back agreement of certain assets of the Bank and TRB at a price set at 80.0% of the appraised value of those assets (see discussions on Settlement of Liabilities of TRB).

d. The Bank arranged with PDIC a liquidity facility for the first year following the effectivity date in the amount not to exceed 10.0% of the assumed deposit liabilities of TRB to service unanticipated withdrawals by TRB depositors, subject to terms and conditions as may be imposed by PDIC.

Settlement of Liabilities of TRB

Part of the liabilities of TRB assumed by the Bank includes P2.4 billion emergency advances from BSP. As settlement for the emergency advances, a dacion en pago with mandatory buy-back agreement involving certain bank premises and ROPA (with a dacion price equivalent to 80.0% of the average appraised value of the dacion properties) was executed. The dacion en pago with mandatory buy-back agreement contained the following significant terms and conditions:

a. The Bank may repurchase the bank premises and ROPA within 10 years from the execution of the agreement.

b. The buy-back price for the ROPA is the dacion price plus, if applicable, real estate taxes paid by BSP. The buy-back price for the bank premises used in operations shall be the dacion price plus 6.0% simple interest per annum plus 50.0% of rental rates based on prevailing rates in the locality as mutually agreed by the parties with a 4.3% yearly increment.

c. Any gain on sale of the dacion properties within the 10-year holding period, in excess or over the buy-back price, net of any taxes paid related to the sale, shall be shared 70-30 between the Bank and BSP, respectively.

   As approved by BSP, properties of the Bank and TRB with net book value amounting to P2.3 billion fully settled the liabilities to BSP assumed by the Bank from TRB amounting to P2.4 billion at the time of dacion; the difference amounting to P102.0 million was credited to other deferred credits (ODC) account. Expenses incurred related to the dacion of properties were offset against ODC.

   The Bank fully settled its emergency loan with BSP in June 2012 through cash settlement and permanent transfer of dacioned properties.

FAA

The summary of significant transactions related to the FAA entered into by the Bank with the PDIC, for acting as a "White Knight" by agreeing to the terms and conditions of the PSA with TRB, follows:

a. The PDIC granted the Bank a loan amounting to P1.8 billion representing the amount of insured deposits of TRB as at June 30, 2001, which should have been paid by PDIC under a closure scenario. The proceeds of the loan were used to purchase a 20-year government securities with a coupon rate of 15.0% per annum to be pledged as collateral for the loan. Yield on the 20-year government securities (net of 20.0% withholding tax and the 3.0% interest to be paid on the loan from PDIC) shall be used to offset on a staggered basis, for prudential reporting purposes, against TRB's unbooked valuation reserves on NPAs with a total face value of P4.5 billion, which was approved by BSP to be booked as "Miscellaneous assets".

   On November 29, 2013, the Bank fully settled its loan from PDIC amounting to P1.8 billion.

b. The Bank infused additional fresh capital amounting to P200.0 million in 2001 and commits to infuse additional capital in the event a shortfall in order to comply with BSP's pertinent regulations on minimum capital requirement.

c. The Bank agrees to comply with certain regulatory requirements, to provide information as required by the PDIC, to pursue realization of performance targets based on the financial plan, to secure PDIC's written consent for the appointment of an external auditor, and to entitle PDIC to appoint a consultant.

d. The Bank shall not, among others, without the prior written consent of PDIC, grant new DOSRI loans, make any single major or significant total capital expenditures within 5 years as defined in the FAA, establish new banking offices or branches, dispose all or substantial portion of its assets except in the ordinary course of business, declare or pay cash dividends, effect any profit sharing or distribution of bonuses to directors and officers of the Bank not in accordance with the financial plan and other transactions or activities not in accordance with the financial plan.

On September 22, 2009, the Bank and PDIC signed a Supplemental Agreement to the 2002 FAA with the following additional terms:

a. To the extent and in the context relevant to the terms of the FAA, PDIC hereby agrees to a limited adjustment of TRB's unbooked valuation reserves/deferred charges/accumulated operating losses, so as to include operating losses accumulated from the period October 2001 to July 2002 in the amount of P596.0 million which shall bring TRB's total unbooked valuation reserves, deferred charges and accumulated operating losses to P4.5 billion;

b. Extension of the FAA for such limited period as shall exactly be sufficient to fully set off on staggered basis the MA-TRB against the net yield of the new series 20-year government securities to be purchased to replace the maturing government securities in March 2022 and likewise to be pledged to PDIC; and

c. Income resulting from the difference between the dacion price and book value of the assets as collateral to BSP, if any, as well as future collections derived by the Bank from NPLs covered by the unbooked valuation reserves shall be deducted from the above amount of P4.5 billion. Such set-off shall be formally and officially reported by BSP to PDIC.

The foregoing Supplemental Agreement did not constitute a significant modification of the terms of the PDIC's below-market loan to the Bank. Had the modification been significant, it would have resulted to the derecognition of the old liability and the recognition of the new liability at its fair value.

In addition, as part of the PSA, there were transactions allowed and approved by BSP, which required different treatment under PFRSs. These transactions and their effects are described below:

Assumption of NPAs of TRB
In addition to the provisions of FAA and subsequent to the approval by BSP and PDIC to recognize NPAs of P144.2 million as miscellaneous assets, the Bank negotiated with BSP and PDIC to include as miscellaneous assets the additional operating losses of TRB amounting to P595.6 million incurred during the transition period of the Bank's assumption of TRB's assets and liabilities.

As at December 31, 2002, a portion of the additional operating losses of TRB amounting to P227.2 million was approved by BSP and PDIC to be included as additional miscellaneous assets. On April 28, 2003, BSP approved the deferral of operating losses amounting to P596.4 million (instead of P595.6 million which was previously negotiated by the Bank and P227.2 million which was previously approved by BSP) thereby increasing the TRB-related bookings to miscellaneous assets to P4.4 billion (see Note 16). NPL included under miscellaneous assets comprised TRB's loans amounting to P3.1 billion as at August 31, 2001 which is excluded in the determination of financial ratios, provisioning and computation of CAR based on the agreed term sheet. Also, BSP considered these miscellaneous assets as non-risk assets and are not subject to classification.

