



29 May 2026

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-Air, Makati City

Attention: Atty. Rachel Esther J. Gumtang-Remalante
Director, Corporate Governance and Finance Department

PHILIPPINE STOCK EXCHANGE, INC.

6th Floor, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

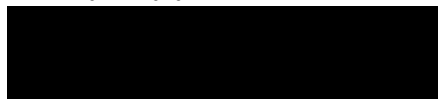
Attention: Atty. Johanne Daniel M. Negre
Head, Disclosure Department

We are pleased to furnish your good office with a copy of Chinabank's 2025 Integrated Annual Corporate Governance Report (I-ACGR) filed with the Securities and Exchange Commission (SEC).

For your information and guidance.

Thank you.

Very truly yours,



GERALD O. FLORENTINO
Corporate Information Officer



8745 Paseo de Roxas cor. Villar St., 1226 Makati City

COVER SHEET

SEC Registration Number

CHINA BANKING CORPORATION

(Company's Full Name)

CHINA BANK BLDG 8745 PASAO

DE ROXAS COR VILLAR ST MAKATI

(Business Address: No., Street City/ Town / Province)

ATTY. AILEEN PAULETTE S. DE JESUS

Contact Person

8885-5731

Company Telephone Number

05

Month

29

Day

IACGR

FORM TYPE

04

Month

16

Day

Annual Meeting

Secondary License Type, If Applicable

CFD

Dept. Requiring this Doc.

Amended Articles Number / Section

1,713

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purpose



SECURITIES AND EXCHANGE COMMISSION

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2025**
2. SEC Identification Number **443**
3. BIR Tax Identification No. **000-444-210-000**
4. Exact name of issuer as specified in its charter **China Banking Corporation**
5. **Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Chinabank Bldg., 8745 Paseo de Roxas
cor. Villar St., Makati City**
Address of principal office
8. **1226**
Postal Code
8. **(632) 8885-5555**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	<p>The Bank's Board is composed of directors with diverse educational background, professional experience and expertise. Our directors have a collective working knowledge in banking/operations, management, finance, internal controls, accounting, sustainability and resiliency, among others. Furthermore, each member is selected based on the "fit and proper" rule of the Bangko Sentral ng Pilipinas (BSP) which considers, among others, integrity, competence, independence, leadership, and experience. All Bank directors have been evaluated and confirmed by the Monetary Board of the BSP.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Board Diversity Policy https://www.chinabank.ph/board-policies • Corporate Governance Manual: Pages 44-51 (Qualifications and Disqualifications of Directors) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=53 • 2025 Integrated Report: Pages 85 (Nomination and Election; Nomination Process) and 86 (Board Diversity) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=87 	

<p>2. Board has an appropriate mix of competence and expertise.</p>	<p>COMPLIANT</p>	<p>To ensure diversity, promote dynamism and well-balanced membership, the Board has the required skills and a mix of expertise and experience to ensure the wide range of perspectives that each director would bring to the boardroom.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Board Skill Set Matrix and Measurable Objectives https://www.chinabank.ph/board-policies • 2025 Integrated Report: Page 86 (Board Diversity) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=88 	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	<p>COMPLIANT</p>	<p>The qualifications of the directors nominated to the Board are duly assessed/evaluated by the Corporate Governance and Nominations Committees.</p> <p>Before their election/re-election, all directors are required to certify that they possess all the qualifications and none of the disqualifications set forth by the BSP. In addition, they also evaluate their continuing qualification by accomplishing their annual self-assessments.</p> <p>Furthermore, independent directors execute an affidavit, as attached to the Bank's Information Statement.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors • Corporate Governance Manual: Pages 44-51 (Qualifications and Disqualifications of Directors), 57 	

		<p>(Performance Evaluation) and 70-71 (Performance Evaluation of the Board and Committees)</p> <p>https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026</p> <ul style="list-style-type: none"> • 2026 Definitive Information Statement (SEC 20-IS): Pages 36-39 (Exhibits A-D – Certification of Independent Directors) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=36 • 2025 Integrated Report: Page 88 (Performance Evaluation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=90 	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	<p>In 2025, the Bank’s Board is composed of 12 directors, 2 are executive directors and the rest are non-executive directors, including 4 independent directors.</p> <p>The two (2) Executive Directors were: Mr. Gilbert U. Dee – Vice Chairman of the Board Mr. Romeo D. Uyan Jr. – President and CEO</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Directors’ Profile https://www.chinabank.ph/chinabank-board-of-directors • 2025 Integrated Report: Page 106-112 (Board of Directors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=108 	
Recommendation 1.3			

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>COMPLIANT</p>	<p>At least annually, as part of the continuing education program for directors, a corporate governance training is conducted by a training provider duly accredited by the Securities and Exchange Commission. The Bank's Corporate Governance Manual serves as the Board Charter as well.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 109-111 (Training Process) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=118</p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>COMPLIANT</p>	<p>First-time Directors are required to undergo a structured orientation program, for at least 8 hours, while the annual continuing training shall be at least 4 hours by an SEC-accredited provider. The chosen training programs cover topics relevant in carrying out their duties and responsibilities as directors. They are also provided with an orientation kit containing, among others, their Duties and Responsibilities as a Director, Chinabank's Corporate Governance Manual, Code of Ethics for Directors, governance policies, and the charters of the committees where the elected director is a member of.</p> <p>The policy on directors' orientation program is provided in the Corporate Governance Manual.</p> <p>Links/References:</p> <ul style="list-style-type: none"> Corporate Governance Manual: Page 109 (Orientation Program) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=118 	

		<ul style="list-style-type: none"> • 2025 Integrated Report: Pages 86-87 (Induction and Continuing Education) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=88 <p>Moreover, the Bank’s Compliance Group endeavors to directly discuss relevant matters and assist the new directors in their inquiries and concerns.</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>COMPLIANT</p>	<p>Members of the Board and key officers of the Bank are required to undergo the annual continuing training as provided in the Bank’s Corporate Governance Manual.</p> <p>On September 3, 2025, the directors and key officers of the Bank attended the in-house advanced Corporate Governance training organized by the Corporate Governance Division, in coordination with other concerned units. The said training was duly approved by the Securities and Exchange Commission (SEC).</p> <p>The topics covered were:</p> <ul style="list-style-type: none"> • The AI Revolution That’s Rewriting the Banking’s Playbook • AI in Philippine Banking: Adoption, Governance, and the Road to Responsible Innovation • Investing in People: Empowering Human Capital in Banking’s AI Era • Corporate Governance Briefing: Climate Risks and its Systemic Cascade to Financial Risk and Opportunity <p>Directors also participate in various small-scale learning opportunities, trainings, webinars, etc., whenever available or applicable.</p> <p>Links/References:</p>	

		<ul style="list-style-type: none"> • Board Training https://www.chinabank.ph/board-training • Corporate Governance Manual: Pages 9 [Responsibilities of the Chairman of the Board, Item 1.6.1 (f)], 70 (Education Program) and 109-110 (Continuing Education Program for Directors and Key Officers) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026 • 2025 Integrated Report: Pages 86-87 (Induction and Continuing Education) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=88 	
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	<p>The policy underscores the importance of maintaining diversity in the Board to promote dynamism and balance, via : (i) an appropriate mix of competence & expertise; and (ii) considers educational background, business experience in banking or related industry, competence, knowledge, skills and to include ethnicity, culture, skills, etc., and to ensure that the Board remains well-equipped to provide sound governance.</p> <p>In 2025, the Board had 2 female independent members, whilst the rest of the directors are male.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Board Diversity Policy https://www.chinabank.ph/board-policies • Corporate Governance Manual: Page 3 (Diversity in the Composition of the Board) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=12 	

		<ul style="list-style-type: none"> 2025 Integrated Report: Page 86 (Board Diversity) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=88 	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	<p>The progress on measurable objectives for the implementation of the Board diversity is available in the Bank's website.</p> <p>Link/Reference:</p> <p>Board Measurable Objectives https://www.chinabank.ph/board-policies</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	The Bank's Corporate Secretary is, Atty. Leilani B. Elarmo. She is not the Chief Compliance Officer nor a director of the Bank.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	<p>Link/Reference:</p> <p>Corporate Secretary's Profile https://www.chinabank.ph/chinabank-board-of-directors</p>	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT		
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>The Corporate Secretary has attended the Bank's exclusive Annual Corporate Governance Training last 03 September 2025.</p> <p>Please refer to Annex 1 for a copy of her Certificate of Participation in the 2025 Advanced CG Training.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 86-87 (Induction and Continuing Education) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=88</p>	

Optional: Recommendation 1.5			
<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>	<p>COMPLIANT</p>	<p>As a general practice, the Corporate Secretary distributes the materials for Board meetings at least five (5) business days before the scheduled meeting.</p> <p>Please refer to Annex 2 for a sample e-mail with the attached agenda and materials sent to the directors.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Page 92 (Board and Committee Meetings) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=94</p> <p>Corporate Governance Manual: Page 54 (Board Materials) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=63</p>	
Recommendation 1.6			
<p>1. Board is assisted by a Compliance Officer.</p>	<p>COMPLIANT</p>	<p>The Bank’s Chief Compliance and Governance Officer (CCGO) is Atty. Aileen Paulette S. De Jesus and has a rank of First Vice President I. Even though her corporate rank is lower than a Senior Vice President, she has a direct reporting line to the Board through the Compliance and Corporate Governance Committees. Furthermore, she has the authority to review and evaluate business policies and initiatives with regulatory implications.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2026 Definitive Information Statement (SEC 20-IS): Page 15 (Atty. De Jesus’ Profile) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=15 	
<p>2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.</p>	<p>COMPLIANT</p>		

		<ul style="list-style-type: none"> 2025 Integrated Report: Pages 82-83 (Organizational Structure) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=84 	
3. Compliance Officer is not a member of the board.	COMPLIANT	<p>The Bank's CCGO, Atty. De Jesus, is not a member of the Board of Directors. Pursuant to BSP rules, the Compliance Group is an independent unit with the CCGO functionally reporting to the Compliance and Corporate Governance Committees of the Board, and administratively, to the President and CEO.</p> <p>Link/Reference:</p> <p>Members of the Board of Directors https://www.chinabank.ph/chinabank-board-of-directors</p>	
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>The Bank's CCGO is required to undergo continuous training program on Corporate Governance. Atty. De Jesus has attended the Bank's exclusive Annual Corporate Governance Training last 03 September 2025.</p> <p>Please refer to Annex 1 for a copy of her Certificate of Participation in the 2025 Advanced CG Training.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 86-87 (Induction and Continuing Education) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=88</p>	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>COMPLIANT</p>	<p>Bank Directors are required to act on a fully informed basis, in good faith and with due diligence for the best interest of the Bank. In order to provide them with relevant information, materials for the Board meetings are provided to them five (5) business days prior to the Board meeting. The corresponding minutes of the meetings are prepared after every session.</p> <p>The results of the meetings of the Board are posted on the Bank's website.</p> <p>Link/Reference:</p> <p>SEC Filings and Other Disclosures> Other Disclosures ("CBC Results of Board of Directors Meeting of <Date>") https://www.chinabank.ph/sec-filings-2025</p> <p>To remind the directors of their duty to act on a fully informed basis, with due diligence and in the interest of the company, they are required to accomplish an annual Self-Assessment to ensure faithful performance of such duty.</p>	
Recommendation 2.2			
<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>COMPLIANT</p>	<p>The Bank adopts a top-down approach where the Board conveys the shareholders' expectations to Senior Management which in turn formulates the Bank's objectives and strategies in the Bank's annual and 5-year business plan. The business plans and strategies are then presented to the Board for review and approval. On February 26, 2025, the Bank's 2025-2029 business plans were presented to the Executive Committee. After deliberating, the directors approved Management's projections and recommendations. The modified business plans containing updates from the Executive Committee and the Management were submitted to and approved by the Board on April 2, 2025.</p>	

		<p>Please refer to Annex 3 for the corresponding certification from the Corporate Secretary.</p> <p>This is consistent with the Bank's Corporate Governance Manual which provides that the Board is primarily responsible for approving and overseeing the implementation of the bank's strategic objectives, risk strategy, corporate governance and corporate values.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Bank's Mission, Vision and Values https://www.chinabank.ph/about-chinabank • Corporate Governance Manual: Page 17 (Primary Responsibilities of the Board, Item 2.2.2) https://www.chinabank.ph/library/revise-corporate-governance-manual-january-2026#page=26 	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>COMPLIANT</p>	<p>The Bank's mission, vision, corporate objectives and strategies (<i>collectively referred to as "objectives and strategies"</i>) are reviewed annually, while the Performance Report is presented to the Board by the Management on a quarterly basis, as evidenced by the corresponding minutes of the meeting.</p> <p>Please refer to Annex 4 for the corresponding certification from the Corporate Secretary.</p> <p>The Board's efforts in monitoring these objectives and strategies are reflected in the "Message from our Leaders" found in the Integrated Report. Also, the Published Balance Sheets serve as a tool in monitoring if the objectives / targets are met</p> <p>Links/References:</p>	

		<ul style="list-style-type: none"> • Bank's Mission, Vision and Values https://www.chinabank.ph/about-chinabank • 2025 Integrated Report: Pages 8-12 (Message from Our Leaders) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=10 • Published Balance Sheets https://www.chinabank.ph/published-balance-sheets 	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>COMPLIANT</p>	<p>VISION Drawing strength from our rich history, we will be the best, most admired, and innovative financial services institution, partnering with our customers, employees, and shareholders in wealth and value creation.</p> <p>MISSION We will be a leading provider of quality services consistently delivered to institutions, entrepreneurs, and individuals here and abroad, to meet their financial needs and exceed their rising expectations.</p> <p>We will be a primary catalyst in the creation of wealth for our customers, driven by a desire to help them succeed, through a highly engaged team of competent and empowered professionals, guided by in-depth knowledge of their needs and supported by leading-edge technology.</p> <p>We will maintain the highest ethical standards, sense of responsibility, and fairness with respect to our customers, employees, shareholders, and the communities we serve.</p> <p>CORE VALUES</p>	

	<p>1. Integrity <i>Trust is our true currency.</i> This reflects our firm adherence to moral values which extends to servicing clients.</p> <p>2. High Performance Standards <i>We proactively get things done with speed and direction.</i> These are established professional methods of doing business that go beyond the typical routinary functions and designated results.</p> <p>3. Commitment to Quality <i>For us, only the highest standards will do.</i> The Bank aims to achieve the highest degree of excellence in terms of internal and external client relationship building and also includes offering clients a level of expertise that helps them focus on being more effective in their jobs and making the business grow.</p> <p>4. Customer Service Focus <i>The customer is one of us.</i> Practices that are focused/concentrated on delighting the clients, whether internal or external.</p> <p>5. Concern for People <i>Success requires us to create and deliver as one.</i> It is having a high regard for people's needs and welfare, whether in and out of the office.</p> <p>6. Resourcefulness / Initiative <i>We are a bank of great ideas.</i> It is being capable of devising and initiating ways and means to achieve target goals and even beyond customer expectations.</p> <p>7. Efficiency</p>	
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		<p><i>We are open and responsive to ideas.</i> It is quality and speed rolled into one. It is being able to handle several tasks and delivering them promptly and accurately without neglecting the quality of results or output.</p> <p>The Bank's mission, vision and core values, as well as the information on the periodic review being performed, are posted on the website.</p> <p>Link/Reference:</p> <p>Bank's Mission, Vision and Values https://www.chinabank.ph/about-chinabank</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>COMPLIANT</p>	<p>As specified in the replies for Recommendation 2.2 (items 1 and 2), the Board is fully aware of the Bank's performance and business environment because of the periodic presentation and/or discussion with Management of the corresponding items. Also, as mentioned throughout the Corporate Governance Manual, the Board, sitting en banc or through the committees, regularly monitor the status of the implementation of strategies and plans.</p> <p>The Bank's strategy executions are well communicated to the Management to ensure effective performance that is aligned with the Bank's culture and overall objectives.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Integrated Report: Pages 8-12 (Message from Our Leaders), 13-15 (Our Operating Environment) and 16 (Our Objectives) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	

		<ul style="list-style-type: none"> Corporate Governance Manual https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>Mr. Hans T. Sy is the Chairman of the Bank's Board. He also serves in the Board of other companies listed in the Philippine Stock Exchange such as, SM Prime Holdings, SM Investments Corporation (as Advisor) and holds key positions in companies within the SM Group. He earned his Bachelor of Science in Mechanical Engineering from the De La Salle University. He participated in numerous trainings and seminars, the latest of which is the Bank's in-house Annual Corporate Governance Training accredited by the Securities and Exchange Commission (SEC) last 03 September 2025. His election/appointment to the Board was confirmed by the Monetary Board of the BSP.</p> <p>Links/References:</p> <ul style="list-style-type: none"> Mr. Hans Sy's Profile https://www.chinabank.ph/chinabank-board-of-directors 2025 Integrated Report: Page 106 (Hans T. Sy) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=108 Board Skill Set Matrix and Measurable Objectives https://www.chinabank.ph/board-policies 	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	The Corporate Governance Manual provides that the Board is responsible for overseeing the selection and performance of senior management and heads of control functions.	