Pursuant to the requirements of PFRS, the impairment losses on the NPAs amounting to P4.4 billion as at September 30, 2021 and December 31, 2020 were charged in full in the period incurred (see Note 16).

For its separate prudential reporting to BSP, the Bank continues to recognize the P4.4 billion impairment losses on a staggered basis as provided under MB No. 1950 (see Note 16).

34. Notes to Statements of Cash Flows

The following is a summary of noncash activities of the Bank:

	September 30, 2021	September 30, 2020
Noncash investing activities:		
Additions to investment properties and other properties acquired in settlement of loans	**P57,345,350**	P33,714,249
Increase in sales contract receivables from sale of investment properties	**74,444,181**	40,495,000

The following table shows the reconciliation analysis of liabilities arising from financing liabilities:

	September 30, 2021	December 31, 2020
Beginning balance	**P682,015,739**	P646,104,589
Additions to lease liabilities	**44,853,267**	220,703,671
Interest accretion	**27,204,622**	42,921,243
Cash flows during the year:		
Proceeds	**4,810,000,000**	1,984,184,000
Settlements	**(4,978,020,318)**	(2,204,998,022)
	(168,020,318)	(220,814,022)
Other adjustments	**-**	(6,899,742)
Ending balance	**P586,053,310**	P682,015,739

Other adjustments pertain to reductions to lease liabilities due to rent concessions and pre-termination of lease contracts.

As allowed by PAS 7, short-term borrowings from local banks amounting to P4.8 billion and P2.0 billion in 2021 and 2020, respectively, are presented in statements of cash flows on a net basis.

35. Financial Performance Indicators

Basic earnings per share amounts were computed as follows:

	September 30, 2021	September 30, 2020
a. Net income to equity holders of the Bank*	**P602,808,669**	P495,295,592
b. Weighted average number of outstanding common shares	**112,241,112**	112,241,112
c. Basic earnings per share (a/b)	**P5.37**	P4.41

* *Net income to equity holders of the Bank is reduced by potential dividends on preferred shares as these were not assumed to be converted.*

Diluted earnings per share attributable to equity holders of the Bank were computed as follows:

	September 30, 2021	September 30, 2020
a. Net income to equity holders of the Bank	**P625,725,336**	P495,295,592
b. Weighted average number of outstanding common shares and dilutive preferred shares		
Outstanding common shares	**112,241,112**	112,241,112
Potential common shares from assumed conversion of preferred shares	**9,259,259**	-
c. Total weighted average common stock	**121,500,371**	112,241,112
d. Diluted earnings per share (a/c)	**P5.15**	P4.41

The following basic ratios measure the financial performance of the Bank:

	September 30, 2021	September 30, 2020
Return on average equity	**4.22%**	4.04%
Return on average assets	**0.46%**	0.44%
Net interest margin on average earning assets	**3.35%**	3.87%

36. Events after the Reporting Date

On October 4, 2021 and November 2, 2021, the amendment on the Bank's Articles of Incorporation for the change in par value from P100.0 to P10.0 was approved by the BSP and SEC, respectively.

On October 14, 2021, the SEC approved the equity restructuring to wipe-out the deficit as at December 31, 2020 amounting to P51,156,715 against the Paid-in surplus of P5.6 billion subject to the conditions that the remaining Paid-in surplus cannot be applied for future losses that may be incurred by the Bank without prior approval of the SEC.

On October 28, 2021 and November 9, 2021, the BOD and the Stockholders, respectively, approved the primary public offer and sale of up to 280,700,000 common shares from unissued capital stock. The timing of the actual sale will depend on receiving the approvals of the applicable regulatory bodies.

On the same date, the BOD and the Stockholders also approved amendments to the Articles of Incorporation to align sections around the sale, assignment, and disposal of shares with the lock up requirements of the Philippine Stock Exchange. The By-laws were also amended to update sections on stockholders, the Board of Directors, certificates of stock, and the transfer of shares of stock. The said amendments will be submitted to BSP and SEC for their approval.

37. Supplementary Information Required under BSP Circular No. 1074

The following supplementary information is required by Appendix 55 - Disclosure Requirements to the Audited Financial Statements to Section 174 of the MORB of the BSP, issued through BSP Circular No. 1074.

(a) Commitments and Contingencies

In the normal course of operations, the Bank makes various commitments, such as guarantees, commitments to extend credit, etc., which are not reflected in the accompanying financial statements. The Bank does not anticipate any material losses as a result of these transactions.

The following is a summary of the Bank's commitments and contingencies at their peso equivalent contractual amounts arising from off-books accounts:

	September 30, 2021	December 31, 2020
Contingent assets:		
Future/spot exchange bought	**P1,703,567,418**	P168,080,500
Fixed income securities purchased	**54,993,266**	248,291
Outward bills for collection	**-**	3,286,476
	P1,758,560,684	P171,615,267

	September 30, 2021	December 31, 2020
Commitments and contingent liabilities:		
Trust department accounts	**P53,426,185,630**	P39,422,371,051
Unused letters of credit	**7,351,709,666**	800,505,453
Committed credit line	**6,228,655,056**	3,577,500,000
Credit card lines	**3,475,876,066**	3,708,362,146
Outstanding guarantees	**2,304,518,761**	1,165,637,379
Future/spot exchange sold	**2,086,070,891**	528,253,000
Late deposits/payments received	**29,717,373**	171,532,610
Fixed income securities sold	**10,475,389**	496,582
Items held for safekeeping/securities held as collateral	**41,650**	54,088
	P74,913,250,482	P49,374,712,309

The Bank has several loan-related suits, claims and regulatory examinations that remain unsettled or ongoing. It is not practicable to estimate the potential financial impact of these contingencies. However, in the opinion of management, in consultation with its legal counsels, the suits and claims, if decided adversely, will not involve sums having a material effect on the Bank's financial statements.

Other Commitments

The assets pledged by the Bank are strictly for the purpose of providing collateral for the counterparty. To the extent that the counterparty is permitted to sell and/or re-pledge the assets, such assets are classified in the statements of financial position as pledged collateral. The pledged assets will be returned to the Bank when the underlying transaction is terminated but, in the event of the Bank's default, the counterparty is entitled to apply the collateral in order to settle the liability.

No asset has been pledged by the Bank to secure outstanding liabilities as at September 30, 2021 and December 31, 2020.

(b) Trust Assets

Securities and other properties (other than deposits) held by the Bank in fiduciary or agency capacities for its customers are not included in the accompanying statements of financial position since these are not assets of the Bank. Total assets held by the Bank's Trust Services Group amounted to P53.4 billion (unaudited) and P39.4 billion (audited) as at September 30, 2021 and December 31, 2020, respectively.

In compliance with the requirements of current banking regulations relative to the Bank's trust functions, government securities with face value of P554.0 million and P504.0 million as at September 30, 2021 and December 31, 2020, respectively, which have been included under "Investment securities at amortized cost" (see Note 11), are deposited with BSP.

Other relevant disclosures required by BSP Circular No. 1074 are in Notes 12, 23, 32 and 35.

C O V E R   S H E E T

For

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

						2	4	2	2	1

COMPANY NAME

B A N K   O F   C O M M E R C E

PRINCIPAL OFFICE(No. / Street / Barangay / City / Town / Province)

S a n   M i g u e l   P r o p e r t i e s   C e n t r e
N o .   7   S t .   F r a n c i s   S t r e e t
M a n d a l u y o n g   C i t y

Form Type	Department requiring the report	Secondary License Type, If Applicable
A A F S		

COMPANY INFORMATION

Company's email Address	Company's Telephone Number/s	Mobile Number
N/A	8982-6000	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
145	Any day in April	December 31

CONTACT PERSON INFORMATION

The designated contact person *MUST* be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Antonio S. Laquindanum	ASLaquindanum@bankcom.com.ph	8982-6000	N/A

CONTACT PERSON's ADDRESS

12th Floor, San Miguel Properties Centre, No. 7 St. Francis St., Mandaluyong City

Note 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209

Telephone	+63 (2) 8885 7000
Fax	+63 (2) 8894 1985
Internet	www.home.kpmg/ph
Email	ph-inquiry@kpmg.com

REPORT OF INDEPENDENT AUDITORS
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and the Stockholders
Bank of Commerce
San Miguel Properties Centre
No. 7, St. Francis Street
Mandaluyong City

We have audited, in accordance with Philippine Standards on Auditing, the accompanying interim financial statements of Bank of Commerce (the "Bank") as at September 30, 2021 and December 31, 2020 and for the nine months ended September 30, 2021 and 2020, and have issued our report thereon dated November 23, 2021.

Our audits were made for the purpose of forming an opinion on the basic financial statements of the Bank taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Bank's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the interim financial statements as at September 30, 2021 and December 31, 2020 and for the nine months ended September 30, 2021 and 2020, and no material exceptions were noted.

R.G. MANABAT & CO.

SHEILA RICCA G. DIOSO
Partner
CPA License No. 0115382
BSP Accreditation No. 115382-BSP, Group A, valid for five (5) years
  covering the audit of 2019 to 2023 financial statements
SEC Accreditation No. 115382-SEC, Group A, valid for five (5) years
  covering the audit of 2019 to 2023 financial statements
Tax Identification No. 229-233-163
BIR Accreditation No. 08-001987-047-2019
  Issued December 26, 2019; valid until December 25, 2022
PTR No. MKT 8533900
  Issued January 4, 2021 at Makati City

November 23, 2021
Makati City, Metro Manila

R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209
Telephone +63 (2) 8885 7000
Fax +63 (2) 8894 1985
Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY SUPPLEMENTARY INFORMATION FOR FILING
WITH THE SECURITIES AND EXCHANGE COMMISSION

The Board of Directors and the Stockholders
Bank of Commerce
San Miguel Properties Centre
No. 7, St. Francis Street
Mandaluyong City

We have audited, in accordance with Philippine Standards on Auditing, the accompanying interim financial statements of Bank of Commerce (the "Bank") as at September 30, 2021 and December 31, 2020 and for the nine months ended September 30, 2021 and 2020, and have issued our report thereon dated November 23, 2021.

Our audit was made for the purpose of forming an opinion on the basic financial statements of the Bank taken as a whole. The supplementary information included in the following accompanying additional components is the responsibility of the Bank's management. Such additional components include:

- Reconciliation of Retained Earnings Available for Dividend Declaration
- Relationship Map
- Supplementary Schedules of Annex 68-J

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until November 21, 2023
SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024 financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)
IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024 financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)
BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024 financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)

This supplementary information is presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and is not a required part of the basic financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

R.G. MANABAT & CO.

SHEILA RICCA G. DIOSO
Partner
CPA License No. 0115382
BSP Accreditation No. 115382-BSP, Group A, valid for five (5) years
  covering the audit of 2019 to 2023 financial statements
SEC Accreditation No. 115382-SEC, Group A, valid for five (5) years
  covering the audit of 2019 to 2023 financial statements
Tax Identification No. 229-233-163
BIR Accreditation No. 08-001987-047-2019
  Issued December 26, 2019; valid until December 25, 2022
PTR No. MKT 8533900
  Issued January 4, 2021 at Makati City

November 23, 2021
Makati City, Metro Manila

BANK OF COMMERCE

SUPPLEMENTARY SCHEDULES REQUIRED BY SRC RULE 68
SEPTEMBER 30, 2021

Philippine Securities and Exchange Commission (SEC) issued the Revised Securities Regulation Code Rule (SRC) 68. It prescribed the additional information and schedule requirements for issuers of securities to the public.

Below are the additional information and schedules required by the Revised SRC Rule 68. These are presented for purposes of filing with the SEC and is not required part of the basic financial statements.