		<p>Guided by the Bank’s Performance Management System and Succession Management Program, the Bank implements an individual career advancement, and conducts periodic review of the talent pipeline to identify gaps and manage the workforce requirement. As part of its succession planning efforts, potential successors for the above-mentioned critical positions are identified and developed, as appropriate.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 19-21 (Specific Duties and Responsibilities of the Board of Directors, Item 2.3.3) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=28 • By-Laws: Page 4 (Article IV, Section 3) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=8 • 2025 Integrated Report: Pages 89 (Retirement and Succession) and 95 (Senior Management Appointment and Succession) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>COMPLIANT</p>	<p>Our By-Laws provides for replacements in the event of vacancy in the Board. We also have a Retirement Policy for Directors that is guided by the principle that the Bank is able to strengthen the composition of the Board, and provide it with members who collectively possess the skills and experience to help the Bank achieve its strategic goals.</p> <p>To promote dynamism in the organization, as a matter of policy, a director shall remain in the Board of the Bank for</p>	

		<p>as long he/she remains / continues to be fit for the position of a director. The following must be considered to determine if a person is fit or proper to assume the position of a director: (i) integrity/probity, physical/mental fitness, relevant education, financial literacy and training; (ii) possession of competencies relevant to being a director, such as knowledge and experience, skills, diligence; and (iii) independence of mind and sufficiency of time to fully carry out responsibilities.</p> <p>There is a retirement policy in place that governs the retirement of all Bank employees including key officers.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Retirement Policy for Directors https://www.chinabank.ph/board-policies • 2025 Integrated Report: Pages 89 (Retirement and Succession) and 95 (Senior Management Appointment and Succession) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
Recommendation 2.5			
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>COMPLIANT</p>	<p>The Bank's remuneration policy provides for fair & competitive salary and benefits commensurate to a senior / key officer's position/rank, responsibilities and experience, in consideration of the Bank's economic situation. In determining senior / key officer compensation, the Bank benchmarks with comparable organizations (<i>similar size, organization structure, business risk, and management complexity</i>).</p> <p>Links/References:</p>	

		<ul style="list-style-type: none"> • 2025 Annual Report (SEC 17-A): Pages 95 (Remuneration Committee) and 255 (Remunerations of Directors and other Key Management Personnel) https://www.chinabank.ph/library/cbc-sec17a-report-pse • 2025 Integrated Report: Page 95-96 (Executive Compensation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=97 	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>COMPLIANT</p>	<p>Under the By-Laws, members of the Board are entitled to 4% of the Bank's net earnings. On the other hand, officers are entitled up to 10% of the net earnings, in such manner as the Board may determine.</p> <p>To attain the desired business results of the Bank, the Performance Management System Policy was institutionalized. The Bank's and Officers' performance are considered in determining the merit / promotion increases and performance bonus accorded to the officers.</p> <p>The Performance Management System Policy is uploaded to the Bank's SharePoint site.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • By-Laws: Page 10 (Article VIII, Section 1) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=14 • 2025 Annual Report (SEC 17-A): Page 255 (Remuneration of Directors and other Key Management Personnel) https://www.chinabank.ph/library/cbc-sec17a-report-pse#page=255 	

		<ul style="list-style-type: none"> 2025 Integrated Report: Pages 87 (Board Remuneration) and 95 (Executive Compensation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	<p>Directors of the Bank do not participate in the discussion or deliberation involving their remuneration.</p> <p>In accordance with the Bank's By-Laws, Chinbank Directors are entitled to per diem of up to P10,000 for attendance at each Board/Board Committee meeting and to 4% of the Bank's net earnings.</p> <p>Executive Directors are appointed under standard employment terms, which include provisions for basic salary and performance bonus, depending on their performance, banking experience, employment status, position, and rank in the Bank. Non-executive Directors, on the other hand, do not receive any performance-related compensation.</p> <p>Links/References:</p> <ul style="list-style-type: none"> By-Laws: Pages 7 (Article IV, Section 11) and 10 [Article VIII, Section 1 (a)] https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023 2025 Integrated Report: Page 87 (Board Remuneration) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=89 	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	COMPLIANT	The Board of Directors is responsible for the approval of the remuneration of the Bank's senior executives and other employees, through the Remuneration Committee.	

		<p>In accordance with its Charter, the said Committee oversees the remuneration of key executives, ensuring that compensation is consistent with the Bank's culture, strategy, and control environment.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Remuneration Committee Charter https://www.chinabank.ph/library/remuneration-committee-charter • Corporate Governance Manual: Page 76 (Remuneration Committee) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=85 	
<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>	<p>COMPLIANT</p>	<p>China Banking Corporation reserves the right to withhold any, and all, applicable company-initiated financial rewards / incentives of Officers in the event of reported non-compliance to the Bank's Code of Conduct, pending investigation.</p> <p>Withheld financial rewards / incentives may be forfeited entirely should concluded investigations require sanctions equivalent to such.</p> <p>Executive directors, as bank officers, receive performance compensation based on their rank, experience, and position under standard employment terms. Subject to investigation, the Bank may withhold, reduce, or claw back company-initiated incentives in cases of misconduct or Code of Ethics violations.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Board and Executive Remuneration https://www.chinabank.ph/governance-policies 	

		<ul style="list-style-type: none"> 2025 Integrated Report: Page 87 (Board Remuneration) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=89 	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	The Bank's Nomination Rules contains the nomination and election policy, which is updated annually or as the need arises.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	<p>The Nomination Rules form part of the Bank's Corporate Governance Manual.</p> <p>Links/References:</p> <ul style="list-style-type: none"> 2025 Nomination Rules https://www.chinabank.ph/library/cbc-results-of-board-of-directors-meeting-of-january-8-2025-sec#page=5 Corporate Governance Manual: Pages 12-13 (Nomination and Election of Directors) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=21 2025 Integrated Report: Page 85 (Nomination Process) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=87 	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	<p>The 2025 Nomination Rules sets forth the nomination policies / requirements.</p> <p>In accordance with the By-Laws as to manner of voting, Article III, Section 7 provides that any stockholder who is not delinquent in his subscription shall be allowed to vote in person, through remote communication, <i>in absentia</i> or by proxy executed in writing.</p>	

		<p>Furthermore, our CG Manual stipulates that any shareholder of record, including a minority shareholder, who is entitled to a notice and to vote during the Annual Stockholders' Meeting, is qualified to nominate or be nominated.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Nomination Rules https://www.chinabank.ph/library/cbc-results-of-board-of-directors-meeting-of-january-8-2025-sec#page=5 • 2024 Definitive Information Statement (SEC 20-IS): Pages 7-8 https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=7 • By-Laws: Page 2 (Article III, Section 7) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=6 • Corporate Governance Manual: Pages 12-13 (Nomination and Election of Directors) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=21 	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT	<p>The Bank's 2025 Nomination Rules contain the corresponding provisions in short listing the nominees for directorship.</p> <p>The Nominations and Corporate Governance Committees pre-screen the qualifications of the nominees based on the nominations and supporting papers and prepare a final list of candidates, containing all relevant information about the nominees, identifying those</p>	

		<p>nominated as independent directors, if any. If no stockholder nomination specified a nominee for independent director, the Committees shall, by majority vote, endorse nominees for independent directors who meet the regulatory criteria.</p> <p>In 2025, The Bank engaged the Institute of Corporate Directors, as an Independent Search Firm, to aid in looking for qualified candidates for the Board.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Nominations Committee Charter https://www.chinabank.ph/library/nominations-committee-charter • 2025 Nomination Rules https://www.chinabank.ph/library/cbc-results-of-board-of-directors-meeting-of-january-8-2025-sec#page=5 • 2025 Integrated Report: Page 85 (Nomination and Election) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=87 	
<p>5. Board nomination and election policy includes an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement of a director.</p>	<p>COMPLIANT</p>	<p>The Nominations Committee, in accordance with its Charter, is primarily responsible for ensuring transparency and compliance with established nomination procedures, facilitating the search for diverse, qualified candidates, and maintaining a balanced mix in the selection of candidates, and is tasked to assess the effectiveness of the Board process and procedures in the election or replacement of directors.</p> <p>Link/Reference:</p>	

		Nominations Committee Charter https://www.chinabank.ph/library/nominations-committee-charter	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	<p>The position of a Director in Chinabank is one of trust, thus, directors are selected for their integrity, credibility, leadership, and ability to render independent judgment, among others.</p> <p>The Bank's Nominations and Corporate Governance Committees are tasked to identify the quality of directors to ensure they are aligned with the Bank's strategic direction. The nomination and election process are set forth in the Nominations Rules that are incorporated in the Bank's Corporate Governance Manual.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 74-75 (Nominations Committee) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=83 • Nominations Committee Charter https://www.chinabank.ph/library/nominations-committee-charter 	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	COMPLIANT	<p>As stipulated under the Corporate Governance Manual, for the year 2025, the Bank engaged the Institute of Corporate Directors (ICD), a third-party organization, to assist in the search for potential Board candidates.</p> <p>Link/Reference: Corporate Governance Manual: Page 14 (Item 1.10.5)</p>	

		<p>https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=23</p> <p>Please refer to Annex 5 for the e-mail sent by ICD in response to the Bank's request for a list of possible candidates.</p>	
Recommendation 2.7			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>COMPLIANT</p>	<p>The Board has the responsibility of approving the Bank's RPT policy, which covers guidelines and procedures for the review and approval of material RPTs to ensure that these are conducted at arm's length, and consistent with the objectives of BSP Circular 895, Section 136 of the BSP Manual of Regulations for Banks and SEC Memo No. 10 s2019.</p> <p>The policy serves as a guide for all the subsidiaries of the Bank in coming up with their respective RPT policies. There are also provisions in the policy requiring group-wide compliance, such as reporting of material RPTs by the subsidiaries for consolidation & reporting by the Bank to the BSP, and annual reporting of conglomerate structure/map.</p> <p>The RPT Policy is uploaded to the Bank's SharePoint site. It is currently being updated to incorporate latest regulatory expectations and process enhancements. Furthermore, to aid in identifying the Bank's related parties, the RP Database is updated regularly.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 71-73 (Related Party Transactions Committee) and 122-123 (Related Party Transactions) <p>https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026</p>	

		<ul style="list-style-type: none"> • RPT Committee Charter https://www.chinabank.ph/library/rpt-committee-charter • RPT Framework and Policy Guidelines https://www.chinabank.ph/library/revised-rpt-framework-and-policy-guidelines-january-2026 	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	<p>The Bank's RPT policy requires all material RPTs to be reviewed and vetted upon by the RPT Committee before they are endorsed for the Board's approval. As guiding principle, RPTs shall be at arm's length, in the ordinary course of business & in the interest of the Bank and on substantially similar terms as those offered to other non-related parties.</p> <p>Price Discovery Mechanism is in place and due diligence is performed to determine the fair price, and that Benchmarking Guidelines are observed for both credit and non-credit transactions.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Related Party Transactions https://www.chinabank.ph/governance-policies • RPT Committee Charter https://www.chinabank.ph/library/rpt-committee-charter • RPT Framework and Policy Guidelines https://www.chinabank.ph/library/revised-rpt-framework-and-policy-guidelines-january-2026 	
3. RPT policy encompasses all entities within the group, taking into	COMPLIANT	The Bank's RPT policy serves as guide for all the subsidiaries of the Bank in coming up with their respective RPT policies.	

<p>account their size, structure, risk profile and complexity of operations.</p>		<p>As mentioned in the response to Recommendation 2.7 (1), there are requirements in the Bank's RPT policy mandating group-wide compliance, such as reporting of material RPTs by subsidiaries for consolidation & reporting by the Bank to the BSP, and annual reporting of conglomerate structure/map.</p> <p>Link/Reference:</p> <p>RPT Framework and Policy Guidelines https://www.chinabank.ph/library/revised-rpt-framework-and-policy-guidelines-january-2026</p> <p>The detailed RPT Policy is uploaded to the Bank's SharePoint site.</p>	
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>COMPLIANT</p>	<p>The Bank has an extensive RPT policy that is kept updated, relevant and aligned with laws, rules and regulations. Starting 2018, specific materiality thresholds were established on a per transaction/per unit basis, pursuant to BSP requirement.</p> <p>Please refer to Annex 6 for a copy of the latest materiality threshold matrix.</p> <p>Furthermore, to comply with SEC Memo. No 10, the materiality threshold (<i>for individual transactions or aggregate over a 12-month period for the same related party</i>) was set by the Bank at 10% or higher of its total assets, based on the latest Audited Financial Statements.</p> <p>Link/Reference:</p> <p>Related Party Transactions https://www.chinabank.ph/governance-policies</p>	

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>COMPLIANT</p>	<p>The Bank has no formal voting system allowing non-related party shareholders to approve RPTs. However, material RPTs are presented to and ratified by all stockholders present during Annual Stockholders' Meeting. The foregoing process can be considered a similar approval, since both related and non-related shareholders are present during the meeting.</p> <p>Link/Reference:</p> <p>Minutes of the 2025 Annual Stockholders' Meeting: Page 5-6 (under Item VII) https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=5</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>The Board is primarily responsible for approving the selection of the CEO, including heads of control/oversight functions, namely, CRO, CCO and CAE, based on the application of fit and proper standards. Integrity, technical expertise, and experience in the Bank's business, either current or planned, shall be the key considerations in the selection process. Moreover, since mutual trust and a close working relationship are important, the members of senior management shall uphold the general operating philosophy, vision and core values of the Bank.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 19-21 (Duties and Responsibilities of the Board of Directors, Item 2.3.3), 90-91 (Appointment of the CCO, Item 1.2), 93 (Appointment of the CAE, Item 1.1) and 106-107 (Appointment of the CRO, Item 2.2) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026</p>	

<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>The Board is also responsible for the regular assessment of the performance of Management.</p> <p>The result of the self-assessment by the President and CEO is reported to the Board through the CG Committee</p> <p>The Board, through the appropriate Board Committees, exercises performance assessment of heads of the control functions, as follows: (i) CRO – the Risk Oversight Committee; (ii) CCGO – Compliance & Corporate Governance Committees; and (iii) CAE – Audit Committee.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 20 (Duties and Responsibilities of the Board of Directors, Item 2.3.3 c) https://www.chinabank.ph/library/revise-corporate-governance-manual-january-2026#page=29</p>	
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>	<p>The Bank's Performance Management System is an integrated process that aligns the performance of all employees with the Bank's strategic direction and business plans to ensure optimum organizational effectiveness.</p> <p>We support employee development and advancement through continuous conversations and feedback, annual key result area setting and performance appraisal, and promotion. We ensure that our employees are aware of their specific deliverables and that their performance is objectively evaluated. In addition, to strengthen our current bench and future talent pipeline, we conduct periodic talent reviews and succession planning, guided by our Performance Management System and Succession Management Program, to identify potential successors for</p>	

		<p>our senior leadership positions. In 2025, a total of 2,126 employees were promoted.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 54 (Career Advancement and Succession), 55 (Annual Performance Evaluation) and 69 (Promotion)</p> <p>https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	COMPLIANT	<p>Guided by the Performance Management System, the Bank ensures that the employees are aware of their specific deliverables and that their performance is objectively evaluated, through annual key result area setting and appraisal.</p> <p>Employees are valued and well-provided for, most prominently with competitive compensation packages. The salary range complies with industry standards, while also considering an employee's responsibilities, experience and performance. To enable effective performance, the Bank has institutionalized generous reward systems designed to encourage employees to perform above and beyond expectations.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 54 (Career Advancement and Succession) and 55 (Annual Performance Evaluation and Remuneration)</p> <p>https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=56</p>	
Recommendation 2.10			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	COMPLIANT	<p>The Board is responsible for the establishment and review of the Bank's system of internal control while its day-to-day</p>	

		<p>supervision falls upon the purview of the Management Committee. All of our employees are involved in our internal control processes to a certain extent and in specific capacities.</p> <p>The internal control system comprises a well-defined management structure with clear authorities, responsibilities, and operating procedures. We have adopted the 3-lines-of-defense governance framework - (i) in the frontlines are the business units; (ii) the second line includes an enterprise risk management function under the Risk Management Group and a stringent compliance function under Compliance Group that ensures the Bank complies with applicable laws, rules and regulations covering a range of areas including good corporate governance, anti-money laundering and anti-insider trading policies amongst others; and (iii) the third line is Audit Group which is in charge of the internal audit function.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Internal Control and Risk Management https://www.chinabank.ph/internal-control-and-risk-management • 2025 Integrated Report: Pages 97-101 (Internal Controls) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=99 	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>COMPLIANT</p>	<p>The Bank's internal control system includes a mechanism for monitoring and managing conflict of interest.</p> <p>In accordance with the Bank's Code of Ethics, conflict of interest between the Bank and its employees should be avoided at all times. However, should a conflict arise, the interest of the Bank must prevail. Employees are not</p>	

		<p>permitted to have or be involved in any financial interests that are in conflict or appear to be in conflict with their duties and responsibilities to Chinabank. They are likewise barred from engaging in work outside of the Bank unless with duly-approved permission, as well as work that lies in direct competition with the Bank.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Code of Ethics https://www.chinabank.ph/code-of-ethics • Policy on Conflict of Interest https://www.chinabank.ph/governance-policies • 2025 Integrated Report: Pages 97-101 (Internal Controls) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=99 	
3. Board approves the Internal Audit Charter.	COMPLIANT	<p>The Bank's revised Internal Audit Charter was approved by the Audit Committee on 17 September 2025 and was ratified by the Board on 05 November 2025.</p> <p>Please refer to Annex 7 for a copy of the Internal Audit Charter.</p>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	<p>Aligned with the Board's responsibility of setting the tone at the top, the Board oversees that the Bank has in place a sound enterprise risk management framework through Risk Oversight Committee, to ensure its functionality and effectiveness. It oversees the system of limits to discretionary authority that the Board delegates to Management, ensures that the system remains effective, that the limits are observed and that immediate corrective actions are taken whenever limits are breached.</p>	

		<p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 66-69 (Risk Oversight Committee) and 105-108 (Risk Management Function) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026 • Organizational Structure (Reporting line of RMG to the Board) https://www.chinabank.ph/corporate-governance-our-company • 2025 Integrated Report: Pages 97-100 (Risk Management: Resilience for a Dynamic Future) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=99 	
<p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>	<p>COMPLIANT</p>	<p>The Bank's Risk Management Group assists the Board in the enterprise-risk management function, which includes risk management strategies.</p> <p>The Bank's resiliency against risk is anchored on prudent risk-taking business model. It safeguards stakeholders' interest and the Group's assets with a balanced approach to risk management, undertaking only well-considered risks for commensurate returns.</p> <p>Our Risk Management Group (RMG), headed by Chief Risk Officer Ananias S. Cornelio III, executes the risk management function which is generally responsible for identifying, assessing, monitoring, and mitigating our key risks. RMG reports to the Board through the Risk Oversight Committee which has approval and oversight responsibility for our risk management framework and risk appetite. Risk identification and assessment are embedded in our control processes, employees at all</p>	

		<p>levels are responsible for the management and reporting of risks, and risk management is reinforced as a discipline group-wide through trainings and communication.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 66-69 (Risk Oversight Committee) and 105-108 (Risk Management Function) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026 • Risk Management https://www.chinabank.ph/internal-control-and-risk-management 	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	<p>The Corporate Governance Manual serves as the Charter of the Board, and sets forth its functions/roles, duties and responsibilities. The duty of care and loyalty are the two key elements of the fiduciary duty of the Board. The duty of care requires the members of the Board to act on a fully informed basis, in good faith, with due diligence and care while the duty of loyalty is where the Board members should act in the best interest of the Bank and all its stakeholders, such as the depositors, creditors, employees and regulators.</p> <p>In addition, an Orientation Kit is provided to the new members of the Board. Among others, this document contains the specific duties and responsibilities of the Directors, as well as the applicable Board Committee Charters (i.e., those which the Director is a member of).</p> <p>Link/Reference: Corporate Governance Manual</p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		

		https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	<p>The Bank's Policy on Insider Trading is included in the Corporate Governance Manual. Provisions regarding material non-public information and prohibited "tipping" / communication and penalties for illegal conduct of insider trading are included in the manual. Moreover, the policy on the disclosure of the directors' dealings in Bank shares is also contained therein.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 116-118 (Policy on Insider Trading) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=125 • Insider Trading https://www.chinabank.ph/governance-policies <p>The detailed Insider Trading and Blackout Policy is uploaded to the Bank's SharePoint site.</p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	COMPLIANT	<p>Lending to Directors is not restricted or prohibited under existing regulations. The Bank's DOSRI (Directors, Officers, Stockholders and Related Interests) and RPT policies require that transactions with directors and other related parties should be conducted at an arm's length basis and on terms not less favorable to the Bank.</p> <p>To avoid conflict of interest and based on the RPT policy of the Bank, any director who has interest in a transaction is required to disclose his/her interest and should abstain</p>	

		<p>from the deliberation and approval of the related party transaction.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Related Party Transactions https://www.chinabank.ph/governance-policies • RPT Framework and Policy Guidelines: Page 15-16 (Avoidance of Conflict of Interest) https://www.chinabank.ph/library/revised-rpt-framework-and-policy-guidelines-january-2026#page=19 	
<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>COMPLIANT</p>	<p>In accordance with the Bank's DOSRI and RPT policies, lending to DOSRI, material related party transactions are required to be approved by Board of Directors, among others.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Related Party Transactions https://www.chinabank.ph/governance-policies • RPT Framework and Policy Guidelines: Page 15 (Endorsement and Approval of RPTs) https://www.chinabank.ph/library/revised-rpt-framework-and-policy-guidelines-january-2026#page=19 <p>Under the Corporate Governance Manual, matters and authorities reserve to the Board for decision includes, among others, major capital expenditures, equity investments and divestments. The Board shall also establish the limits of the discretionary powers of each officer or committee, for purposes of lending, investing or other</p>	

		<p>financial undertaking that exposes the Bank to significant risks.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Page 19 (Item 2.3.2 e) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=28</p> <p>The powers of the Board are set out in Article IV, Section 1, of the Bank's By-Laws.</p> <p>Link/Reference:</p> <p>By-Laws: Pages 3-4 (Article IV, Section 1) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=7</p>	
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>To aid the Board in the effective performance of its functions, duties, and to address specific tasks / responsibilities, the following board-level committees have been established: (1) Executive, (2) Corporate Governance, (3) Audit, (4) Compliance, (5) Risk Oversight, (6) Nominations, (7) Remuneration, (8) Related Party Transactions, (9) IT Steering and (10) Trust Investment.</p> <p>Each committee has its own charter containing provisions on its composition, functions and responsibilities. These charters are posted on the Bank's website.</p> <p>Links/References:</p>	
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		<ul style="list-style-type: none"> Board Committees https://www.chinabank.ph/board-matters 2025 Integrated Report: Pages 82-83 (Organizational Structure) and 89-92 (Board Committees) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	<p>The Audit Committee oversees all matters pertaining to audit such as internal audit function and performance, the integrity of the financial statements, and general accounting processes, among others. Moreover, it provides oversight on the senior management's activities, as well as the Bank's internal and external auditors. The Committee also monitors and evaluate the effectiveness of the Bank's internal control system.</p> <p>In relation to the Committee's oversight on external auditors, it can recommend their appointment (subject to stockholder ratification) or dismissal, as necessary.</p> <p>Links/References:</p> <ul style="list-style-type: none"> Audit Committee Charter https://www.chinabank.ph/library/audit-committee-charter 2025 Integrated Report: Pages 132-133 (Report of the Audit Committee) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=134 	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the	COMPLIANT	In 2025, the Audit Committee was composed of three (3) non-executive directors, of whom – 2 were Independent Directors, in accordance with its Charter. The members of the Committee were:	

<p>majority of whom, including the Chairman is independent.</p>		<p>Ms. Claire Ann T. Yap (Chairman) – Independent Director Mr. Joaquin T. Dee – Non-Executive Director Mr. Genaro V. Lapez – Independent Director</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors • Audit Committee Charter https://www.chinabank.ph/library/audit-committee-charter • 2025 Re-organization of Board Committees: Page 3 (Audit Committee) https://www.chinabank.ph/library/cbc-results-of-2025-asm-and-organizational-board-meeting-april-24-2025#page=3 	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>COMPLIANT</p>	<p>The members of the Audit Committee have the relevant background / knowledge, skills and experience in the areas of accounting, auditing and finance.</p> <p>Link/Reference:</p> <p>Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>Ms. Claire Ann T. Yap was the Chairman of the Audit Committee in 2025. She is not the Chairman of the Board or of any other committee.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Board Committees and their Members 	

		https://www.chinabank.ph/board-matters <ul style="list-style-type: none"> • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors • 2025 Re-organization of Board Committees: Page 3 (Audit Committee) https://www.chinabank.ph/library/cbc-results-of-2025-asm-and-organizational-board-meeting-april-24-2025#page=3 	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	<p>Based on the Audit Committee Charter, the Committee is tasked to approve audit and non-audit engagements.</p> <p>In 2025, the Audit Committee discussed, approved, and authorized to engage the services of SGV & Co for various non-audit work.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Audit Committee Charter https://www.chinabank.ph/library/audit-committee-charter • 2025 Annual Report (SEC 17-A): Page 67 (Item 7: Financial Statements) https://www.chinabank.ph/library/cbc-sec17a-report-pse#page=67 	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	<p>The Audit Committee conducts regular meeting with the External Auditor without anyone from management team.</p> <p>Please refer to Annex 8 for the corresponding certification from the Corporate Secretary.</p>	

Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	<p>The Audit Committee had 13 meetings in 2025.</p> <p>Link/Reference:</p> <p>Audit Committee Attendance https://www.chinabank.ph/board-matters</p> <p>2025 Integrated Report: Page 90 (Attendance in Board and Committee Meetings, Audit Committee) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=92</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	<p>In accordance with the Audit Committee Charter, the appointment of the Internal Auditor is approved by the Audit Committee</p> <p>Link/Reference:</p> <p>Audit Committee Charter: Page 5 (Organizational Independence) https://www.chinabank.ph/library/audit-committee-charter#page=5</p>	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	<p>The Corporate Governance Committee is primarily tasked to assist the Board of Directors in fulfilling its corporate governance responsibilities by ensuring compliance with and proper observance of corporate governance laws, rules, principles and best practices.</p> <p>It also assists in ensuring that the Bank's Corporate Governance framework is regularly reviewed, updated, and implemented effectively at all times, including the new director's induction and incumbent directors' continuing education and conduct of the Board assessment, among others. Moreover, together with the</p>	

		<p>Nominations Committee, it oversees the nomination process for, and evaluate the qualifications of (i) persons nominated, appointed or promoted to certain positions and/or ranks and (ii) interlocked or seconded officers, regardless of rank. Also, part of the Committee's duties, is to define the general profile of Board members that the Bank may need and ensure that their knowledge, competencies are aligned with the Bank's strategic decision.</p> <p>Link/Reference:</p> <p>Corporate Governance Committee Charter https://www.chinabank.ph/library/corporate-governance-committee-charter</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>COMPLIANT</p>	<p>In 2025, the members of the Corporate Governance Committee are all Independent Directors.</p> <p>Ms. Margarita L. San Juan (Chairman) Ms. Claire Ann T. Yap Mr. Philip S.L. Tsai</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Committee Members https://www.chinabank.ph/board-matters • 2025 Integrated Report: Pages 106-112 (Board of Directors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=108 • 2025 Re-organization of Board Committees: Page 2 (Corporate Governance Committee) 	

		https://www.chinabank.ph/library/cbc-results-of-2025-asm-and-organizational-board-meeting-april-24-2025#page=3	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	<p>Ms. Margarita L. San Juan, whose term expired in April 2026, was the Chairman of the Corporate Governance Committee. She is an independent director.</p> <p>The charters contain all the required information related to the function of the Committee and the specific duties of its members.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Committee Members https://www.chinabank.ph/board-matters • Corporate Governance Committee Charter https://www.chinabank.ph/library/corporate-governance-committee-charter • 2025 Integrated Report: Pages 106-112 (Board of Directors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=108 	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	COMPLIANT	<p>The Corporate Governance Committee had 26 meetings in 2025, including 11 joint meetings with Compliance Committee, 15 joint meetings with Nominations Committee.</p> <p>Link/Reference:</p> <p>Corporate Governance Committee Attendance https://www.chinabank.ph/board-matters</p>	

Recommendation 3.4			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	<p>COMPLIANT</p>	<p>The Risk Oversight Committee is responsible for the Bank's Enterprise Risk Management System, in accordance with its Charter.</p> <p>Link/Reference:</p> <p>Risk Oversight Committee Charter https://www.chinabank.ph/library/risk-oversight-committee-charter</p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>COMPLIANT</p>	<p>The Risk Oversight Committee is composed of 3 members – all are Independent Directors, namely:</p> <p>Mr. Philip S.L. Tsai (Chairman) Ms. Margarita L. San Juan Ms. Claire Ann T. Yap</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Risk Oversight Committee Members https://www.chinabank.ph/board-matters • 2025 Integrated Report: Pages 106-112 (Board of Directors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=108 • 2025 Re-organization of Board Committees: Page 3 (Risk Oversight Committee) https://www.chinabank.ph/library/cbc-results-of-2025-asm-and-organizational-board-meeting-april-24-2025#page=4 	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>Mr. Philip S.L. Tsai is the Chairman of the Risk Oversight Committee. He is not the Chairman of the Board or of any other committee.</p>	

		<p>Links/References:</p> <ul style="list-style-type: none"> • Board Committees and their Members https://www.chinabank.ph/board-matters • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors 	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	<p>The members of the Risk Oversight Committee are:</p> <p>Mr. Philip S.L. Tsai (Chairman) Ms. Margarita L. San Juan Ms. Claire Ann T. Yap</p> <p>Mr. Tsai is a seasoned banker and has thorough knowledge/experience on risk management & governance. Ms. San Juan was the former Chairman of the Committee. Both she and Ms. Yap have also attended the relevant seminars to equip themselves of their responsibilities.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors • Board Training https://www.chinabank.ph/board-training 	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all	COMPLIANT	The Bank has an RPT Committee that is responsible for reviewing all material related party transactions (RPTs) to ensure that they are conducted in accordance with the arm's length principles.	

<p>material related party transactions of the company.</p>		<p>Composed entirely of Independent Directors, the committee oversees the proper implementation of the RPT Framework and Policy, and ensures that corresponding transactions are duly identified, measures, monitored, controlled and reported.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Related Party Transactions https://www.chinabank.ph/governance-policies • RPT Committee Members https://www.chinabank.ph/board-matters • RPT Committee Charter https://www.chinabank.ph/library/rpt-committee-charter 	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>COMPLIANT</p>	<p>The three (3) members of the RPT Committee are all independent directors namely:</p> <p>Mr. Genaro V. Lapez (Chairman) Ms. Margarita L. San Juan Mr. Philip S.L. Tsai</p> <p>Links/References:</p> <ul style="list-style-type: none"> • RPT Committee Members https://www.chinabank.ph/board-matters • 2025 Integrated Report: Pages 106-112 (Board of Directors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=108 	

		<ul style="list-style-type: none"> 2025 Re-organization of Board Committees: Page 3 (Related Party Transaction Committee) https://www.chinabank.ph/library/cbc-results-of-2025-asm-and-organizational-board-meeting-april-24-2025#page=4 	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	<p>All committees have their respective Charters. The charters contain all the required information related to the function of each committee and the specific duties of its members. The Charters also provide for the performance evaluation of the committee.</p> <p>All charters are posted on the Bank's website.</p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	<p>Link/Reference:</p> <p>Committee Charters https://www.chinabank.ph/board-matters</p>	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT		
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	<p>The Board actively participated in Board Meetings either in person or through remote communication/video or teleconferencing as required in the Bank's Corporate Governance Manual.</p> <p>In 2025, each of the incumbent directors attended at least 80% of all Board meetings.</p> <p>Links/References:</p> <ul style="list-style-type: none"> Board Attendance 	

		<p>https://www.chinabank.ph/board-matters</p> <ul style="list-style-type: none"> Minutes of the 2025 Annual Stockholders' Meeting: Page 1 (Directors Present, in-person and via Remote Communication) https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=1 Corporate Governance Manual: Pages 52-53 (Conduct of Meetings, Attendance and Quorum Requirement) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=61 2025 Integrated Report: Page 92 (Board and Committee Meetings) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=94 	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<p>The members of the Board are provided with materials within five (5) business days prior to Board and Committee meetings.</p> <p>Links/References:</p> <ul style="list-style-type: none"> Corporate Governance Manual: Pages 53-54 (Board Materials) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=62 2025 Integrated Report: Page 92 (Board and Committee Meetings) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=94 	
3. The directors ask the necessary questions or seek clarifications and	COMPLIANT	<p>The minutes of meetings reflect robust discussions by the Board on issues, proposals and initiatives presented by Management. Whenever necessary, or to arrive at an</p>	

<p>explanations during the Board and Committee meetings.</p>		<p>informed decision, Board members would seek clarification and/or explanation during the meetings.</p> <p>Disclosable Minutes of Board Meetings are posted on the Bank's website.</p> <p>Link/Reference:</p> <p>SEC Filings - Other Disclosures (<i>Results of Board of Directors Meeting on <Date></i>) https://www.chinabank.ph/sec-filings-2025</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>COMPLIANT</p>	<p>The Bank, in selecting independent directors and non-executive directors, considers the number and types of entities where the candidate is likewise elected as such, to ensure that he will be able to devote sufficient time to effectively carry-out his duties and responsibilities. In relation to the limit on directorship of independent directors and non-executive directors, the Bank's Interlocking Directorship Policy states that a non-executive director (NED), which may include an independent director, shall concurrently serve as director up to a maximum limit of 5 PLCs. Each entity where the NED is concurrently serving as director shall be separately counted as 1 and will be considered in the assessment.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Page 7 (Limit on Directorship of ID and NED, Item 1.3.3) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=16 • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors 	

		<ul style="list-style-type: none"> 2025 Integrated Report: Pages 106-112 (Board of Directors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=108 	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	<p>Bank directors are required to notify the Board before accepting a directorship in another company, as stated in the Bank's Interlocking Directorship Policy and Corporate Governance Manual.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 41-42 (Multiple Board Seats / Interlocking/Concurrent Directorship) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=50</p>	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	COMPLIANT	<p>The Bank has only two (2) Executive Directors and they do not serve on more than 2 boards of listed companies outside of the group.</p> <p>Link/Reference:</p> <p>Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors</p>	
2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	<p>Consistent with the provision in the Bank's By-Laws, regular meetings of the Board are set every first Wednesday of the month, while special meetings may be called by the Chairman or the CEO, as deemed necessary. In the same manner, Board-level committees have regular meetings, as stipulated in their respective charters. The Board members are also sent reminders during the last month of</p>	

		<p>the year of the schedule of the meetings, for the incoming year.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • By-Laws: Page 4 (Article IV, Sections 4 and 5) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=8 • Board-level Committee Charters https://www.chinabank.ph/board-matters • 2025 Integrated Report: Page 92 (Board and Committee Meetings) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=94 	
<p>3. Board of directors meet at least six times during the year.</p>	<p>COMPLIANT</p>	<p>The Board of Directors had 15 meetings in 2025, including the organizational meeting.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2026 Definitive Information Statement (SEC 20-IS): Page 14 (Board Attendance) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=14 • 2025 Integrated Report: Pages 90-91 (Attendance in Board and Committee Meetings) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=92 • Board Attendance https://www.chinabank.ph/board-matters 	

<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>COMPLIANT</p>	<p>It is the policy of the Bank to encourage all members of the Board to attend board meetings regularly.</p> <p>If a member of the Board cannot attend personally, subject to existing rules, he / she may participate in meetings through remote communication such as teleconference or videoconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.</p> <p>In cases where a decision is to be arrived at by the Board, as a matter of policy, decisions should be made only upon quorum of 2/3 members of the Board present, unless a different voting requirement is required by existing laws, rules and regulations.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 51-53 (Conduct of Meetings, Attendance and Quorum Requirement) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=61</p>	
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Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>COMPLIANT</p>	<p>The Bank's Board is composed of 12 directors and one-third of the Board or at least 4 are Independent Directors, namely:</p> <p>Ms. Margarita L. San Juan Mr. Philip S.L. Tsai Ms. Claire Ann T. Yap Mr. Genaro V. Lapez</p> <p>Links/References:</p>	
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Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	<p>Each of the Independent Directors nominated to the Board in 2025 certified that he/she possesses all the qualifications and none of the disqualifications, as contained in the Bank's Definitive Information Statement.</p> <p>Link/Reference:</p> <p>2025 Definitive Information Statement (SEC 20-IS): Pages 36-39 (Certifications of Independent Directors) https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=36</p>	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	<p>The Bank is not aware of any shareholder agreement that constrain a director's ability to vote, but in accordance with the By-Laws, and the Corporation Code, any stockholder who is not delinquent in his subscription shall be allowed to vote in person, through remote communication, <i>in absentia</i>, or by proxy executed in writing by the stockholder.</p> <p>Link/Reference:</p> <p>2026 Definitive Information Statement (SEC 20-IS): Page 8 https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=8</p>	

Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	<p>None of the Bank's IDs has exceeded the stated term limit. The information on their election and the number of years in service as directors, are posted on the website and in the 2025 Integrated Report of the Bank.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors • 2025 Integrated Report: Pages 86 (Board of Directors table) and 106-112 (Board of Directors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	<p>In accordance with the Bank's CG Manual, an independent director shall serve for a cumulative term of 9 years. Thereafter, the independent director shall be perpetually barred from re-election as such in the Bank. However, he may continue to qualify as a regular director of the Bank.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Page 7 (Term Limit for Independent Directors, Item 1.3.2) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=16</p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders'	COMPLIANT	<p>In 2025, there was no independent director of the Bank who has served for more than 9 years. The Independent Directors are:</p> <p>Ms. Margarita San Juan – served for eight (8) years only Mr. Philip S.L. Tsai – served for seven (7) years only</p>	

<p>approval during the annual shareholders' meeting.</p>		<p>Ms. Claire Ann T. Yap – served for five (5) years only Mr. Genaro V. Lapez – served for four (4) years only</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors • 2025 Integrated Report: Page 72 (Board of Directors table) https://www.chinabank.ph/library/cbc-2024-annual-financial-and-sustainability-report#page=74 <p>2026 Definitive Information Statement: Pages 10-13 (Incumbent Directors and Advisors) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=10</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>COMPLIANT</p>	<p>The position of the Chairman and the President & CEO are held by separate individuals.</p> <p>In 2025, Mr. Hans T. Sy was the Chairman of the Board, while Mr. Romeo D. Uyan, Jr. was the President and CEO.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Page 84 (Separation of Roles) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=86</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>COMPLIANT</p>	<p>The position of the Chairman of the Board and the President & CEO are held by two different people, and their roles are clearly distinct and separate. The Chairman</p>	