PART I

Schedule A:	Schedule of Financial Soundness Indicators
Schedule B:	Reconciliation of Retained Earnings Available for Dividend Declaration
Schedule C:	Relationship Map

PART II (Schedules Required by Annex 68-J of the Revised SRC Rule 68)

Schedule A:	Financial Assets
Schedule B:	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
Schedule C:	Amounts Receivable from Related Parties which are eliminated during the consolidation of financial statements
Schedule D:	Long-Term Debt
Schedule E:	Indebtedness to Related Parties (Long-Term Loans from Related Companies)
Schedule F:	Guarantees of Securities of Other Issuers
Schedule G:	Capital Stock

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
BANK OF COMMERCE

AS OF SEPTEMBER 30, 2021 AND DECEMBER 31, 2020

RATIO	FORMULA	RATIO 2021	RATIO 2020
Current Ratio	Total current assets / Total current liabilities	0.64	0.77
Acid Test Ratio	Total current financial assets / Total current liabilities	0.63	0.76
Solvency Ratio	Net income before non-cash expenses / Total liabilities	0.01	0.02
Debt to Equity Ratio	Total liabilities / Total equity	7.56	9.19
Asset to Equity Ratio	Total assets / Total equity	8.56	10.19
Interest Rate Coverage Ratio	Net Income before interest and taxes / Interest expense	2.86	1.89
Return on Equity	Net income / Average total equity	4.22%	4.77%
Return on Asset	Net income / Average total assets	0.46%	0.50%
Net Profit Margin	Net income / Total revenues	13.45%	11.41%
OTHER RATIOS			
Net Interest Margin	Net interest income / Average interest-earning assets	3.35%	3.87%
Cost to Income Ratio	Total operating expense / Total revenues	0.79	0.71
Debt to Assets Ratio	Total liabilities / Total assets	0.88	0.90
Loans to Deposit Ratio	Total gross loans* / Total deposits	0.59	0.64
Non-performing Loans Cover	Allowance for credit losses on loans / Non-performing loans	106.70%	114.24%
Non-performing Loans Ratio**	Non-performing loans / Total gross loans	3.02%	3.03%
Net Non-performing Loans Ratio**	Net non-performing loans / Total gross loans	0.89%	0.89%
Capital Adequacy Ratio	Total qualifying capital / Total risk-weighted assets	20.86%	16.60%

**Gross loans include receivables from customers (loans), interbank loans receivable and securities purchased under resale agreements.*

***Computed based on BSP Circular 941*

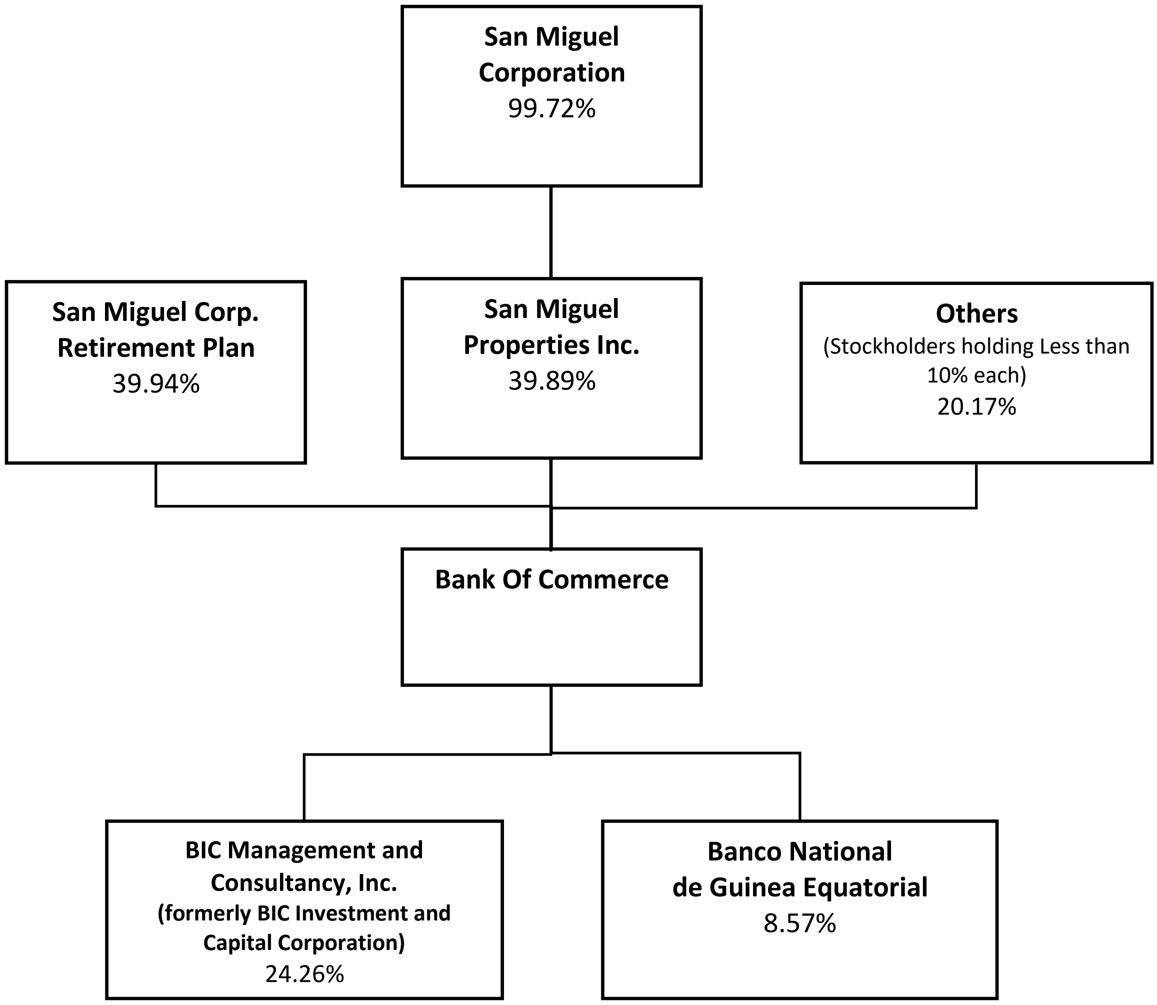
BANK OF COMMERCE

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION SEPTEMBER 30, 2021

Unappropriated deficit, beginning	**(P51,156,715)**
Adjustments:	
Deferred tax assets recognized	**(1,524,506,924)**
Fair value adjustments on foreclosed properties	**(1,224,191,559)**
Unrealized gain on fair value through profit or loss	**(69,731,751)**
Unrealized foreign exchange gain	**(161,135,781)**
Unappropriated deficit, as adjusted to available for dividend declaration, beginning	**(3,030,722,730)**
Net income during the year closed to retained earnings	**625,725,336**
Add/Less: Non-actual/unrealized income (expenses)	
Movement on deferred tax asset	**171,513,631**
Unrealized foreign exchange gain	**6,317,472**
Income tax benefit	**(43,042,728)**
Fair value adjustments on foreclosed properties	**14,103,151**
Unrealized loss on fair value through profit or loss	**12,926,420**
Add: Net income actually earned/realized during the period	**787,543,282**
Less: Appropriation to surplus reserves	**69,724,089**
Unappropriated deficit available for dividends, end	**(P2,312,903,537)**

BANK OF COMMERCE

RELATIONSHIP MAP
SEPTEMBER 30, 2021



BANK OF COMMERCE

SCHEDULE A – FINANCIAL ASSETS
SEPTEMBER 30, 2021

Name and Designation of Debtor	Balance at Beginning of Year	Additions	Amounts Collected	Amounts Written Off	Current	Not Current	Ending Balance
NONE TO REPORT							
Greater of aggregate cost or market value of FVPL is less than 5% of current assets.							