		<p>and the President & CEO are not related to each other either by consanguinity or affinity.</p> <p>Chairman Hans T. Sy, being a non-executive Director, is not involved in the day-to-day operations of Chinabank, but is responsible for the leadership and effective running of the Board, including maintaining a relationship of trust with Board members, promoting a sound decision-making process by encouraging critical discussion of dissenting views and ensure that the performance of the Board is evaluated at least once a year. He chairs Board meetings and makes certain that agenda is focused on strategic matters, including risks, arranges regular and/or separate sessions with the non-executive Directors to review Management's performance.</p> <p>Mr. Romeo D. Uyan, Jr., the President & CEO, who reports to the Board, is ultimately responsible for managing Chinabank's day-to-day operations, as well as the development and execution of the corporate and business strategies as established by the Board of Directors.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 9 (Responsibilities of the Chairman, Item 1.6.1) and 10 (Separation of the Duties of the Chairman and CEO, Item 1.6.3) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=18 • 2025 Integrated Report: Page 84 (Separation of Roles) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=86 	
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<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>COMPLIANT</p>	<p>Ms. Margarita L. San Juan was the Bank's lead Independent Director until the expiration of her term last April 2026. Her duties and responsibilities are set forth in the CG Manual.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 10-11 (Lead Independent Director, Item 1.6.4) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=19 • Re-appointment of Ms. San Juan as Lead Independent Director (Page 2) https://www.chinabank.ph/library/cbc-results-of-2025-asm-and-organizational-board-meeting-april-24-2025#page=3 	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>COMPLIANT</p>	<p>Any director of the Bank who has an interest in the transaction shall not participate in the deliberation and shall abstain in the approval of the transaction.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Page 123 (General RPT Policy Statements, Item 1.8) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=132 • Integrated Report: Page 93 (Related Party Transactions) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=95 	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads</p>	<p>COMPLIANT</p>	<p>To maintain objectivity and independence, periodic meetings between NEDs/Independent Directors (including the Lead Independent Director) and Heads of</p>	

of the internal audit, compliance and risk functions, without any executive present.		Compliance, Audit and Risk Management are held in accordance with the relevant Committee Charters (i.e., Compliance Audit, Risk Oversight & Corporate Governance). These meetings are conducted without the presence of management.	
2. The meetings are chaired by the lead independent director.	COMPLIANT	A meeting was likewise convened with the external auditor, Audit Group and members of the Audit Committee, without the presence of management. Please refer to Annex 8 for the corresponding certification from the Corporate Secretary.	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	None of the directors is a former CEO of the Bank. The former President and CEO, Mr. Ricardo Chua retired last 31 October 2017. He assumed the position of Advisor to the Board last 01 November 2017. Link/Reference: Directors' Profile https://www.chinabank.ph/chinabank-board-of-directors	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	The Board conducts an annual review of its performance, including assessment for individual directors, independent directors and all board-level committees through a self-assessment. The Chairman's assessment is also undertaken together with the Board assessment.	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		

3. The individual members conduct a self-assessment of their performance.	COMPLIANT	The results thereof are reported to the Board through the Corporate Governance Committee. Copies of the self-assessments are with the Corporate Governance Division, and available for viewing by SEC.	
4. Each committee conducts a self-assessment of its performance.	COMPLIANT	<p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Page 57 (Performance Evaluation) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=66 • 2025 Integrated Report: Page 88 (Performance Evaluation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=90 	
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	<p>To comply with the rule on independent external assessment every three (3) years, the Institute of Corporate Directors (ICD) was engaged by the Bank in 2025 to handle the validation of the 2024 assessment of the Board, Chairman and the Board-level committees.</p> <p>The Bank's internal scoring criteria was adopted to ensure comparability of quantitative results. ICD affirmed the Board's overall effectiveness, highlighting strong leadership, a well-functioning governance framework, and the Chairman's effective facilitation of strategic discussions. The assessment recognized the active engagement of directors and robust oversight of risk, audit, and compliance, underscoring a mature governance culture defined by transparency and disciplined decision-making.</p> <p>The next external validation will be undertaken within 2028.</p>	

		Please refer to Annex 9 for the corresponding certification issued by ICD.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	As mentioned above, the performance assessment of the Board, individual directors and board-level committees is done through self-assessment. On the other hand, the Bank also welcomes communications on matters pertaining to the management of the Bank, stockholders' rights, or any other bank-related issues of importance. Stockholders who wish to communicate with any or all of the members of the Board, may send letters to identified units / personnel. Link/Reference: 2025 Integrated Report: Page 88 (Performance Evaluation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=90	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	Investors, analysts, the financial community, shareholders and other stakeholders may direct their concerns of feedback to the Bank's Investor Relations Group. Customers may raise their inquiries or concerns to the Bank's Customer Contact Center. Links/References: <ul style="list-style-type: none"> Investor Information https://www.chinabank.ph/investors-information 2025 Integrated Report: Page 164 (Investor Information) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=166 	

		<ul style="list-style-type: none"> Customer Contact Center https://www.chinabank.ph/contact-us 	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	<p>The Bank's core values are the foundation of the Bank's Code of Ethics – for the Board of Directors and employees, wherein the Board spearheads the commitment of the Bank to adhere to the ethical conduct of its business embodying the principles of integrity, fairness, accountability and transparency.</p> <p>Link/Reference:</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	<p>Code of Ethics https://www.chinabank.ph/code-of-ethics</p> <p>The Code of Ethics for Directors provides the guiding principles on the performance of their duties in accordance with the fit and proper rules; and establishes standards for professional and ethical conduct. Each Director is required to acknowledge receipt of the Code.</p>	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	<p>To ensure that business is carried out in compliance with relevant laws and in the protection of the interest of the Bank's customers, shareholders and other stakeholders, the Human Resources Group has disseminated a Code of Ethics for Employees to all personnel, including new hires. Employees are required to sign an acknowledgement receipt that they have received a copy of the Code.</p> <p>A comprehensive discussion on the Code of Ethics is conducted with new employees of the Bank to foster a culture of awareness on the Bank's core values. Such discussion also highlights the behavioral standards,</p>	

		<p>business conduct, and corresponding sanctions for violations of the Code of Ethics.</p> <p>Link/Reference:</p> <p>Code of Ethics (for Directors and Employees) https://www.chinabank.ph/pdf/CODE-OF-ETHICS.pdf</p>	
Supplement to Recommendation 7.1			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>COMPLIANT</p>	<p>The applicable violations for each provision in the Bank's Code of Ethics are stated below:</p> <p>Honesty (Table 6.1) Fraud, soliciting money, gifts, shares, benefits or favors from any person or through mediation of another as a condition for the performance of one's duty</p> <p>Proper Conduct and Behavior (Table 6.3) Offering or receiving money or other valuable consideration in exchange for a job, position or better working condition; Offering, soliciting or receiving anything of value to perform any act/activity prejudicial to the interest of the Bank; Borrowing/solicitation of personal business from clients</p> <p>Conflict of Interest (Table 6.7) Having direct or indirect financial interests that conflict or appear to conflict with his duties and responsibilities as an employee of the Bank</p> <p>The Bank is committed to honest and ethical business practices and does not tolerate any form of bribery and corruption. We take our legal responsibilities very seriously and expect our directors and employees to do the same. Our enhanced Anti-Bribery and Corruption (ABC) Policy outlines the principles and guidelines that all personnel must adhere to.</p>	

		<p>Directors and employees are expected to act professionally, fairly, and with integrity in all our business dealings and relationships wherever we operate; thus, they 1) must never offer, promise, or give a financial or other advantage to any person or party, including public officials, with the intention of inducing or rewarding improper performance by them of their duties or to facilitate the transaction of the Bank, and 2) must never directly or indirectly accept or agree to receive a financial or other advantage as a reward for performing any act prejudicial to the Bank, the director/employee himself, or a third party.</p> <p>The ABC Policy is uploaded to the Bank’s SharePoint site.</p> <p>Link/Reference:</p> <p>Code of Ethics (for Directors and Employees) https://www.chinabank.ph/pdf/CODE-OF-ETHICS.pdf</p>	
Recommendation 7.2			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>COMPLIANT</p>	<p>The Board requires full compliance with the Code of Ethics. The Board, through Human Resources Group (HRG), ensures that every employee is aware of and upholds the Code. To promote compliance with the Code, all new employees are given a copy of the Code of Ethics booklet and undergo the New Employees’ Orientation Course (NEOC) for staff and Orientation for New Officers (ONO) for officers wherein the Code is comprehensively discussed.</p> <p>The Bank implements the Code of Ethics with a robust disciplinary program wherein proven infractions and violations of employees to the code are acted upon in accordance with the Code.</p>	

		<p>Links/Reference:</p> <ul style="list-style-type: none"> Code of Ethics https://www.chinabank.ph/code-of-ethics 2025 Integrated Report: Page 82 (Code of Ethics) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=84 	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	<p>The Board, through the Management, has instituted the appropriate control mechanisms to ensure proper implementation and adherence to all Bank policies and other regulations.</p> <p>Furthermore, upon breach of the Code of Ethics, the concerned employees are subjected to the disciplinary program of the Bank.</p> <p>Link/Reference:</p> <p>Code of Ethics (Compliance with Standard Operating Policies and Procedures) https://www.chinabank.ph/pdf/CODE-OF-ETHICS.pdf</p> <p>Moreover, compliance to internal policies forms part of compliance testing & audit by the Compliance and Audit Groups, respectively. Test results are reported to the Compliance and Audit Committees.</p>	

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report	COMPLIANT	The Bank strongly believes that disclosure of relevant information about the company to its shareholders and other stakeholders is crucial for them to make an informed decision. Relevant information are timely disclosed in the	
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<p>to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>		<p>website. In accordance with the Corporate Governance Manual, the Bank continuously expands its public disclosure requirements and ensures observance of expectations and requirements prescribed under relevant laws, rules and regulations, and industry standards on disclosure.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Page 119 (Access to Relevant Information) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=128 • 2025 Integrated Report: Page 96 (Disclosure and Transparency) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=98 • Company Disclosures and Investor Relations https://www.chinabank.ph/corporate-governance 	
Supplement to Recommendation 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>COMPLIANT</p>	<p>The 2024 and 2025 audited financial statements were disclosed through the PSE Electronic Disclosure Generation Technology (EDGE) on February 27, 2025 and February 26, 2026, respectively. Quarterly reports are submitted to PSE and SEC within 45 days from quarter-end.</p> <p>Interim reports are likewise published within 45 days from end of the reporting period.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2024 Audited Financial Statements https://www.chinabank.ph/library/cbc-2024-audited-financial-statements 	

		<ul style="list-style-type: none"> • 2025 Audited Financial Statements https://www.chinabank.ph/library/cbc-2025-audited-financial-statements • Quarterly Report (SEC 17-Q) https://www.chinabank.ph/sec-filings-2025 	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	COMPLIANT	<p>The Bank's controlling shareholders are disclosed in the Bank's Information Statement and Integrated Report, under Top 20 Holders of Bank Common Shares and Record and Beneficial Owners Holding 5% or More Voting Securities</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2026 Definitive Information Statement (SEC 20-IS): Pages 8-10 (Security Ownership of Certain Record and Beneficial Owners and Management) and 68-69 (Annex B – Market Information and Related Matters, Items 1 and 2) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report • 2025 Annual Report (SEC 17-A): Pages 88-90 (Security Ownership of Certain Record and Beneficial Owners and Management) and 54 (Market Information, Items a and b) https://www.chinabank.ph/library/cbc-sec17a-report-pse • 2025 Integrated Report: Pages 102 (Top 20 Holders of Bank Common Shares) and 103 (Record and Beneficial Owners Holding 5% or More Voting Securities) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=104 	

Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>COMPLIANT</p>	<p>In accordance with the Bank's updated Corporate Governance Manual, the directors are required to disclose their dealings in Bank shares within three business days after the transaction.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Page 118 (Dealings of Directors in Bank Shares, Item 4.7) https://www.chinabank.ph/library/revise-corporate-governance-manual-january-2026#page=127 • Statement of Beneficial Ownership (SEC 23-A/B) https://www.chinabank.ph/sec-filings-2025 	
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>COMPLIANT</p>	<p>In compliance with PSE requirements, all dealings of Principal Officers are required to be disclosed/reported within three business days.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Page 93 (Insider Trading) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=95</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>COMPLIANT</p>	<p>The information on the shareholdings of directors and executive officers and their beneficial ownership are contained in the Annual Financial and Sustainability Report. The Bank regularly complies with the PSE Disclosure Rules with respect to the trading of Bank shares by its directors and principal officers, in their personal capacity or as beneficial owner.</p> <p>Links/References:</p>	

		<ul style="list-style-type: none"> • 2025 Integrated Report: Pages 103 (Beneficial Owners), 104 (Trading in Company Shares) and 105 (Conglomerate Map) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=105 • 2026 Definitive Information Statement (SEC 20-IS): Page 255 (Schedule II – Conglomerate Map) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=255 	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	<p>All relevant information about the Bank’s directors and key officers is available on the website.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Board Skill Set Matrix https://www.chinabank.ph/board-policies 	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	<ul style="list-style-type: none"> • Directors’ Profile https://www.chinabank.ph/chinabank-board-of-directors • Management Committee https://www.chinabank.ph/management-committee • Public Ownership Report (as of December 31, 2025) https://www.chinabank.ph/library/cbc-public-ownership-report-as-of-december-31-2025 	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	All Directors are entitled to a per diem of up to P10,000 for attendance at each Board/Board Committee meeting and to 4% of the Bank’s net earnings.	

		<p>Executive Directors are appointed under standard employment terms, which include provisions for basic salary and performance bonus, depending on their performance, banking experience, employment status, position, and rank in the Bank.</p> <p>Non-executive Directors do not receive any performance-related compensation.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • By-Laws: Pages 5 (Article IV, Section 11) and 10: (Article VIII, Section 1) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023 • 2025 Integrated Report: Page 87 (Board Remuneration) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=89 	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>The Bank's Remuneration System is anchored on the principle of fair, transparent, and performance-based reward. The general remuneration policy is to provide fair and competitive salary and benefits to employees commensurate with their experience, responsibilities, job grade/corporate rank and position.</p> <p>A proportion of the executive directors' remuneration, as reviewed by the Remuneration Committee, should be structured so as to link reward to corporate and individual performance. No director should be involved in deciding his/her own remuneration.</p> <p>The annual report and information statement shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or</p>	

		<p>indirectly, to its directors and top five (5) executive officers during the preceding fiscal year.</p> <ul style="list-style-type: none"> • Directors are entitled to per diem of up to P10,000 at each Board/board Committee meeting and to 4% of the Bank's net earnings. Executive Directors are appointed under standard employment terms, which include provisions for basic salary and performance bonus, depending on their performance, banking experience, employment status, position, and rank in the Bank. • Non-executive Directors do not receive any performance-related compensation. <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Integrated Report: Pages 87 (Board Remuneration) and 95 (Executive Compensation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report • By-Laws: Page 5 (Article IV, Section 11) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=9 	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>COMPLIANT</p>	<p>The individual remuneration of directors is disclosed in the Bank's Information Statement submitted to the SEC, and the Integrated Report.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2026 Definitive Information Statement (SEC 20-IS): Pages 28-29 (Compensation of Directors and Executive Officers) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=28 	

		<ul style="list-style-type: none"> 2025 Integrated Report: Page 87 (Board Remuneration) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=89 	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	<p>The Corporate Governance Manual contains relevant policies on related party transactions.</p> <p>In accordance with the said policy, "In case a member has conflict of interest in a particular RPT, he should refrain from participation in the deliberation and approval of that particular transaction."</p> <p>Links/References:</p> <ul style="list-style-type: none"> Corporate Governance Manual: Pages 71-73 (Related Party Transactions Committee) and 122-123 (Related Party Transactions) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026 Related Party Transactions https://www.chinabank.ph/governance-policies RPT Framework and Policy Guidelines https://www.chinabank.ph/library/revised-rpt-framework-and-policy-guidelines-january-2026 	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	<p>The summary of the material related party transactions and outstanding loan balances are disclosed in the Bank's Information Statement. Details have been disclosed through the submission of required periodic report to the BSP.</p> <p>The list of material RPTs reviewed by the RPT Committee in 2025 is available for viewing, upon request.</p>	

		<p>Link/Reference:</p> <ul style="list-style-type: none"> • 2026 Definitive Information Statement (SEC 20-IS): Page 28 (Material RPTs for 2025) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=28 • 2025 Integrated Report: Page 93 (Summary of Material RPTs for 2025) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=95 	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>COMPLIANT</p>	<p>Directors are required to promptly and fully disclose any interest: personal, whether actual or potential in nature that they may have in credit transactions or any other transactions. Directors with personal interest in a transaction shall not participate in any deliberation, approval, or voting on the matter.</p> <p>RPTs of directors are reported to the BSP and presented for ratification during the annual stockholders meeting. RPTs are also disclosed in the Definitive Information Statement.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 122-123 (Related Party Transactions) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=131 • Related Party Transactions https://www.chinabank.ph/governance-policies • Code of Ethics for Directors: Conflict of Interest, Item 4 	

		<p>https://www.chinabank.ph/pdf/CODE-OF-ETHICS.pdf#page=6</p> <p>Beginning 2020, the Bank further enhanced its Conflict of Interest practices through the adoption of the Conflict of Interest and Related Party Transactions Disclosure Form for directors.</p>	
Optional : Recommendation 8.5			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>COMPLIANT</p>	<p>RPTs are thoroughly reviewed and verified as having been entered into in the best interest of the Bank, in the ordinary course of business and on substantially same terms as those prevailing at the time for comparable transactions with other parties, as required under the RPT policy.</p> <p>Material RPTs are reviewed by the RPT Committee and endorsed for approval by the Board, reported to the BSP, disclosed in the Definitive Information Statement and the summary total is presented for ratification during the Annual Stockholders' Meeting, including all acts of the Board for the year on related party transactions.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 122-123 (Related Party Transactions) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=131 • Related Party Transactions https://www.chinabank.ph/governance-policies • 2026 Definitive Information Statement (SEC 20-IS): Page 28 (Material RPTs for 2025) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=28 	

		<ul style="list-style-type: none"> 2025 Integrated Report: Page 93 (Summary of Material RPTs for 2025) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=95 	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	<p>Material transactions, particularly on the acquisitions or disposal of significant assets, are timely disclosed in accordance with PSE & SEC rules on disclosures. All disclosures are posted in the website.</p> <p>Additionally, material acquisitions / disposals, if any, are included in the Definitive Information Statement.</p> <p>Link/References:</p> <ul style="list-style-type: none"> 2026 Definitive Information Statement (SEC 20-IS) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report Company Disclosures https://www.chinabank.ph/corporate-governance-company-disclosures 	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	<p>The Corporate Governance Manual requires the Board to appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets. If the acquisition or disposal is an RPT, the rules & procedures under the RPT policy shall apply.</p> <p>The fair values of the transaction price are determined through appraisal reports from internal and/or independent/external appraisers, external brokers and market surveys from different sources.</p> <p>In 2025, Professional Asset Valuers, Inc. (PAVI), Lineage Valuation and Allied Services, and Vitale Valuation</p>	