BANK OF COMMERCE

SCHEDULE B – AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
SEPTEMBER 30, 2021

Name and Designation of Debtor	Balance at Beginning of Year	Additions	Amounts Collected	Amounts Written Off	Current	Not Current	Ending Balance
NONE TO REPORT							
Indebtedness arise in the ordinary course of business.							

BANK OF COMMERCE

SCHEDULE C – AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS
September 30, 2021

Name and Designation of Debtor	Balance at Beginning Period	Additions	Amounts Collected	Amounts Written Off	Current	Noncurrent	Balance at End of Period
NONE TO REPORT							
Financial statements are not for consolidation.							

BANK OF COMMERCE

SCHEDULE D – LONG-TERM DEBT
SEPTEMBER 30, 2021

Type of Issue and Type of Obligation	Amount Authorized by Indenture	Amount shown under caption "Current Portion of Long-Term Debt" in related balance sheet	Amount shown under caption "Long-Term Debt" in related balance sheet	Interest Rates	Amounts or Numbers of Periodic Installments	Maturity Dates
Long-term negotiable certificates of time deposit	P5,029,420,000	P -	P5,029,420,000	4.500%	Quarterly interest payment	September 17, 2025

BANK OF COMMERCE

SCHEDULE E – INDEBTEDNESS TO RELATED PARTIES (LONG TERM LOANS FROM RELATED COMPANIES)
September 30, 2021

Name of Related Parties	Balance at Beginning of Year	Balance at End of Year	Nature, Terms and Conditions
NONE TO REPORT			
No long term loans from related companies.			

BANK OF COMMERCE

SCHEDULE F – GUARANTEES OF SECURITIES OF OTHER ISSUERS
SEPTEMBER 30, 2021

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount of guaranteed and Outstanding	Amount owned by person of which statement is filed	Nature of Guarantee
		NONE TO REPORT		
		No securities were guaranteed.		

BANK OF COMMERCE

SCHEDULE G – CAPITAL STOCK
SEPTEMBER 30, 2021

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under the related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common shares	170,251,147	112,241,112	-	147,635	73,706	112,019,771
Preferred Shares	45,500,000	41,666,667	41,666,667	-	-	41,666,667

Required information is disclosed in Note 23:Capital Stock

ANNEX "C"

Bank of Commerce

Minutes of Special Meeting of Stockholders
Via Pro Version License Zoom Application Video Conferencing
Zoom Host at 24th Floor Board Room, San Miguel Properties Centre
No. 7 Saint Francis Street, Mandaluyong City
On **November 9, 2021**
At 2:00 P.M.

PRESENT (via Zoom):

SAN MIGUEL CORPORATION RETIREMENT PLAN
SAN MIGUEL PROPERTIES INC.
CARITAS HEALTH SHIELD, INC.
SMC EQUIVEST CORPORATION
Q-TECH ALLIANCE HOLDINGS, INC.
BANK OF COMMERCE TRUST SERVICES as TRUSTEE for BOC RETIREMENT PLAN

ALSO PRESENT:

Jose T. Pardo	Chairman	iPad Pro	Alabang
Francis C. Chua	Vice-Chairman	iPad Pro	San Juan City
Michelangelo R. Aguilar	Member	Lenovo	Mandaluyong
Aniano A. Desierto	Member	PC	Quezon City
Roberto C. Benares	Member	iPad	Makati City
Marito L. Platon	Member	iPad	Quezon City
Melinda S. Gonzales-Manto	Member	iPad	Parañaque
Benedicta Du-Baladad	Member	MacBook	Quezon City
Jose C. Nograles	Member	iPad	Makati City
Alexander R. Magno	Member	iPad	Quezon City
Carolina G. Diangco	Member	iPad	Pasig City
Fe B. Barin	Member	iPad	Quezon City
Mariano T. Katipunan, Jr.	Member	MacBook Air	Makati City
Rebecca Marie A. Ynares	Member	iPhone	Quezon City
Ricardo D. Fernandez	Member	iPad	Parañaque
Aurora T. Calderon	Adviser	PC	Pasig City
Ferdinand K. Constantino	Adviser	iPad	Mandaluyong
Cecile L. Ang	Adviser	iMac	Mandaluyong
Antonio M. Cailao	Adviser	Macbook Air	Makati City
Evita C. Caballa	Corporate Secretary	PC	Mandaluyong City

Felipe Martin F. Timbol	-	EVP & Head, Treasury Management Group
Manuel A. Castaneda, III	-	EVP & Head, Corporate Banking Group 1
Joel T. Carranto	-	SVP & Head, Branch Banking Group (BBG)
Gamalielh Ariel O. Benavides	-	SVP & Chief Trust Officer, Trust Services Division
Antonio S. Laquindanum	-	SVP & Chief Financial Officer/Finance & Controllership Group Head
Ma. Katrina A. Felix	-	SVP & Credit Card Group Head
Anna Marie A. Cruz	-	SVP & Division Head, PDMSCCD
Donald Benjamin G. Limcaco	-	SVP/Chief Technical Officer