		<p>Services have been engaged to assist the Bank in valuation of selling price of acquired assets.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Page 112 (item 7) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=121</p>	
Supplement to Recommendation 8.6			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	COMPLIANT	<p>The Bank is not aware of any agreement or arrangement which may impact on the control, ownership and strategic direction of the Bank. Relevant ownership information is disclosed in the Bank's Definitive Information Statement.</p> <p>Link/Reference:</p> <p>2026 Definitive Information Statement (SEC 20-IS): Pages 8-10 (Security Ownership of Certain Record and Beneficial Owners and Management) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=8</p>	
Recommendation 8.7			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	COMPLIANT	<p>The Corporate Governance Manual aims to institutionalize the principles of good corporate governance in the organization.</p> <p>The latest revised version has been duly submitted to SEC and PSE, and posted accordingly in the website.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	COMPLIANT		
<p>3. Company's MCG is posted on its company website.</p>	COMPLIANT		

Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	<p>The latest revised Corporate Governance Manual was submitted via e-mail to the SEC last 21 January 2026.</p> <p>The corresponding memo addressed to PSE is found on the first page of the manual.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	COMPLIANT	The required information are disclosed in the Bank's 2025 Annual Report (SEC 17-A) and/or Integrated Report. The corresponding links/references are as follows:	
a. Corporate Objectives	COMPLIANT	<p>2025 Integrated Report: Page 16 (Our Objectives) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=18</p>	
b. Financial performance indicators	COMPLIANT	<ul style="list-style-type: none"> • 2025 Annual Report (SEC 17-A): Pages 266 (Quantitative Indicators of Financial Performance) and 284-285 (Financial Soundness Indicators) https://www.chinabank.ph/library/cbc-sec17a-report-pse • 2025 Integrated Report: Pages 18-19 (Financial Highlights) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=20 	
c. Non-financial performance indicators	COMPLIANT	2025 Integrated Report: Pages 28-29 (Sustainability Performance – various sections) and 70-73 (Contribution to the SDGs)	

		https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report	
d. Dividend Policy	COMPLIANT	2025 Annual Report (SEC 17-A): Page 99 (Dividend Policy) https://www.chinabank.ph/library/cbc-sec17a-report-pse#page=99	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT	2025 Annual Report (SEC 17-A): Pages 68-72 (Incumbent Directors and Advisors) https://www.chinabank.ph/library/cbc-sec17a-report-pse#page=68	
f. Attendance details of each director in all director meetings held during the year	COMPLIANT	2025 Annual Report (SEC 17-A): Pages 72 (Board Attendance) and 93-95 (Board Committee Attendance) https://www.chinabank.ph/library/cbc-sec17a-report-pse	
g. Total remuneration of each member of the board of directors	COMPLIANT	<ul style="list-style-type: none"> 2025 Annual Report (SEC 17-A): Page 87 (Executive Compensation) https://www.chinabank.ph/library/cbc-sec17a-report-pse#page=87 2025 Integrated Report: Page 87 (Board Remuneration) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=89 	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT	<p>"In 2025, the Bank has fully complied with all material provisions of the Corporate Governance Manual."</p> <p>Links/References:</p> <ul style="list-style-type: none"> 2025 Annual Report (SEC 17-A): Page 98 (Governance Policies) https://www.chinabank.ph/library/cbc-sec17a-report-pse#page=98 	

		<ul style="list-style-type: none"> 2025 Integrated Report: Pages 82-83 (Corporate Governance Manual) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=84 	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT	<p>The Board is ultimately responsible for the establishment and review of the Bank's system of internal controls. The Bank's internal control system is comprised of a robust compliance system, an enterprise risk management function and an internal audit function. It follows a well-defined organizational structure with clear authorities, responsibilities and operating procedures.</p> <p>Links/References:</p> <ul style="list-style-type: none"> 2025 Integrated Report: Pages 97-101 (Internal Controls) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=99 Internal Controls https://www.chinabank.ph/internal-control-and-risk-management 	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	COMPLIANT	<p>"...the Committee posits that the Bank's internal control, risk management, governance, compliance system...are in place, adequate, effective and functioning as intended.."</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Page 133 (Report of the Audit Committee) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=135</p>	

<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>COMPLIANT</p>	<p>The Bank recognizes that the business of banking entails risks and the key to long-term success is effective risk mitigation. The Bank’s corporate governance structure keeps pace with these changing threats thru a risk management program that calls for a continuing reassessment of risks and controls, and timely reporting to the Board.</p> <p>The risks to which the Bank is exposed are discussed in its Integrated Report.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Integrated Report: Pages 97-100 (Risk Management: Resilience for a Dynamic Future) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=99 • Risk Management https://www.chinabank.ph/internal-control-and-risk-management 	
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Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor’s independence and enhance audit quality.

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>COMPLIANT</p>	<p>The Audit Committee exercises oversight of external auditors. It is primarily responsible for the selection and appointment of these auditors, subject to stockholder ratification.</p> <p>The Committee also facilitates the approval / disapproval of the corresponding service fees. Moreover, they handle the performance evaluation and if necessary, the re-appointment or dismissal of the external auditors.</p>	
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		<p>The related provisions are stipulated under the Audit Committee Charter.</p> <p>Link/Reference:</p> <p>Audit Committee Charter https://www.chinabank.ph/library/audit-committee-charter</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	COMPLIANT	<p>As provided in the Audit Committee Charter, the appointment of the Bank's incumbent external auditor, SGV & Co. has been presented to, and duly ratified by the stockholders.</p> <p>As stated in the reply above, the audit fees are endorsed by the Audit Committee.</p> <p>99.992% of the stockholders in attendance voted for the appointment of SGV & Co. last April 24, 2025.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Annual Stockholders' Meeting Voting Results (Page 2) https://www.chinabank.ph/library/asm-voting-results-2025 • Minutes of the 2025 Annual Stockholders' Meeting: Page 8 (Appointment of External Auditor) https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=8 	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	COMPLIANT	<p>The incumbent external auditor of the Bank, SGV and Co. was re-elected in 2025.</p> <p>Link/Reference:</p>	

		Minutes of the 2025 Annual Stockholders' Meeting: Page 8 (Appointment of External Auditor) https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=8	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	The Bank's external auditor or its partner should be rotated every 5 years, in accordance with our CG Manual. Ms. Janet A. Paraiso was assigned as SGV & Co.'s partner-in-charge for the year 2024. Links/References: <ul style="list-style-type: none"> Corporate Governance Manual: Page 105 (Rotation of the External Auditor) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=114 2026 Definitive Information Statement (SEC-20-IS): Page 30 (Independent Public Accountants) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=30 	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external	COMPLIANT	The assessment of the independence of the external auditor and oversight, among others are part of the responsibilities of the Audit Committee. The responsibilities of the Audit Committee are discussed in the Charter. Link/Reference: Audit Committee Charter: Pages 7-8 (External Auditors)	

<p>iii. auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>		<p>https://www.chinabank.ph/library/audit-committee-charter#page=7</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>COMPLIANT</p>	<p>As specified in the Audit Committee Charter, the Committee has the responsibility to oversee the external auditors.</p> <p>Link/Reference:</p> <p>Audit Committee Charter: Pages 7-8 (External Auditors) https://www.chinabank.ph/library/audit-committee-charter#page=7</p> <p>The Committee also evaluates the performance of the external auditor, during the conduct of the annual Board Performance/Self-Assessment.</p>	
<p>Supplement to Recommendations 9.2</p>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>COMPLIANT</p>	<p>The Audit Committee is tasked to evaluate the qualifications, performance, competence and independence of the external auditors.</p> <p>Link/Reference:</p> <p>Audit Committee Charter: Pages 7-8 (External Auditors) https://www.chinabank.ph/library/audit-committee-charter#page=7</p>	

<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>COMPLIANT</p>	<p>The Audit Committee is likewise responsible in reviewing and discussing the scope and plan of the annual audit, including coordination of audit effort with internal audit and rotation process of the external auditor/firm.</p> <p>Link/Reference:</p> <p>Audit Committee Charter: Pages 7-8 (External Auditors) https://www.chinabank.ph/library/audit-committee-charter#page=7</p>	
<p>Recommendation 9.3</p>			
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>COMPLIANT</p>	<p>In 2025, our External Auditor, SGV & Co. / Ernst & Young has performed non-audit services the independent validation of votes in the Annual Stockholders' Meeting.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Annual Report (SEC 17-A): Page 67 (Item 7, Financial Statements) https://www.chinabank.ph/library/cbc-sec17a-report-pse#page=67 • 2025 Integrated Report: Page 101 (External Audit) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=103 	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>	<p>COMPLIANT</p>	<p>The Bank's Audit Committee is responsible for the review and confirmation of the independence of external auditors by obtaining statements regarding the relationship between the auditors and Bank, including non-audit services, and discussing the relationships with the auditors.</p> <p>Relative to this, the Audit Committee discussed, approved, and authorized the engagement of SGV & Co. / Ernst & Young in non-audit work for review and advisory</p>	

		<p>services and the independent validation of votes in the Annual Stockholders' Meeting, in 2025.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 62-64 (Responsibilities on Internal and External Audits) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=71</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	COMPLIANT	<p>In 2025, fees with the Bank's independent accountant, SGV & Co. consist of:</p> <p>Audit and audit-related fees – P 16,050,600 All other fees – P 120,000</p> <p>The non-audit fees did not outweigh the fees for audit services.</p> <p>Link/Reference:</p> <p>2026 Definitive Information Statement (SEC 20-IS): Page 30 (Independent Public Accountants) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=30</p>	
Additional Recommendation to Principle 9			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	COMPLIANT	<p>The corresponding details are as follows:</p> <p>Janet A. Paraiso Sycip, Gorres, Velayo & Co. 6760 Ayala Avenue Makati City/1226, Philippines 8891 0307</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC</p>	COMPLIANT	<p>SGV was subjected to SOAR inspection from August 1 to 12, 2022.</p>	

Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).		The names of the members of the engagement team were provided to SEC during the SOAR inspection.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	<p>The Bank believes that the best barometer for success is the fulfillment of its responsibilities not just to its shareholders, but to its customers, employees, communities, and the environment as well.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 37 (Additional responsibilities of the Board in relation to sustainable finance rules, Item 2.4.7.d) and 126-128 (Sustainability, Environment, Social and Non-Financial Information) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026 • 2025 Integrated Report: Pages 28-79 (Sustainability Performance) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=30 • 2025 Sustainability Notes and Indices https://www.chinabank.ph/library/2025-sustainability-notes-and-indices • Sustainability https://www.chinabank.ph/chinabank-sustainability 	
2. Company adopts a globally recognized standard/framework in	COMPLIANT	The Bank is driven to continuously create value for its stakeholders. The Bank's Integrated Report highlights the	

<p>reporting sustainability and non-financial issues.</p>		<p>sustainability and material financial and non-financial activities of the Chinabank Group.</p> <p>The report was prepared in line with the framework, standards and/or guidelines provided by the BSP, SEC, ASEAN Corporate Governance Scorecard (ACGS), Sustainability Accounting Standards Board (SASB) and in reference with the Global Reporting Initiative (GRI) Standards. In addition, the report partially applies the International Financial Reporting Standards (IFRS) Sustainability Disclosure Standards IFRS S1 and IFRS S2, as issued by the International Sustainability Standards Board (ISSB).</p> <p>The Bank engaged CSRWorks International for limited external assurance based on AccountAbility's Assurance Standard AA1000 AS v3, on the non-financial data within the 2025 Integrated Report.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 126-128 (Sustainability, Environment, Social and Non-Financial Information) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=135 • 2025 Sustainability Notes and Indices https://www.chinabank.ph/library/2025-sustainability-notes-and-indices • 2025 Integrated Report: Pages 148-151 (Independent Limited Assurance Report on Sustainability Information) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=150 • Sustainability 	
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<https://www.chinabank.ph/china-bank-sustainability>

Promoting a Comprehensive and Cost-Efficient Access to Relevant Information

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.

COMPLIANT

The Bank is committed to a high standard of disclosure and transparency in order to facilitate better understanding of the Bank's true financial condition and the quality of our corporate governance. All material information about the Bank is adequately and punctually disclosed, in accordance with SEC and PSE's disclosure rules.

Chinabank's shareholder engagement program is a continuous and proactive strategy that fosters strong relationships with shareholders, builds trust, and aligns management's decisions and actions with shareholder expectations. Through a variety of channels, including the website, it engages with shareholders year-round, focusing on transparent communication and dialogue not only to provide timely information but also to seek their perspectives on Chinabank's financial performance and strategies.

The Investor and Corporate Relations Group briefs industry and credit analysts on the Bank's operational and financial results, current developments, prospects and projections. Press releases and updates are also available under News and Happenings in the website.

Links/References:

- Shareholder Engagement
<https://www.chinabank.ph/shareholder-engagement>
- Analyst Briefings and Presentation for Investors

		https://www.chinabank.ph/analyst-briefings-and-investor-presentations <ul style="list-style-type: none"> Corporate Briefings https://www.chinabank.ph/corporate-briefings News and Happenings https://www.chinabank.ph/chinabank-news-and-happenings 	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	<p>The Bank's website is closely monitored to ensure that it contains up-to-date disclosures and information.</p> <p>The links/references are as follows:</p> <p>Company Disclosures https://www.chinabank.ph/corporate-governance-company-disclosures</p>	
a. Financial statements/reports (latest quarterly)	COMPLIANT	<p>Quarterly Report (SEC 17-Q) https://www.chinabank.ph/sec-filings-2025</p>	
b. Materials provided in briefings to analysts and media	COMPLIANT	<p>Analyst Briefings and Presentation for Investors https://www.chinabank.ph/analyst-briefings-and-investor-presentations</p>	
c. Downloadable annual report	COMPLIANT	<p>Annual Report https://www.chinabank.ph/annual-report</p>	
d. Notice of ASM and/or SSM	COMPLIANT	<p>Annual/Special Stockholders' Meeting (Notice for corresponding year) https://www.chinabank.ph/annual-and-special-stockholders-meetings</p>	
e. Minutes of ASM and/or SSM	COMPLIANT	<p>Annual/Special Stockholders' Meeting (Minutes for corresponding year)</p>	

		https://www.chinabank.ph/annual-and-special-stockholders-meetings	
f. Company's Articles of Incorporation and By-Laws	COMPLIANT	Our Company (Articles of Incorporation and By-Laws) https://www.chinabank.ph/corporate-governance-our-company	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	The Corporate Governance page in the Bank's website is compliant with the SEC prescribed template under SEC Memo Circular No. 11, Series of 2014 and contains not just the required items / sections, but as well as other relevant information for various stakeholders. Link/Reference: https://www.chinabank.ph/corporate-governance-governance-at-chinabank	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	A Quality Assurance Department within the Audit Group has been set up since 2012. This Department is primarily responsible for designing, implementing and maintaining an effective Quality Assurance & Improvement Program (QAIP) for the entire spectrum of the internal audit activity. The Program has been developed & maintained to assess the efficiency and effectiveness of the Internal Audit (IA) activity and identify opportunities for improvement. In 2024, CBC's Internal Audit Group (IAG) passed the External Quality Assessment Review (EQAR) for the second time, maintaining its "Generally Conforms" rating, the highest possible mark for the activity. The EQAR is conducted at least once every five years by a qualified	

		<p>and independent third-party assessor which reviews the compliance of the Internal Audit activity to the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing.</p> <p>Please refer to Annex 10 for the copy of the certificate issued by KPMG.</p> <p>The review of internal control systems is embedded in the audit program/procedures of a particular unit/process/system and is performed all year round based on the approved Audit Plan. The Annual Audit Plan is prepared using a risk-based approach. The Chief Audit Executive issues an Annual Control Attestation on the results of audit engagements performed. The Attestation provides confirmation that the Bank's control processes, operating across the organization, are in place, adequate and working effectively to mitigate risks that could adversely affect the achievement of Bank's objectives.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>The Board sets the tone for a sound risk culture, Management handles the implementation of the Enterprise Risk Management Framework and day-to-day risk management to ensure alignment with the established risk appetite and limits, and employees at all levels share the responsibility of managing risks.</p> <p>The Risk Oversight Committee oversees the enterprise risk management framework and ensures that there is periodic review of the effectiveness of the risk management systems and recovery plans. It ensures that corrective actions are promptly implemented to address risk management concerns.</p> <p>The framework and supporting policies are regularly reviewed and enhanced, to effectively manage the Bank's financial, non-financial and other emerging risks.</p>	

		<p>Corresponding information are contained in the Risk Management Manual which is uploaded to the Bank's internal public folder.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Integrated Report: Pages 97-100 (Risk Management: Resilience for a Dynamic Future) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=99 • Risk Management https://www.chinabank.ph/corporate-governance-governance-at-chinabank 	
Supplement to Recommendation 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>COMPLIANT</p>	<p>The Bank's Compliance Program was developed to put in place a culture of compliance, anticipate, reinforce and strengthen not just the Bank's compliance but as well as the group-wide compliance with existing laws, rules and regulations. It aims to implement a compliance system which will provide reasonable assurance that the Bank and its employees are duly informed and/or trained in order to comply with relevant banking and corporate laws, regulations, rules and standards in order to promote safe and sound banking operations.</p> <p>The Bank's Compliance Risk Management System was designed to specifically identify and mitigate business risks which may erode the franchise value of the Bank, as well as to prevent and combat money-laundering and terrorist financing activities.</p> <p>In compliance with BSP's requirements under Circular No. 747 and Circular No. 972, the Board has approved the Compliance Manual on 04 July 2012 and is updated</p>	

		<p>regularly to ensure alignment with the active and rapid changes in regulatory landscape.</p> <p>The Bank's Compliance System and Program are subject to regular review by the Bank's Internal Audit and by the BSP.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Compliance System https://www.chinabank.ph/internal-control-and-risk-management • 2025 Integrated Report: Page 97 (Compliance: Integrity that Clears the Path) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=99 	
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Optional: Recommendation 12.1

<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	<p>COMPLIANT</p>	<p>Our IT risk infrastructure centers on ensuring the soundness of our IT operations, the strength of our IT Security in the face of increasing cyber threat landscape, and the orderliness of implementation of IT projects in line with Bank's ongoing digital transformation. The Board is responsible for the Bank's technology upgrade strategy, investments and successful execution. The Bank's IT Steering Committee (ITSC) assists the Board in fulfilling its corporate governance and oversight responsibility in relation to investments, strategy and implementation of technology. Our ITSC includes the participation of two independent directors who oversee the Bank's IT function as well as members of management who oversee business execution and business support functions. The ITSC aggregates IT concerns from all over the enterprise to ensure concerted implementation of the Group's IT Strategy.</p>	
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		<p>Links/References:</p> <ul style="list-style-type: none"> • Consumer Protection https://www.chinabank.ph/consumer-protection • 2025 Integrated Report: Pages 42-43 (Our Commitment to Cybersecurity and Data Privacy) and 100 (Information Technology Risk) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
Recommendation 12.2			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>COMPLIANT</p>	<p>The Bank's Audit Group provides independent, objective assurance and consulting services designed to add value and improve the Bank's operations.</p> <p>It assesses the Bank's system of risk management, control, and governance processes, as designed and represented by management, to determine whether it is adequate and functioning to ensure that quality and continuous improvement are fostered in the organization's control process, among others.</p> <p>Please refer to Annex 7 for a copy of the Internal Audit Charter.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 82-83 (Organizational Structure) and 100-101 (internal Audit: Assurance that Fuels Innovation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report</p>	
Recommendation 12.3			

<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>COMPLIANT</p>	<p>The Bank's CAE is Mr. Jeruel N. Lobien, who assumed the position on June 1, 2023, after his appointment was approved / confirmed by the Board.</p> <p>He is responsible for the overall management of the Internal Audit (IA); to ensure that sound internal auditing standards and other supplemental standards issued by regulatory authorities/government agencies are complied with, to improve the Bank's risk management, governance and control processes using a systematic and disciplined approach, and to ensure that the IA activity adds value to the organization. He is also tasked to develop a risk-based-audit plan, including policies and procedures based on robust risk assessment to determine the priorities of the internal audit activity, consistent with the organization's goals, including inputs from the Board of Directors, Audit Committee and senior management and ensure that such plan is comprehensive and adequately covers regulatory matters.</p> <p>His other duties and responsibilities are discussed in the Internal Audit Charter and Corporate Governance Manual.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 93-95 (Duties and Responsibilities of the CAE) https://www.chinabank.ph/library/revise-corporate-governance-manual-january-2026#page=102 • 2025 Integrated Report: Pages 82-83 (Organizational Structure) and 100-101 (Internal Audit: Assurance that Fuels Innovation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
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		Please refer to Annex 7 for a copy of the Internal Audit Charter.	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	COMPLIANT	<p>As embodied in the Internal Audit Charter, the CAE, being the Head of the Bank's internal audit function is responsible for ensuring that the Bank's internal audit function and activities are carried out in accordance to its mandate and the knowledge or inputs from the outsourced experts is assimilated into the Bank, to the greatest extent possible. In 2025, the Audit Committee approved the engagement of three (3) Third Party Service Providers, namely, Reyes Tacandong & Co., PwC and KPMG. The outsourced activities cover the evaluation of the effectiveness of governance, risk management and control processes of twenty-five (25) audit engagements.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Page 101-102 (Outsourcing of Internal Audit Activities) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=110</p> <p>Please refer to Annex 7 for a copy of the Internal Audit Charter.</p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	<p>The Bank's internal audit function is not fully outsourced. It is handled by the Audit Group.</p> <p>Please refer to Annex 11 for the group's table of organization.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 82-83 (Organizational Structure)</p>	

		https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=84	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	<p>The risk management function is one of the Bank's second line of defense, apart from Compliance, and is carried out by the Risk Management Group (RMG) of the Bank.</p> <p>RMG reports functionally to the Board through the Risk Oversight Committee. The personnel under the RMG have collective knowledge and technical skills commensurate with business activities and risk exposures of the Bank.</p> <p>Additional related provisions are contained in the Risk Management Manual. The document is uploaded to the Bank's internal public folder.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Integrated Report: Pages 82-83 (Organizational Structure) and 97-100 (Risk Management: Resilience for a Dynamic Future) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report • Corporate Governance Manual: Pages 105-108 (Risk Management Function) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=114 	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	In 2025, the Bank did not seek external risk management technical support.	
Recommendation 12.5			

<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p>	<p>COMPLIANT</p>	<p>The Bank's CRO is Mr. Ananias S. Cornelio III. He is responsible for overseeing the risk management function and shall support the Board in the development of the risk appetite and risk appetite statement of the Bank and for translating the risk appetite into risk limits structure. He is also tasked to supervise the ERM process and spearhead the development, implementation, maintenance and continuous improvement of ERM processes and documentation.</p> <p>His responsibilities are also discussed in the Risk Management Manual, which is uploaded to the Bank's internal public folder.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 106-108 (Chief Risk Officer) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=115</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>COMPLIANT</p>	<p>The Bank's CRO has sufficient stature, authority and seniority within the bank. This will be assessed based on the ability of the CRO to influence decisions that affect the Bank's exposure to risk.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Page 107 (Status and Authority of the Chief Risk Officer) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=116</p>	
<p>Additional Recommendation to Principle 12</p>			
<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a</p>	<p>COMPLIANT</p>	<p>The 2025 attestation of the CAE was presented to the Audit Committee last February 18, 2026.</p>	

<p>sound internal audit, control and compliance system is in place and working effectively.</p>		<p>Please refer to Annex 12 for the corresponding certification from the Corporate Secretary.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 100-101 (Internal Audit: Assurance that Fuels Innovation) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=102</p>	
<p>Cultivating a Synergic Relationship with Shareholders</p>			
<p>Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.</p>			
<p>Recommendation 13.1</p>			
<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>The fundamental rights of shareholders, amongst them, voting right, appraisal right, preemptive & right of information are contained in the Corporate Governance Manual.</p> <p>Link/Reference:</p> <ul style="list-style-type: none"> • Corporate Governance Manual: Pages 115-116 (Item 2 – Investors’ Right and Protection and Item 3 – PSE’s Revised Disclosure Rules) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=124 • 2026 Definitive Information Statement (SEC 20-IS): Page 31 (Pre-emptive Rights) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=31 	
<p>2. Board ensures that basic shareholder rights are disclosed on the company’s website.</p>	<p>COMPLIANT</p>	<p>The Bank’s Corporate Governance Manual where the basic shareholders’ rights are discussed, is uploaded to the Bank’s website for proper disclosure. Moreover, provisions related to voting and meeting of stockholders, among others are contained in the By-Laws, which is also readily available in the Bank’s Website.</p>	

		<p>Links/References:</p> <ul style="list-style-type: none"> Corporate Governance Manual: Pages 115-116 (Item 2 – Investors’ Right and Protection and Item 3 – PSE’s Revised Disclosure Rules) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=121 By-Laws: Pages 1-3 (Article III) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=5 	
Supplement to Recommendation 13.1			
1. Company’s common share has one vote for one share.	COMPLIANT	<p>Each common share entitles the holder to one vote.</p> <p>Link/Reference:</p> <p>2026 Definitive Information Statement (SEC 20-IS): Page 31 (Voting) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=31</p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	<p>The Bank is committed to treating its stakeholders fairly and ensuring their protection through the following:</p> <p>Policy on Fair Treatment to Stakeholders</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 112-121 (Transparency) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=121</p> <p>Voting in the By-Laws</p>	

		<p>In accordance with the Bank's By-Laws, as to manner of voting, any stockholder who is not delinquent in his subscription shall be allowed to vote in person, through remote communication, <i>in absentia</i>, or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact in accordance with the requirements of existing rules and regulations.</p> <p>Following Section 23 of the Revised Corporation Code, a stockholder may vote such number of shares for as many persons as there are directors to be elected, or cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned, or distribute them on the same principle among as many candidates as may be seen fit, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder as shown in the books of the Bank multiplied by the whole number of directors to be elected.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • By-Laws: Page 2 (Article III, Section 7) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=6 • 2026 Definitive Information Statement (SEC 20-IS): Pages 7-10 (Voting Securities and Principal Holders Thereof) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=7 	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	<p>In accordance with the Bank's By-Laws as to manner of voting, any stockholder who is not delinquent in his subscription shall be allowed to vote in person, through remote communication, <i>in absentia</i>, or by proxy executed in writing by the stockholder or his duly authorized</p>	

		<p>attorney-in-fact in accordance with the requirements of existing rules and regulations.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • By-Laws: Page 2 (Article III, Section 7) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=6 • Minutes of the 2025 Annual Stockholders' Meeting https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting • 2025 Annual Stockholders' Meeting Voting Results https://www.chinabank.ph/library/asm-voting-results-2025 <p>The guidelines on secured electronic voting for the 2025 ASM is in Schedule A of the Bank's Information Statement.</p> <p>Link/Reference:</p> <p>2024 Definitive Information Statement (SEC 20-IS): Pages 270-272 https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=270</p> <p>In addition, voting results during annual stockholders' meeting is validated by an independent party, which in 2025, was done by the Bank's External Auditor, SyCip Gorres Velayo & Co. (SGV).</p>	
<p>4. Board has an effective shareholder voting mechanism such as supermajority or "majority of minority" requirements to protect</p>	<p>COMPLIANT</p>	<p>In accordance with the Bank's By-Laws, no meeting of stockholders shall be competent to transact business unless a majority of the outstanding capital stock is represented. The majority vote of the shares present or represented at the stockholders' meeting, provided there</p>	

<p>minority shareholders against actions of controlling shareholders.</p>		<p>is a quorum, shall be required to carry a stockholders' action on any matter taken up during the meeting.</p> <p>Link/Reference:</p> <p>2026 Definitive Information Statement (SEC 20-IS): Page 34 (Voting Procedures) https://www.chinabank.ph/library/cbc-definitive-sec-20-is-report#page=34</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>COMPLIANT</p>	<p>As specified under the Bank's Corporate Governance Manual and in compliance with SEC Memo No. 7, S2021, the shareholders shall be granted the right to propose the holding of a special stockholders' meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes and in compliance with the prescribed rules.</p> <p>The regular stockholders' meeting was held on 24 April 2025. There was no special stockholders' meeting.</p> <p>Link/Reference:</p> <p>Corporate Governance Manual: Pages 112 (Investors' Right and Protection) and 115-116 (Right to Information, Item 3.3) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>COMPLIANT</p>	<p>The Board is committed to protecting the rights of the minority shareholders.</p> <p>In addition, there are related provisions in the Bank's Corporate Governance Manual which serves as the Board Charter.</p> <p>Link/Reference:</p>	

		Corporate Governance Manual: Pages 110 (Mandated Topics, Item 2.3.6) and 112-116 (Investors' Rights and Protection; PSE's Revised Disclosure Rules) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026	
7. Company has a transparent and specific dividend policy.	COMPLIANT	The Bank's Dividend Policy is posted on its website. In 2025, the Bank paid its dividend 29 days after its declaration. Links/References: <ul style="list-style-type: none"> • Dividend Policy https://www.chinabank.ph/dividend-policy • 2025 Dividend Declaration https://www.chinabank.ph/library/cbc-declaration-of-cash-dividends-april-23-2025#page=2 • Declaration of Cash Dividends https://edge.pse.com.ph/openDiscViewer.do?edge_no=bab01bfbe8b11215ec6e1601ccee8f59 	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	In 2025, SGV & Co. was engaged by the Bank as the Independent Validator of Votes during the Annual Stockholders' Meeting. Link/Reference: Minutes of the 2025 Annual Stockholders' Meeting: Page 3 https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=3	
Recommendation 13.2			

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>COMPLIANT</p>	<p>The Notice for the 2025 Annual Stockholders' Meeting as contained in the Definitive Information Statement was sent out / posted on the Bank's website 13 March 2025, which is more than 28 days before the Annual Stockholders' Meeting scheduled on 24 April 2025.</p> <p>Link/Reference:</p> <p>2024 Definitive Information Statement (SEC 20-IS): Page 3 (Explanation of Agenda Items) https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=4</p>	
<p>Supplemental to Recommendation 13.2</p>			
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>	<p>COMPLIANT</p>	<p>Link/Reference:</p> <p>Notice of the 2025 Annual Stockholders' Meeting https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=3</p> <p>Other applicable links/references are as follows:</p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	<p>COMPLIANT</p>	<p>2024 Definitive Information Statement (SEC 20-IS): Pages 10-14 (Incumbent Directors and Advisors) https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=10</p>	
<p>b. Auditors seeking appointment/re-appointment</p>	<p>COMPLIANT</p>	<p>SGV & Co. was recommended for re-appointment as the Bank's External Auditor.</p> <p>Link/Reference:</p> <p>2024 Definitive Information Statement (SEC 20-IS): Page 30 (Independent Public Accountants) https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=30</p>	

c. Proxy documents	COMPLIANT	<p>The Proxy Form is available as follows:</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2024 Definitive Information Statement (SEC 20-IS): Page 5 https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=5 • Bank Website https://www.chinabank.ph/library/2025-proxy-form 	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	<p>For each item in the agenda, a rationale or explanation is given.</p> <p>Link/Reference:</p> <p>2024 Definitive Information Statement (SEC 20-IS): Page 3 (Explanation of Agenda Items) https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=4</p>	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	<p>The 2025 Annual Stockholders Meeting was held on 24 April 2025. Voting results were disclosed the next day.</p> <p>Link/Reference:</p> <p>2025 Annual Stockholders' Meeting Voting Results https://www.chinabank.ph/library/asm-voting-results-2025</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website	COMPLIANT	<p>The 2025 Annual Stockholders Meeting was held on 24 April 2025. The minutes of the ASM were posted on the Bank's website within five days after the ASM.</p>	

<p>within five business days from the end of the meeting.</p>		<p>The votes on each agenda item are clearly reflected in the minutes of the meeting, including all the questions asked and the reply thereto.</p> <p>Links/Reference:</p> <ul style="list-style-type: none"> Minutes of the 2025 Annual Stockholders' Meeting https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting 2025 Annual Stockholders' Meeting Voting Results https://www.chinabank.ph/library/asm-voting-results-2025 	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>COMPLIANT</p>	<p>The Board ensured that the Bank's External Auditor, SGV & Co. with partner Ms. Janet A. Paraiso is present. The Bank's President and CEO, Head of Investor and Corporate Relations, Corporate Secretary, Head of Compliance, etc. are also present to answer any shareholder question during ASM.</p> <p>Link/Reference:</p> <p>Minutes of the 2025 Annual Stockholders' Meeting: Page 1 (Attendance) https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=1</p>	
Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>COMPLIANT</p>	<p>The Bank has an alternative dispute resolution system in place and is duly documented in the Corporate Governance Manual.</p> <p>Link/Reference:</p>	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Corporate Governance Manual: Pages 118-119 (Alternative Dispute Resolution System) https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=127	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	The Head of the Bank's Investor and Corporate Relations Group is FVP Gerald O. Florentino. He may be reached through the following: Telephone Number: (+632) 8885-5609 E-mail Address: investor-relations@chinabank.ph The contact details are posted in the Bank website. Link/Reference: Investors Information https://www.chinabank.ph/investors-information	
2. IRO is present at every shareholder's meeting.	COMPLIANT	Mr. Gerald O. Florentino, the Head of the Bank's Investor and Corporate Relations Group, was present in the 2025 ASM as indicated in the corresponding Minutes. Link/Reference: Minutes of the 2025 Annual Stockholders' Meeting: Page 1 (Attendance) https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=1	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	The Bank adheres to the rules on voting in accordance with the Revised Corporation Code and in accordance with the Bank's By-Laws as to manner of voting, any stockholder who is not delinquent in his subscription shall be allowed to vote in person, through remote	

		<p>communication, <i>in absentia</i>, or by proxy executed in writing.</p> <p>Link/Reference:</p> <p>By-Laws: Page 2 (Article III, Section 7) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=6</p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	COMPLIANT	<p>As of December 31, 2025, the Bank's public float is 57.979%.</p> <p>Links/References:</p> <ul style="list-style-type: none"> Public Ownership Report (as of 31 December 2025) https://www.chinabank.ph/library/cbc-public-ownership-report-as-of-december-31-2025 Shareholding Structure https://www.chinabank.ph/corporate-governance-our-company Share Information https://www.chinabank.ph/share-information 	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	<p>The Bank goes beyond the Annual Stockholders' Meeting in its practices to engage its shareholders as a whole and accommodates investors' meeting. Shareholder activities conducted in 2025 are posted on the company website.</p> <p>Link/Reference:</p> <ul style="list-style-type: none"> Shareholder Engagement https://www.chinabank.ph/shareholder-engagement 	

		<ul style="list-style-type: none"> Analyst Briefings and Investor Presentations https://www.chinabank.ph/analyst-briefings-and-investor-presentations 	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	COMPLIANT	<p>In accordance with Sections 23 and 57 of the Revised Corporation Code, a stockholder is allowed to vote through remote communication or in absentia.</p> <p>The Bank's By-laws allows any stockholder who is not delinquent in his subscription to vote in person, through remote communication, in absentia, or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact, subject to compliance with the requirements of existing rules and regulations.</p> <p>Please refer also to Schedule "A" of the Information Statement for the Guidelines for the Participation via Remote Communication for the 2024 and 2025 ASMs.</p> <p>Links/References:</p> <ul style="list-style-type: none"> By-Laws: Page 2 (Article III, Section 7) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=6 2023 Definitive Information Statement (SEC 20-IS): Pages 274-276 https://www.chinabank.ph/library/chib-2023-definitive-sec-is-20-report#page=275 2024 Definitive Information Statement (SEC 20-IS): Pages 270-272 https://www.chinabank.ph/library/cbc-2024-definitive-sec-20is-report-pse-compressed#page=270 	

		<p>During the 2025 ASM, The Bank practiced real time secured electronic voting by making the online voting portal available until adjournment of the meeting.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 ASM Guidelines and FAQs https://www.chinabank.ph/asm2025 • Minutes of the 2025 Annual Stockholders' Meeting; Page 3 (Approval of the 18 April 2024 Annual Meeting of Stockholders) https://www.chinabank.ph/library/signed-minutes-of-the-2025-annual-stockholders-meeting#page=3 	
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Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>COMPLIANT</p>	<p>The Board and Management give due importance to knowing and understanding the pressing issues on sustainability so they can be addressed accordingly; thus, the Bank conducts materiality assessments to identify and prioritize which topics have an impact to, and are impacted by the Bank; spot trends and address emerging issues; and focus efforts on allocating resources better.</p> <p>These material topics, the concerned stakeholders and the Bank's stakeholder engagement process are discussed in the Integrated Report.</p> <p>The Bank believes that it is through proper understanding of stakeholders' needs, concerns, and expectations, and more importantly, embedding their feedback into the corporate strategy and daily business that it is able to develop long term-solutions, make responsible business decisions, and perform better.</p>	
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Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>COMPLIANT</p>	<p>The Bank treats its stakeholders fairly and ensures their protection.</p> <p>Policy on Fair Treatment to Stakeholders The policies are in Pages 112-116 of the Bank's Corporate Governance Manual.</p> <p>Link: https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=121</p> <p>Up-to-date Disclosures and Corporate News The Bank also provides up to date disclosures in its website, about corporate news and happenings.</p> <p>Links:</p> <p>Company Disclosures https://www.chinabank.ph/corporate-governance-company-disclosures</p> <p>News and Happenings https://www.chinabank.ph/chinabank-news-and-happenings</p>	

		<p>Chinabank adheres to a high standard of disclosure and transparency to facilitate understanding of the Bank's true financial condition and the quality of our corporate governance. All material information about Chinabank is adequately and punctually disclosed, in accordance with SEC and PSE's disclosure policy. In addition to compliance with the reportorial requirements, we promptly disclose major and market sensitive information like, financial condition through quarterly reports, dividend declarations, joint ventures and acquisitions, sale and disposition of significant assets, as well as financial and non-financial information that may affect the investment decision of the investing public, in the form of press releases in newspapers and reports in our internal publication. We also electronically file our disclosures through the Electronic Disclosure Generation Technology (EDGE) portal of PSE, which are then posted on its website.</p> <p>Our corporate website is likewise regularly updated to include the latest news and current information about the Bank.</p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>COMPLIANT</p>	<p>The Bank provides transparent framework for stakeholders where they can raise their concern and the Bank ensures that their rights are protected. Employees may raise their concern, without fear of retaliation.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Investor Information https://www.chinabank.ph/investors-information • Whistleblowing https://www.chinabank.ph/governance-policies • Contact Center 	

<https://www.chinabank.ph/contact-us>

Supplement to Recommendation 14.3

1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.