Jay S. Velasco	-	FVP & Head, Operations Group
Reginald C. Nery	-	FVP & Chief Audit Executive & Head, Internal Audit Division (IAD)
Jose Mari M. Zerna	-	FVP & Head, Consumer Group
Ma. Leticia DG. Madridejos	-	FVP & Division Head, Corporate Banking I, CBG
Marie Kristin G. Mayo	-	FVP & Human Resources Management & Development Division Head
Louella P. Ira	-	FVP & Legal Services Division Head
Ma. Ana P. De la Paz	-	VP & Credit Group Head
Jeremy H. Reyes	-	VP & Chief Risk Officer, Risk Management Division
Rosanne D. Ignacio	-	AVP, Head, Marketing Services Department
Joel C. Longalong	-	OIC, Internal Audit Division; IT Audit Department Head
Francis Raymund P. Gonzales	-	Head, Consumer Protection Division
Ronaldo C. Rodriguez	-	Marketing and Communications Officer, Marketing Services Department
Shiela Dioso	-	KPMG Representative
Angelyn S. Lorenzo	-	SM/Executive Secretary to the President
Janz Hanna Ria N. Serrano	-	M/Assistant of the Corporate Secretary
Rhea T. Diomampo	-	AM/Corporate Secretary Officer

1. CALL TO ORDER

The Chairman, Mr. Jose T. Pardo, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Evita C. Caballa, recorded the minutes of the meeting.

2. NOTICE/QUORUM

Atty. Caballa certified that notices of the meeting were duly sent to all stockholders of record, and out of the total outstanding capital stock of 1,122,411,120 common shares as of October 31, 2021, there are 1,071,213,350 common stocks or 95.44% counted as present or represented by proxy. Therefore, there was a quorum.

The stockholders or their proxies joined the meeting through the devices and in respective locations stated herein and confirmed that they can hear and see each other clearly.

3. APPROVAL OF THE MINUTES

The Presiding Chairman proceeded to the first item on the agenda.

Mr. Francis Chua moved to approve the Minutes of the Special Meeting of Stockholders of Bank of Commerce (the "Bank") held on July 8, 2021. Mr. Marito L. Platon seconded the motion.

On motion duly made and seconded, the stockholders unanimously approved the following:

Resolution No. 21-09

"**RESOLVED, AS IT IS HEREBY RESOLVED,** to approve the Minutes of the Special Meeting of Stockholders of the Bank held on July 8, 2021."

4. APPROVAL OF THE INITIAL PUBLIC OFFERING OF THE COMMON SHARES OF THE BANK

The President, Mr. Michelangelo R. Aguilar presented to the stockholders for approval the proposed initial public offering of the Bank's common shares subject to the registration requirements of the Securities and Exchange Commission ("SEC"), the listing requirements of the Philippine Stock Exchange ("PSE"), and the Bangko Sentral ng Pilipinas ("BSP"), as applicable, under the following indicative terms and conditions:

a. registration of up to **1,403,200,000** common shares of the Bank with par value of Ten Pesos (P10.00) per share (which consist of all the outstanding common shares of the Bank and the Offer Shares (as hereinafter defined)), including the primary public offer and sale of up to **280,700,000** common shares from the unissued capital stock of the Bank ("**Firm Shares**"), and the secondary public offer and sale of up to **42,100,000** common shares by selling shareholder[s] pursuant to an overallotment option ("**Option Shares**") (collectively, the Firm Shares and Option Shares are the "**Offer Shares**");

b. delegate to management the approval of such other terms and conditions of the Offer Shares by way of compliance with the requirements of the SEC, the PSE and the BSP; and

c. subject to other terms and conditions that may be mutually agreed upon by the Bank, and the underwriter.

The President, informed the stockholders that the Board of Directors of the Bank unanimously approved the said Initial Public Offering in its regular meeting held on October 28, 2021.

Chairman Pardo asked if there were any question or clarification with regard to the proposal.

Mr. Francis C. Chua moved to approve the proposed Initial Public Offering of the common shares of the Bank, duly seconded by Mr. Marito L. Platon. Thus, the stockholders approved the following:

Resolution No. 21-010

"**RESOLVED, AS IT IS HEREBY RESOLVED,** to approve the proposed initial public offering of the Bank's common shares ("Offer") subject to the registration requirements of the Securities and Exchange Commission ("SEC"), the listing requirements of the Philippine Stock Exchange ("PSE"), and the Bangko Sentral ng Pilipinas ("BSP"), as applicable, (the Offer, the registration with the SEC, and the listing with the PSE, collectively the "Transaction"), under the following indicative terms and conditions:

a. registration of up to **1,403,200,000** common shares of the Bank with par value of Ten Pesos (P10.00) per share (which consist of all the outstanding common shares of the Bank and the Offer Shares (as hereinafter defined)), including the primary public offer and sale of up to **280,700,000** common shares from the unissued capital stock of the Bank ("**Firm Shares**"), and the secondary public offer and sale of up to **42,100,000** common shares by selling shareholder[s] pursuant to an overallotment option ("**Option Shares**") (collectively, the Firm Shares and Option Shares are the "**Offer Shares**");

b. delegate to management the approval of such other terms and conditions of the Offer Shares by way of compliance with the requirements of the SEC, the PSE and the BSP; and

c. subject to other terms and conditions that may be mutually agreed upon by the Bank, and the underwriter."

5. APPROVAL OF THE AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION OF THE BANK

The President sought the approval of the stockholders for the proposed amendment of the Amended Articles of Incorporation of the Bank to include provisions on lock-up requirements prescribed by the rules and regulations of the Philippines Stock Exchange.

The proposed amendment to the Amended Articles of Incorporation was approved by the Board of Directors in its regular meeting held last October 28, 2021 and included in the materials distributed to the stockholders for this meeting.

The amendment will be reflected in the Seventh Article of the Bank's Amended Articles of Incorporation.

Upon approval of the stockholders, the Bank will submit the amendment to the Amended Articles of Incorporation to the BSP to request for its certificate of authority to register the Bank's Amended Articles of Incorporation with the Securities and Exchange Commission.

After the presentation, Chairman Pardo asked if there were any question or clarification with regard to the proposal.

There being none, Mr. Marito L. Platon moved to approve the proposed amendment of Article Seventh of the Amended Articles of Incorporation of the Bank, duly seconded by Mr. Francis C. Chua. Thus, the stockholders approved the following:

Resolution No. 21-011

"**RESOLVED, AS IT IS HEREBY RESOLVED**, that the stockholders approve to amend Article Seventh of the Amended Articles of Incorporation of Bank of Commerce to include provisions on lock-up requirements prescribed by the rules and regulations of the Philippines Stock Exchange, to read as follows:

> ***SEVENTH** – x x x
>
> In connection with the initial public offering and listing of the Corporation's shares on the Philippine Stock Exchange, Inc. ("PSE"), the Corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the PSE as may be amended from time to time in accordance with the amendments to the rules of the PSE:
>
> (i) Except as allowed under the existing rules and regulations of the PSE, the Corporation shall cause its existing stockholders who own an equivalent of at least ten percent (10%) of the issued and outstanding shares of stock of the Corporation at the time of the listing of such shares to refrain from selling, assigning, or in any manner disposing of their shares for a period of one hundred eighty (180) days after listing of said shares;
>
> (ii) If there is any issuance or transfer of shares (i.e., private placement, asset for shares swap or a similar transaction) or of instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the offering period of the shares, and the transaction price is lower than that of the offer price in the initial public offering, all shares availed of shall be subject to a lock-up period of at least three hundred sixty five (365) days from full payment of the aforesaid shares.
>
> *(*As amended on 09 November 2021)"*

6. APPROVAL OF THE AMENDMENT OF THE AMENDED BY-LAWS OF THE BANK

Lastly, the President sought the approval of the stockholders for the proposed amendment of the Amended By-Laws of the Bank to include provisions required of listed companies under relevant laws, rules and regulations.

The proposed amendments to the Amended By-Laws of the Bank was approved by the Board of Directors in its regular meeting held last October 28, 2021 and included in the materials distributed to the stockholders for this meeting.

The amendment will be reflected in Sections 1, 3, 5 and 9 of Article II; Sections 1, 7, 8, 9, 10, 11, and 12 of Article III; Section 2 of Article VII; and Sections 1 and 3 of Article VIII of the Bank's Amended By-Laws.

Upon approval of the stockholders, the Bank will submit the amendments to the Amended By-Laws to the BSP to request for its certificate of authority to register the Bank's Amended By-Laws with the Securities and Exchange Commission.

After the presentation, Chairman Pardo asked if there were any question or clarification with regard to the proposal.

There being none, Mr. Francis C. Chua moved to approve the proposed amendment of Sections 1, 3, 5 and 9 of Article II; Sections 1, 7, 8, 9, 10, 11, and 12 of Article III; Section 2 of Article VII; and Sections 1 and 3 of Article VIII of the Amended By-Laws of the Bank, duly seconded by Mr. Marito L. Platon. Thus, the stockholders approved the following:

Resolution No. 21-012

"RESOLVED, AS IT IS HEREBY RESOLVED, that the stockholders approve to amend Sections 1, 3, 5 and 9 of Article II; Sections 1, 7, 8, 9, 10, 11, and 12 of Article III; Section 2 of Article VII; and Sections 1 and 3 of Article VIII of the Amended By-Laws of the Bank to include provisions required of listed companies under relevant laws, rules and regulations, to read as follows:

ARTICLE II
<u>STOCKHOLDERS</u>

*Section 1. Place of Business. – All meetings of the stockholders whether regular or special shall whenever practicable be held in the principal office of the Corporation. The Board of Directors may fix a different place of meeting within Metro-Manila upon prior notice to the stockholders. <u>Upon approval of and upon notice by the Board of Directors, meetings may be attended by the stockholders either in person or by remote communication through video or teleconference or such other means as may be permitted by applicable law or regulation</u>**.** (As amended on 22 September 1988) *(*As amended on 09 November 2021)*.

*Section 3. Special Meeting. – Special meetings of stockholders for any purpose or purposes may be called by the Chairman or on the request of a majority of the members of the Board of Directors or on written request of the registered owners of at least a majority of the outstanding capital stock<u>, or such number of stockholders of the Corporation in accordance with Section 49 of the Revised Corporation Code and applicable law and regulations</u>, but if the matter to be considered are those which, under existing laws only shares of stock entitled to vote may be voted, then a written request of the registered owners of at least a majority of the voting stock (or such number of stockholders of the Corporation in accordance with Section 49 of the Revised Corporation Code and applicable law and regulations) shall be sufficient. *(*As amended on 09 November 2021).*

*Section 5. Form of Notice. - Notice of meeting shall be in writing containing the matters to be considered thereat, shall be mailed, postage prepaid or delivered in person or sent by electronic transmission by the Corporate Secretary or his duly authorized representative or published in at least one (1) newspaper (or such number as may be required by law or regulation) of general circulation or sent by such other means as may be allowed by applicable regulation, at least twenty one (21) days before an annual meeting, and at least seven (7) days before a special meeting, or such other period as may be allowed by applicable regulation, to each stockholders entitled to vote thereat, at such address as may appear in the books of the Corporation. The Board of Directors shall fix the date when the books of the Corporation will be closed, to determine who may be entitled to vote at the annual meeting. If the Board of Directors fail to designate the date, it shall be understood to be at least twenty (20) days before the annual meeting, or seven (7) days before a special meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date, which shall be at least twenty (20) days prior to the date on which the particular action requiring the determination of stockholders is to be taken. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of the stockholders shall apply to any adjournment of meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. (As amended on 22 September 1988) *(*As amended on 09 November 2021)*.

*Section 9. Proxy. – Each stockholder entitled to vote at a meeting of the stockholders may vote by proxy. For this purpose, the proxy instrument must be presented to the Corporate Secretary for inspection and record prior to the opening of said meeting. All proxies must be in the hands of the Corporate Secretary at least five (5) days before the scheduled meeting. Such proxies filed with the Corporate Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Corporate Secretary, prior to the scheduled meeting or by their personal presence at the meeting.

(As amended on 22 September 1988) *(*As amended on 09 November 2021)*.

ARTICLE III
THE BOARD OF DIRECTORS

*Section 1. X X X

The qualification, disqualifications and requirements for a director shall be based on pertinent laws and regulations of Securities and Exchange Commission, Bangko Sentral ng Pilipinas and other appropriate government regulatory agencies. (As amended on 18 April 2006) *(*As amended on 09 November 2021)*.

X X X

For the proper implementation of this provision, all nominations for election of directors by the stockholders shall be submitted in writing to the Nomination, Compensation and Remuneration Committee on or before such date that the Board of Directors may fix. (As amended of 20 July 2004) *(*As amended on 09 November 2021)*.