COMPLIANT

In line with its dedication to effectively resolve disputes, Chinabank maintains close coordination with stockholders, third parties, regulatory authorities and other stakeholders to discuss the issues and concerns and ultimately address conflicts. Provisions related to the Bank's alternative dispute resolution system can be found in the Corporate Governance Manual.

Link/Reference:

Corporate Governance Manual: Pages 118-119
(Alternative Dispute Resolution System)
<https://www.chinabank.ph/library/revised-corporate-governance-manual-january-2026#page=127>

Additional Recommendations to Principle 14

1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.

COMPLIANT

In 2025, the Bank did not seek any application for exemption on the application of corporate governance law, rules or regulations.

2. Company respects intellectual property rights.

COMPLIANT

The Bank respects intellectual property and observes practices in relation thereto, which among others is the registration of its logo for use by the Bank.

Please refer to **Annex 13** for the latest Certificate of Registration of the Bank's logo with the Intellectual Property Office (IPO).

Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	<p>Part of the Bank's Mission is to provide the highest ethical standards, sense of responsibility, and fairness with respect to customers.</p> <p>The Bank has a Consumer Protection Framework in place. Chinabank also has a contact center, where customers may raise their concerns. The Bank also has policies on Data Protection, Cyber Security, and Whistleblowing, to enhance customer welfare.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • Whistleblowing https://www.chinabank.ph/governance-policies • Investor Information https://www.chinabank.ph/investors-information • Consumer Protection https://www.chinabank.ph/consumer-protection • Contact Center https://www.chinabank.ph/contact-us <p>The Bank respects and upholds consumers' data privacy rights. We apply the principles of transparency, legitimate purpose, and proportionality in processing any personal data entrusted to us, ensuring it is kept safe and secure, stored for no longer than necessary, and used only in accordance with the consent requirements of the law and the National Privacy Commission (NPC). In 2025, we continued to strengthen our Data Privacy Office (DPO), adding more privacy officers, enforcing secured access controls, and ensuring compliance with relevant</p>	

		<p>regulations. No significant data privacy breach was recorded in 2025.</p> <p>We also have a comprehensive Cybersecurity Program that is aligned with government and industry best security practices that provides a safe and secure banking environment for our customers. Throughout 2025, we continued to evolve our defense-in-depth strategy to counter increasingly sophisticated cyber threats. We have invested significantly in advanced threat intelligence and AI-driven monitoring systems that provide real-time visibility into our network, allowing us to detect and neutralize potential vulnerabilities before they can be exploited.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Page 42-43 (Fortifying Trust: Our Commitment to Cybersecurity and Data Privacy) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=44</p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>COMPLIANT</p>	<p>The Bank advocates fair market practices and is committed to dealing only with suppliers and contractors who have proven integrity and good track record. We process all matters with due diligence and compliance to ensure that any service or goods procurement will pose the greatest benefit to the Bank, while posing little to no negative impact on stakeholders. Applicable policies are posted to the Bank's website.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Integrated Report: Page 95 (Suppliers and Contractors) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=97 	

		<ul style="list-style-type: none"> Vendor Selection and Procurement of Goods and Services https://www.chinabank.ph/governance-policies 	
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Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company’s goals and participate in its corporate governance processes.

Recommendation 15.1

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company’s goals and in its governance.</p>	<p>COMPLIANT</p>	<p>In place are policies and programs to ensure not just high-performance standards among our employees but as well as group-wide synergy towards the realization our corporate goals and business objectives,</p> <p>The Bank is committed to consistently engage its employees to ensure that all employees are heard and updated of these goals and key result areas to make them more effective. Our Human Resources Group has put in place various training and engagement activities, including an annual town hall where senior officers are kept abreast of significant developments in various areas - Bank’s overall performance, important corporate updates/initiatives and governance matters. A Q&A portion during the town hall encourages employees to air their concerns.</p> <p>Moreover, part of the activities of the Bank is the commitment to continually strengthen compliance and governance culture through education and training. In order to raise awareness level, Compliance Group regularly conducts briefing to Compliance Coordinators in branches and head office units. This training program provides venue as well to better appreciate and understand compliance principles, concepts, and elements of good corporate governance.</p> <p>The Compliance Coordinators are required to cascade their learning to their respective areas. All new employees</p>	
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		<p>of the Bank undergo a basic orientation on Compliance System, Anti-Money Laundering and Governance, among others. As part of the continuing education program, Compliance Group conducts lectures in Junior Executive Program of the Bank and in Supervisory Development Program.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 50-55 (Human Capital: Empowering the Chinabank Workforce) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=52</p>	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>COMPLIANT</p>	<p>In recognition of the valuable contribution of employees in Chinabank's achievements and in celebration of the Bank's 100th Anniversary.</p> <p>The Bank issued new shares from its authorized but unissued shares resulting from the Bank's Centennial Stock Grant Plan, which was approved by the Board of Directors on 05 August 2020 and 02 September 2020, ratified by the stockholders in their special meeting on 01 October 2020, and approved by the relevant regulatory agencies. 5,388,400 common shares were issued to eligible grantees on 01 September 2021, 52,100 common shares on 22 September 2023, and 2,700 common shares on 22 November 2024 (the last tranche of issuance). The Plan was terminated effective 16 December 2024, one (1) business day after the listing on the Philippine Stock Exchange of the last tranche on 13 December 2024, as all eligible grantees have been issued their corresponding shares and there are no additional eligible grantees to whom the Grant Shares may be issued.</p>	

		<p>This stock grant aims to foster a culture of ownership – where everyone in the organization shares common interests, and the same passion and commitment to ensure the Bank’s continued success.</p> <p>Moreover, the Bank has a “Performance Bonus/Profit Sharing” Program that recognizes the Officers performance in support of the Bank’s Performance. The terms of the aforesaid profit-sharing program is set forth in the Bank’s By-Laws.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2020 Annual Financial and Sustainability Report: Page 10 (Message to Stakeholders, A lasting legacy) https://www.chinabank.ph/pdf/2020-Annual-Report.pdf • Centennial Stock Grant https://www.chinabank.ph/centennial-stock-grant-plan • Certification from the Corporate Secretary https://www.chinabank.ph/pdf/CHIB-Stock-Grant-Report-Secretary-Certification-as-of-September-30-2021.pdf • By-Laws: Page 10 (Article VIII, Section 1) https://www.chinabank.ph/library/chib-sec-approval-of-amended-by-laws-december-04-2023#page=14 	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>COMPLIANT</p>	<p>The Bank continuously adopts policies and initiatives to provide a healthy and safe work environment at all offices and branches in line with industry best practices and occupational safety and health standards.</p>	

		<p>As part of our Occupational Safety and Health (OSH) awareness campaign, we released the OSH policies e-learning suite to provide employees easy access to OSH training. A discussion on existing OSH policies was also integrated in the orientation program for new hires. Also in place are health and safety policies, emergency procedures and evacuation plans in case of fire or other significant incidents, and wellness programs aimed at preventing accidents, managing stress, and minimizing cases of work-related ill health. Employees have access to confidential and professional counseling with an in-house psychologist.</p> <p>No fatalities and lost-time injuries were recorded in 2025.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 51-52 (Occupational Health and Safety Management System) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=53</p> <p>The Corporate Safety and Health Committee also ensures implementation of occupational safety and health program and standards across the Bank.</p> <p>Other key activities include, but are not limited to the following:</p> <ol style="list-style-type: none"> 1. Conduct of annual fire and earthquake drills and implements the annual physical examination for our employees. 2. Conduct of webinars covering a range of health topics, including cervical cancer, HPV-related diseases, prostate cancer, seasonal illnesses, skin care, and mental health. 	
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		<p>3. Continuous promotion of work-life balance through its various programs, sports activities and personal interest skills development.</p> <p>Link/Reference:</p> <p>Employee Engagement – Health and Safety https://www.chinabank.ph/employee-engagement</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>COMPLIANT</p>	<p>The Bank is committed to the success and development of its employees to achieve their full potential. In place are multi-faceted approaches on training, from general to role specific in-house and external trainings to continuously enhance the hard and soft skills of our employees.</p> <p>Through the Chinabank Academy and our e-learning platform Learning EDGE, employees have access to hundreds of leadership, consumer protection, anti-money laundering, marketing, personal development, technical, and other training programs and courses.</p> <p>Flagship trainings are provided for the new hires. We also offer supervisory training to transitioning staff, junior executive programs and various branch training. As needed, the Bank also sponsors employees' external training.</p> <p>In 2025, we recorded a total of 582,253 training hours,</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 53-54 (Training and Education) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=55</p>	

Recommendation 15.2

<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>COMPLIANT</p>	<p>The Bank is committed to honest and ethical business practices and does not tolerate any form of bribery and corruption. We take our legal responsibilities very seriously and expect our directors and employees at all levels and grades to do the same. Our enhanced Anti-Bribery and Corruption (ABC) Policy outlines the principles and guidelines that all personnel must adhere to.</p> <p>Chinabank directors and employees are expected to act professionally, fairly, and with integrity in all our business dealings and relationships wherever we operate; thus, they 1) must never offer, promise, or give a financial or other advantage to any person or party, including public officials, with the intention of inducing or rewarding improper performance by them of their duties or to facilitate the transaction of the Bank, and 2) must never directly or indirectly accept or agree to receive a financial or other advantage as a reward for performing any act prejudicial to the Bank, the director/employee himself, or a third party.</p> <p>Link/Reference:</p> <p>Anti-Bribery and Corruption https://www.chinabank.ph/governance-policies</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>COMPLIANT</p>	<p>The Board has imposed a policy of full compliance with the Code of Ethics and other policies. HRG ensures that every Bank employee is aware of and upholds the Code.</p> <p>Given the mandate of the Board, HRG ensures that the training programs present the pertinent Bank policies governing their respective functions.</p> <p>In 2025, a total of 9,614 employees attended the training on Code of Ethics and other related courses/sessions, in</p>	

		<p>which anti-bribery and anti-corruption were also discussed.</p> <p>Links/References:</p> <ul style="list-style-type: none"> • 2025 Integrated Report: Page 93 (Anti-Bribery and Corruption) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=95 • Code of Ethics https://www.chinabank.ph/code-of-ethics 	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>COMPLIANT</p>	<p>The Bank is committed to honest and ethical business practices and does not tolerate any form of bribery and corruption. Chinabank directors and employees are to act professionally, fairly, and with integrity in all our business dealings and relationships wherever we operate; thus, they 1) must never offer, promise, or give a financial or other advantage to any person or party, including public officials, with the intention of inducing or rewarding improper performance by them of their duties or to facilitate the transaction of the Bank, and 2) must never directly or indirectly accept or agree to receive a financial or other advantage as a reward for performing any act prejudicial to the Bank, the director/employee himself, or a third party.</p> <p>Under the Bank's Code of Ethics, on Proper Conduct and Behavior, "<u>offering</u> or receiving money or other valuable consideration <u>in exchange for a job</u> or <u>offering</u>, soliciting or receiving anything of value to perform any act/activity prejudicial to the interest of the Bank" is subjected to a disciplinary process and if found guilty then may be meted out with a suspension and or dismissal on the 1st offense.</p>	

		<p>Links/References:</p> <ul style="list-style-type: none"> • Anti-Bribery and Corruption https://www.chinabank.ph/governance-policies • Code of Ethics https://www.chinabank.ph/code-of-ethics 	
Recommendation 15.3			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	COMPLIANT	<p>The Bank does not and will not tolerate unethical or illegal conduct, thus a Whistleblowing mechanism was established to ensure that employees, customers, shareholders, and third-party service providers will have a way to report questionable activity, unethical conduct, fraud or any other malpractice, by mail, phone or e-mail. Disclosures or reports are handled under the strictest measures of confidentiality and anonymity to allay fears of reprisal or retaliation.</p> <p>Link/Reference:</p> <p>Whistleblowing https://www.chinabank.ph/governance-policies</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	COMPLIANT	<p>Without fear of any retaliation, Chinabank directors, personnel, clients, stakeholders and any third party may report illegal activity, unethical behavior, or actual, suspected, or threatened condition, acts and/or omission/s of the following, committed by any Bank director, personnel, supplier, contractor, vendor and consultant in the performance of their function, or irregularities in Bank operations and procedures:</p> <ul style="list-style-type: none"> • Violations or infractions of the Bank's Operating Policies and Procedures Manual (OPPM); • Violation of the Bank's Code of Ethics; 	

		<ul style="list-style-type: none"> • Violation of banking and anti-money laundering laws, rules and regulations (including but not limited to Bank Secrecy laws and the Anti-Money Laundering Act), the Securities Regulation Code and other applicable laws and regulations, each as may be amended and supplemented from time to time; • Fraudulent practices, statements or transactions including account manipulation, embezzlement of funds, etc.; • Attempt to conceal any of the violations mentioned herein including potential adverse effects thereof; • Act of retaliation for any report done in accordance with this Policy, or by mere possession of information on the violations mentioned herein; • Such other improprieties or unsafe or unsound business/banking practices or those that violate good governance principles, which the Bank may, in its discretion, consider as detrimental to its interests, operations and/or reputation; • Illegal acts, unethical or questionable practice/s, or those that are contrary to public policy and/or morals; • Misuse/misappropriation/destruction of Bank assets; • Any condition/s, act/s and/or omission/s analogous to the foregoing. <p>The identity of the whistleblower will be kept confidential and all reports evaluated accordingly. If warranted, the handling unit/s shall conduct preliminary investigation.</p> <p>The Bank's Whistleblowing mechanism is under the Audit Committee – an independent control committee that ensures that a system is in place for the independent investigation, appropriate follow-up action and</p>	
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		<p>subsequent resolution of complaints. It is composed of non-executive directors, majority of whom are independent directors.</p> <p>Link/Reference:</p> <p>Whistleblowing https://www.chinabank.ph/governance-policies</p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	<p>All disclosures and their corresponding status and resolution are regularly reported to the Board, through the relevant Board Committees.</p> <p>Link/Reference:</p> <p>Whistleblowing https://www.chinabank.ph/governance-policies</p>	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	<p>The Bank is a responsible corporate citizen that stands for values and strives to create value. It is committed to giving back to society by hiring and buying locally, promoting financial inclusion, and encouraging a strong spirit of volunteerism and charitable giving among our employees.</p> <p>The Bank is also committed to protecting the environment by responsibly managing our environmental footprint. In the last two decades, we have been implementing policies, projects, and practices to progressively lessen our operations' direct impact on the environment.</p> <p>We keep our environmental footprint as small as possible by being conscious of our energy and water consumption</p>	

		<p>and reducing wastage in every way we can. While the nature of financial sector is not an intensive user, we recognize the need to be prudent on the use of all natural resources and as such, we keep track on our usage to ensure it remains minimal. In 2025, our electricity consumption decreased to 23,141 MWh, from 2024 consumption of 25,686 MWh.</p> <p>Environmental and Social (E&S) Risk Management Framework</p> <p>Through our E&S Risk Management Framework, we proactively monitor and mitigate environmental, social, and climate-related risks to ensure the long-term resilience of our assets and operations. We have made resiliency a cornerstone of our leadership by fully incorporating our E&S Risk Management Framework into our Sustainability Strategy and broader enterprise risk systems.</p> <p>Sustainable Finance Framework (SFF)</p> <p>To ensure that our financial decision-making and contribution to sustainability are aligned with our financing activities, we established our SFF that would enable us to use ESG factors in identifying eligible projects in our financing, refinancing, and investment processes.</p> <p>Our SFF follows the Green, Social, and Sustainability Bond Principles issued by the International Capital Markets Association as well as the ASEAN Capital Markets Forum's Green and Social Bond Standards.</p> <p>Sustainability Transition Plan</p> <p>In 2025, as regulatory focus shifted toward scaling sustainable finance and adopting the International Sustainability Standards Board (ISSB) framework, we took a</p>	
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		<p>proactive lead in aligning our sustainability report with the new global reporting framework. We closely followed the Securities and Exchange Commission’s introduction of the Philippine Green Equity guidelines (MC No. 13) and the adoption of PFRS S1 and S2 (MC No. 16), recognizing these as vital steps for market transparency.</p> <p>To ensure we remain ahead of these requirements, we initiated an early transition plan by partnering with Singapore-based CSRWorks International for a comprehensive gap analysis of our reporting. We also conducted specialized, cross-functional training sessions to embed these new standards into our internal culture.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 28-77 (Sustainability – various sections) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=30</p>	
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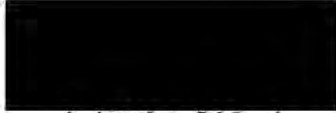
Optional: Principle 16

<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>COMPLIANT</p>	<p>The Bank is committed to place sustainability at the heart of its business and treats it as a cornerstone of its mission and the work it does. The Bank continues to adopt best practices and conduct its business responsibly and ethically to ensure the company’s sustainability and to contribute to a sustainable future for all. The Bank’s sustainability journey and corresponding efforts are comprehensively discussed in its 2025 Integrated Report.</p> <p>Links/References:</p> <ul style="list-style-type: none"> 2025 Integrated Report https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report 	
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		<ul style="list-style-type: none"> Sustainability at Chinabank https://www.chinabank.ph/chinabank-sustainability 	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>COMPLIANT</p>	<p>We value our commitment in sustaining the trust of our stakeholders as part of our Corporate Social Responsibility (CSR) policy. These commitments are anchored on the Bank's mission, vision, and core values through continuously supporting environmental and social development via community investments.</p> <p>In 2025, the Bank conducted various activities and participated in various projects on financial awareness and resilience, community outreach, environmental preservation, and other volunteer programs, among others.</p> <p>Link/Reference:</p> <p>2025 Integrated Report: Pages 56-57 (Corporate Social Responsibility: A Culture of Shared Value) https://www.chinabank.ph/library/cbc-integrated-report-2025-main-report#page=58 </p>	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report (I-ACGR) is signed on behalf of the registrant by the undersigned.

SIGNATURES



HANS T. SY
Chairman of the Board



ROMEO D. UYAN, JR.
President and CEO



PHILIP S.L. TSAI
Independent Director



GENARO V. LAPEZ
Independent Director



WILLIAM C. WHANG
Independent Director




ATTY. LEILANI B. ELARMO
Corporate Secretary



ATTY. AILEEN PAULETTE S. DE JESUS
Chief Compliance and Governance Officer

MAY 25 2026

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2026, affiant(s) exhibiting to me their identification documents, as follows:

NAME	IDENTIFICATION DOCUMENT
Hans T. Sy	
Romeo D. Uyan, Jr.	
Philip S.L. Tsai	
Genaro V. Lapez	
William C. Whang	
Atty. Leilani B. Elarmo	
Atty. Aileen Paulette S. De Jesus	

Notary Public

MOJEBEN REY GONZALES
Notary Public for the City of Makati

Doc No. 375
Page No. 77
Book No. 2
Series of 2026



Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report (I-ACGR) is signed on behalf of the registrant by the undersigned.