*Section 7. Quorum. – A majority of the directors shall constitute a quorum to do business, and every decision of the majority of the directors, present whether physically or through remote communication, constituting a quorum shall be valid as an act of the entire Board. *(*As amended on 09 November 2021).*

*Section 8. Board Committees – The Board of Directors shall constitute an Executive Committee, a Trust and Investment Committee, a Nomination, Compensation and Remuneration Committee, an Audit Committee, a Board Risk Oversight Committee, a Related Party Transaction Committee, an Information Technology Steering Committee, a Corporate Governance Committee and such other Committees that the law and regulations may mandate. In addition, the Board of Directors may create other internal committees with the powers determined by the Board of Directors. All established committees shall be required to have Committee Charters stating in plain terms their respective purposes, membership, structures, operations, reporting processes, resources, and other relevant information, including the standards for evaluating the performance of the Committees. *(*As amended on 09 November 2021).*

*Section 9. Executive Committee. – The Board of Directors may create an Executive Committee, the compensation of which shall include not less than three members of the Board of Directors to be appointed by the Board of Directors. The Executive Committee, by a majority vote of all its members, is empowered to approve and/or implement all corporate acts within the competence of the Board of Directors except those acts expressly reserved by the Corporation Code to the Board of Directors. (As amended on 22 September 1988). *(*As amended on 09 November 2021).*

*Section 10. Trust and Other Fiduciary Business. – The Board of Directors shall be responsible for the proper administration and management of the trust and other fiduciary business of the Corporation and such business shall be carried out only through a trust department or division which shall be organizationally, operationally, administratively and functionally separate and distinct from other departments and/or businesses of the Corporation. The Board of Directors shall have the sole authority to approve the organizational plan or structure of such trust department or division including the appointment of the Senior Trust Officer and other subordinates officers thereof, who shall perform such duties and responsibilities required thereby, in accordance with the guidelines promulgated by the Central Bank of the Philippines. In regard to the investment management activities, the Corporation shall conduct the same only through its trust department or division and responsibilities of the Board of Directors, the Trust Committee and the Senior Trust Officer shall be construed to include the proper administration and management of such activities. *(*As amended on 09 November 2021).*

X X X

*Section 11. Trust Committee. – The Board of Directors shall appoint the members of the Trust Committee which shall be composed of five (5) members, three 93) of whom shall be directors appointed on a regular rotation basis and who are not operating officers of the Corporation, the other two (2) being the President of the Corporation and the Senior Trust Officer, all of whom, in addition to meeting the qualifications prescribed for directors or trust officers, as the case may be, shall possess the necessary technical expertise in such business; provided, however, that no member of the audit committee shall be concurrently designated as a member of the Trust Committee. The Trust Committee shall exercise such authority as is granted under Sub-Section 1106.4 of the regulations promulgated by the Central Bank of the Philippines. (As amended on 16 April 1991) *(*As amended on 09 November 2021).*

*Section 12. Duties and Responsibilities. – The Board of Directors, the Trust Committee, the Trust Department or division and the Senior Trust Officer shall perform their respective duties and responsibilities and conduct the trust and other fiduciary business of the Corporation in accordance with laws as well as regulations promulgated by the Central Bank of the Philippines. (As amended 16 April 1991) *(*As amended on 09 November 2021)*.

ARTICLE VII
CERTIFICATE OF STOCK

*Section 2. Form. – The Certificate of Stock shall be in such form and design as may be determined by the Board of Directors. Every Certificate shall be signed by the President and countersigned by the Corporate Secretary and sealed with the corporate seal and shall state on its surface the number, date of issue and the name of persons I whose favor it was issued; provided that, in case any stock certificate is countersigned by a duly appointed stock transfer agent, transfer clerk, or registrar, the signatures of the President and Corporate Secretary or Assistant Corporate Secretary, upon such certificate, may be facsimiles, which can be engraved or printed on the same. In connection with the listing of the Corporation's shares on the Philippine Stock Exchange, Inc. ("PSE"), unless subsequently certificated, all the issued and outstanding shares of the Corporation will be in scripless form through the electronic book-entry system of the Corporation's stock transfer agent and lodged with the depository agent as required by the PSE. Legal title to uncertificated shares will be shown in an electronic register of shareholders which shall be maintained by the stock transfer agent of the Corporation. (As amended 22 September 1988) *(*As amended on 09 November 2021)*.

ARTICLE VIII
TRANSFER OF SHARES OF STOCK

*Section 1. Mode of Transfer. – Share of stocks shall be transferred by delivery of the certificate endorsed by the power or his attorney-in-fact or other persons legally authorized to make the transfer or by written instructions to the Corporate Secretary in case of uncertificated shares, but no transfer shall be valid as against the Corporation until the transfer is recorded in the books of the Corporation. *(*As amended on 09 November 2021).*

Section 3. Stock Transfer Agent. - The Corporation shall engage the services of a duly licensed transfer agent to maintain a registry of the Corporation's issued and outstanding shares and monitor transfers of the Corporation's shares. *(*As amended on 09 November 2021)."*

7. OTHER MATTERS

Chairman Pardo then asked the Corporate Secretary Atty. Caballa if there are other matters to be discussed. Atty. Caballa declared that there are no other matters for discussion.

8. ADJOURNMENT

There being no other matter to be discussed, upon motion duly made and seconded, the meeting was adjourned at 2:30 P.M.

EVITA C. CABALLA
Corporate Secretary

Attested by:

JOSE T. PARDO
Chairman

FRANCIS C. CHUA
Vice Chairman

MICHELANGELO R. AGUILAR
Director, President & CEO

ROBERTO C. BENARES
Director

MARITO L. PLATON
Director

JOSE C. NOGRALES
Director

FE B. BARIN
Director

CAROLINA G. DIANGCO
Director

ANIANO A. DESIERTO
Director

BENEDICTA DU-BALADAD
Director

ALEXANDER R. MAGNO
Director

MELINDA S. GONZALES-MANTO
Director

MARIANO T. KATIPUNAN, JR.
Director

REBECCA MARIA A. YNARES
Director

RICARDO D. FERNANDEZ
Director