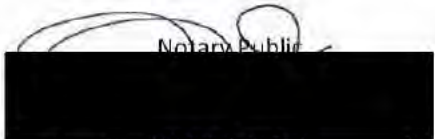


CLAIRE ANN T. YAP
Lead Independent Director

MAY 14 2026

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2026, affiant exhibiting to me her
_____ valid until _____

Doc No. 414
Page No. 84
Book No. 32
Series of 2026



Notary Public

REGINE C. YU
Notary Public for Makati City




Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report (I-ACGR) is signed on behalf of the registrant by the undersigned.


MARGARITA L. SAN JUAN
Former Lead Independent Director¹

SUBSCRIBED AND SWORN to before me this ___ day of MAY 15 2026, affiant exhibiting to me her


Notary Public

Doc No. 288
Page No. 60
Book No. 2
Series of 2026


MOUJECK STEVE O. CAHALES
Notary Public for the City of Makati

¹ Term as Independent Director expired after the 16 April 2026 Annual Stockholders' Meeting

Certificates of Participation in the 2025 Advanced Corporate Governance Training
(Corporate Secretary and Chief Compliance and Governance Officer)



CERTIFICATE OF ATTENDANCE

is presented to

ATTY. LEILANI B. ELARMO

CHINA BANKING CORPORATION

for having completed the

Advanced Corporate Governance Training

Vision Forward: Navigating AI and ESG in Banking

(i) The AI Revolution That's Rewriting Banking's Playbook; (ii) AI in Philippine Banking: Adoption, Governance & the Road to Responsible Innovation; (iii) Investing in People: Empowering Human Capital in Banking's AI Era; (iv) Corporate Governance Briefing: Climate Risks and its Systemic Cascade to Financial Risk and Opportunity

03 September 2025 at Chinabank Head Office, Makati City and through Zoom



Atty. Aileen Rauletta S. De Jesus
Chief Compliance and Governance Officer
China Banking Corporation

This training was approved by the Securities and Exchange Commission (SEC) per its advisement letter dated 02 September 2025 signed by Atty. Rachal Esther J. Gumtang-Remalante, Director of Corporate Governance and Finance Department, with reference number 202509-001-00.



CERTIFICATE OF ATTENDANCE

is presented to

ATTY. AILEEN PAULETTE S. DE JESUS

CHINA BANKING CORPORATION

for having completed the

Advanced Corporate Governance Training

Vision Forward: Navigating AI and ESG in Banking

(i) The AI Revolution That's Rewriting Banking's Playbook; (ii) AI in Philippine Banking: Adoption, Governance & the Road to Responsible Innovation; (iii) Investing in People: Empowering Human Capital in Banking's AI Era; (iv) Corporate Governance Briefing: Climate Risks and its Systemic Cascade to Financial Risk and Opportunity

03 September 2025 at Chinabank Head Office, Makati City and through Zoom



Atty. Aileen Paulette S. De Jesus
Chief Compliance and Governance Officer
China Banking Corporation

This training was approved by the Securities and Exchange Commission (SEC) per its advisement letter dated 02 September 2025 signed by Atty. Rachel Esther J. Gumtang-Remalante, Director of Corporate Governance and Finance Department, with reference number 202509-001-00.

Sample e-mail with Attached Board Meeting Agenda and Materials Sent to the Directors



[Chinabank] Part 1 of 4 - November 5, 2025 Regular Board Meeting - Agenda, Materials and Meeting Link

From Leilani B. Elarmo <LBELARMO@chinabank.ph>

Date Tue 10/28/2025 10:30 PM

To

[Redacted recipient list]

Cc

[Redacted recipient list]

[Redacted attachment list]

Dear Chairman, Members of the Board and Advisors,

We remind you of the regular **Board of Directors meeting** scheduled on **Wednesday, November 5, 2025, at 2:00 P.M.** The meeting will be held at the Boardroom, 4F - Executive Office, Chinabank Building at 8745 Paseo de Roxas cor. Villar St., Makati City. Lunch will be served in the Mancom Room at 1:00 P.M., prior to the Board meeting.

Attached is the agenda of the meeting, together with the materials we received today, October 28, 2025.

If you are unable to attend the meeting in person, you may participate and vote virtually through the Microsoft Teams link below:

[Redacted Teams link]

Thank you and God bless.

Lani

Leilani B. Elarmo

Corporate Secretary

Office of the Corporate Secretary



Office: +632 8885-5555 local 5131

China Banking Corporation

11F China Bank Building

8745 Paseo de Roxas cor. Villar St., Makati City, 1226

www.chinabank.ph




Certification from the Corporate Secretary re: the Bank's Business Plans



CERTIFICATION

This is to certify that the 2025 Budget and 2025 - 2029 Strategic Plan of China Banking Corporation were presented to, discussed, and approved by the Executive Committee during its meeting on 26 February 2025. These were subsequently confirmed and ratified by the Board of Directors during its meeting on 02 April 2025.

Issued this 14th day of May 2026 in Makati City.





LEILANI B. ELARMO
Corporate Secretary

Certification from the Corporate Secretary re: Performance Reports**CERTIFICATION**

This is to certify that the quarter-end performance reports of China Banking Corporation were presented to, discussed and duly noted by the Board of Directors during its meetings held in 2025, specifically on the following dates:

- 07 May 2025 – covering the Performance Highlights as of end-March 2025;
- 06 August 2025 – covering the Performance Highlights as of end-June 2025; and
- 05 November 2025 – covering the Performance Highlights as of end-September 2025.

Issued this 14th day of May 2026 in Makati City.


LEILANI B. ELARMO
Corporate Secretary
 

Engagement of Search Firm in sourcing out candidates for the Board of Directors

ZM Zyrille Mendoza
To: @ Katrina P. Walit
Cc: AJ Lugtu <alugtu@icd.ph>

Mon 1/13/2025 4:24 PM

Dear Ms. Keena,

Happy New Year! 🎉

Moving forward with Chinabank's request, please see the list with profiles of the following ICD members interested in this opportunity:



Attached are their profiles for your review. These profiles do not fully encapsulate the accomplishments or the breadth of experience of the members but they can be a good starting point to identify some people you would like to know more about. Likewise, we suggest that you have a meeting with our members to gain more insights on their character and see who could best fit your Board's needs and company culture. In case any of our recommendations are shortlisted by your company, we will advise the members of your interest and brief them about your company. Afterward, we can assist you in arranging meetings with them for introductions.

Should you need more choices or perhaps you are looking for a specific character or competence that was not considered, please let us know. We highly appreciate any feedback from you in case you are able to shortlist from our recommendations or if you would have chosen another director for this year.

Warmest regards,
Zy

Zyrille B. Mendoza | Institute of Corporate Directors
Assistant Manager- Members Relations
Members Relations Department
Telephone: +632 8884 1494 loc. 109

Updated RPT Materiality Threshold Matrix*As of April 2025*

Units Concerned	Material Amount	Transaction (as may be applicable, but not limited to)
Administrative Division	Php 50.0 M	Construction arrangements / contracts
	Php 50.0 M	Consulting, professional, agency and other service arrangements/contracts
	Php 50.0 M	Lease Arrangements / contracts <i>(including extension of lease)</i> – whether or not the Bank is the lessor or lessee
	Php 50.0 M	Sale / purchase of property
	Php 2.0 M	Sale , purchase or supply of any goods or materials <i>(FFE/OE)</i>
	Php 2.0 M	Sale , purchase or supply of any goods or materials <i>(Vehicle)</i>
Asset Quality and Recovery Management Division	Php 50.0 M	Sale of real estate acquired assets
Audit Group	Php 5.0 M	Audit services to be provided to subsidiaries
Cards and Personal Loans Group	Php 5.0 M	Credit card exposures
	Php 40.0 M	Corporate Salary Plus transactions
	Php 2.0 M	Salary Plus transactions
Core Finance Group	Php 2.0 M	Consulting, professional, agency and other service arrangements/contracts
Credit and Collections Group	Php 2.0 M	Sale of motor vehicle acquired assets
Credit Process Management Division	Php 2.0 M	Service arrangements/contracts
Human Resources Group	Php 10.0 M	Consulting, professional, agency and other service arrangements
Institutional Banking Segment	Php 50.0 M	Borrowings, commitments, fund transfers and guarantees
	Php 50.0 M	Factoring

Units Concerned	Material Amount	Transaction <i>(as may be applicable, but not limited to)</i>
Mortgage and Factoring Business Group	Php 50.0 M	Housing Loan – Corporate Borrower
	Php 10.0 M	Housing Loan – Individual Borrower
	Php 50.0 M	Vehicle Loan – Corporate Borrower
	Php 5.0 M	Vehicle Loan – Individual Borrower
	Office of the Corporate Secretary	Php 2.0 M
Retail Banking Business Segment	Php 50.0 M	Borrowings, commitments, fund transfers and guarantees; Lease Arrangements / contracts <i>(including extension of lease)</i> – whether or not the Bank is the lessor or lessee
Treasury Group	Php 500.0 M or its equivalent in other currencies	Borrowings, commitments, fund transfers and guarantees
	Php 500.0 M	Investments and/or subscriptions for debit/equity issuances
	Php 50.0 M <i>(local securities)</i>	Trading and derivative transactions
	Php 100.0 M <i>(Interest Rate Swap)</i>	
	\$ 10.0 M <i>(foreign currency securities)</i>	
	\$ 5.0 M FX spot transactions; \$ 15.0 M FX swap transactions;	
	\$ 5.0 M USD derivative transactions <i>(other than FX swaps);</i>	
Trust and Asset Management Group	Php 100.0 M	Trust Transactions – investments and fiduciary services
	Php 100.0 M	Trust Transactions – issuers and counterparties

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INTRODUCTION

The Internal Audit (IA) Charter aims to accomplish the following objectives:

- Document Audit Group's mandate, organizational position, reporting relationships, scope of work, types of services, and other specifications;
- Empower Audit Group in performing its duties mandated by the Board through the Audit Committee;
- Provide a basis for the Chief Audit Executive (CAE), Audit Committee and Senior Management in assessing whether the authority, role and responsibilities continue to enable the internal audit function to achieve its strategy and accomplish its objectives;
- Adhere to the pronouncements of regulators [i.e., Bangko Sentral ng Pilipinas, Securities and Exchange Commission and standard-setting organizations [e.g., Institute of Internal Auditors (IIA), Information Systems Audit and Control Association (ISACA)].

I. PURPOSE and VISION STATEMENT

The purpose of the internal audit function is to strengthen the Bank's ability to create, protect, and sustain value by providing the Board/Audit Committee and Senior Management with independent, risk-based, and objective assurance, advice, insight, and foresight.

Its function is to enhance the Bank's:

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

Audit Group's function is most effective when:

- It is performed by competent professionals in conformance with The Institute of Internal Auditor's (IIA) Global Internal Audit Standards;
- Internal audit function is independently positioned with direct accountability to the Audit Committee; and
- Internal auditors are free from undue influence and committed to making objective assessments.

VISION

Audit Group envisions the following:

1. A catalyst in promoting the Bank's –
 - Mission Statement which states:

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"We will be a leading provider of quality services consistently delivered to institutions, entrepreneurs, and individuals here and abroad, to meet their financial needs and exceed their rising expectations.

We will be a primary catalyst in the creation of wealth for our customers, driven by a desire to help them succeed, through a highly motivated team of competent and empowered professionals, guided by in-depth knowledge of their needs and supported by leading-edge technology.

We will maintain the highest ethical standards, sense of responsibility, and fairness with respect to our customers, employees, shareholders, and the communities we serve".

- Advocacy on Integrity, High Performance Standards, Commitment to Quality, Customer/stakeholder Service Focus, Concern for People, Efficiency and Resourcefulness/initiative in every area of internal audit function.
2. A stakeholder-focused support group that provides value-added assurance and advisory services to the Bank for the achievement of its goals and objectives, including insight and foresight.
 3. Obtain highest maturity level assessment of internal audit function in the External Quality Assessment characterized by:
 - Having an active and fully integrated Quality Assurance and Improvement Program (QAIP);
 - Having external quality assessment review performed every three years;
 - Having certification and rigorous continuing education for the members of Audit Group;
 - Being an innovator of best practices which support continuous growth, development and improvement across the Bank and the banking industry;
 - Being perceived as strategic partner and advisor by the Bank's Management on control and governance issues and enterprise risk management initiatives. Internal audit's advices and opinions are considered by Management as integral input in crafting policies and procedures.
 - Being a leader in the internal auditing profession and strong supporter of the Institute of Internal Auditors in elevating the practice of internal auditing in the Philippines.

II. MANDATE

As mandated by the Banko Sentral ng Pilipinas, Audit Group is established to serve as an independent, objective body to examine, evaluate and improve the effectiveness of internal control, risk management and governance system and processes of the Bank which helps management and the Board in protecting the bank and its reputation. The internal audit function shall both assess and complement operational management, risk management, compliance and other control functions. In this respect, internal audit shall be conducted in frequencies commensurate with the assessed

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levels of risk in specific banking areas and shall constitute as the third line of defense in the Bank's internal control system.

The Board grants Audit Group the mandate to strengthen the Bank's ability to create, protect and sustain value by providing the Audit Committee and Senior Management with independent, risk-based and objective assurance, advice, insight and foresight.

This mandate is carried out by providing independent and objective assurance and advisory services designed to add value and improve the Bank's operations. It aims to help the Bank accomplish its objectives by bringing a systematic and disciplined approach in evaluating and improving the effectiveness of risk management, control and governance processes of the Bank.

A. AUTHORITY

The authority of Audit Group is created by its direct reporting relationship to the Audit Committee as part of its oversight function. This authority allows free and unrestricted access to the Audit Committee, as well as all activities across the Bank and extends to the audit of the Bank's subsidiaries.

The Board authorizes internal audit function to:

1. Have full, free, and unrestricted access to all functions, data, records, information, physical property, and personnel of the Bank during the course of their examination with strict accountability for confidentiality and safeguarding records and information obtained.
2. Allocate resources, set frequencies, select subjects, determine scope and timing of work, and apply procedures and techniques, and issue communications to accomplish the audit objectives.
3. Obtain assistance from the necessary personnel of the Bank where audit engagements are being performed, as well as other specialized services from within or outside the Bank, in order to complete the internal audit services.
4. Require all members of staff and Management to provide on a timely manner, needed information and explanation necessary for the performance of its functions, especially those concerning security and compliance issues.

The CAE shall communicate, interact directly and have unrestricted access to the Audit Committee and the Board, including in executive sessions and between Board meetings, and as appropriate:

- Have an open and direct access to the Chairman or any member of the Board to communicate sensitive matters or issues facing internal audit or the Bank.
- Formally conduct a private meeting with the Board or Audit Committee at least annually (without Senior Management) to discuss sensitive matters or issues.

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- Participate in one-on-one meetings or phone calls periodically with the Board or Audit Committee chair, prior to scheduled meetings or routinely during the year.

To establish direct reporting relationship, maintain, and assure that Audit Group has sufficient authority to fulfill its duties, the Board thru the Audit Committee shall:

1. Review and approve the -
 - Internal Audit Charter;
 - Risk-based audit plan, including significant interim changes;
 - Internal audit budget and resource plan and all major changes therein; and
 - Internal audit function's methodologies as part of its oversight role.
2. Authorize the appointment and removal of the CAE, and provide input to Senior Management to support the performance evaluation and remuneration of the CAE.

B. CAE'S ROLES AND RESPONSIBILITIES

The primary role of the internal audit function is to conduct internal audit activities and deliver internal audit services. The internal audit function's responsibilities comprise its accountability and obligations to carry out its role(s), as well as the specific expectations of key stakeholders.

1. Ethics and Professionalism

The CAE shall ensure that internal auditors:

- Conform with the Global Internal Audit Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care and confidentiality.
- Understand, respect, meet and contribute to the legitimate and ethical expectations of the Bank and be able to recognize conduct that is contrary to those expectations.
- Encourage and promote an ethics-based culture in the Bank.
- Report organizational behaviour that is inconsistent with the Bank's ethical expectations, as described in the applicable policies and procedures.

2. Objectivity

The CAE shall ensure that the internal audit function is free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing, and communication.

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If the CAE determines that objectivity may be impaired in fact or appearance, the details of the impairment shall be disclosed to appropriate parties.

Internal auditors shall maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, no quality compromises are made, and they do not subordinate their judgment on audit matters to others, either in fact or appearance.

To further reinforce its objectivity:

- 1) Internal auditors shall have no direct operational duties and responsibilities for the Bank and its subsidiaries or authority over any of the activities they review. Accordingly, they shall not implement internal controls, develop policies and procedures, install systems, prepare records, or engage in any other activity that may impair auditor's judgment including assessing specific activities for which they had responsibility within the previous 12 months. If internal auditors are to provide advisory services relating to activities for which they had previous responsibilities, they must disclose potential impairments to the party requesting the services before accepting the engagement.
- 2) Internal audit is not authorized to –
 - Initiate or approve accounting transactions external to the internal audit functions;
 - Direct the activities of any Bank employee not under the Audit Group , except to the extent that such employees have been appropriately assigned to internal audit teams or to assist the internal auditors; and
 - Disclose information obtained during the course of audits to unauthorized parties but rather use such information strictly for audit purposes only.
- 3) Internal auditors shall:
 - Exhibit professional objectivity in gathering, evaluating, and communicating information about the unit/process/system being examined;
 - Make balanced assessments of all available and relevant facts and circumstances;
 - Take necessary precautions to avoid conflicts of interest, bias and undue influence; and
 - Disclose impairments of independence or objectivity, in fact or appearance to appropriate parties at least annually.

3. Managing the Internal Audit Function

The CAE has the responsibility to:

- 1) Develop an annual risk-based audit plan that considers the inputs of Senior Management and the Audit Committee. Discuss the plan with Senior Management and

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the Audit Committee and submit the plan to the Audit Committee for review and approval;

- 2) Communicate the impact of scope and any resource limitations on the internal audit coverage and limitations on scope or restrictions on access to information to Senior Management and the Audit Committee;
- 3) Review and adjust the internal audit plan as necessary, in response to changes in the Bank's business, risks, operations, programs, systems, and controls;
- 4) Communicate with Senior Management and the Audit Committee significant interim changes to the internal audit plan and present to the Audit Committee for review and approval;
- 5) Ensure internal audit engagements are performed, documented and communicated in accordance with the Global Internal Audit Standards;
- 6) Follow-up on engagement findings and confirm the implementation of recommendations and management action plans and communicate the results of internal audit services and each engagement to the Audit Committee and Senior Management as appropriate;
- 7) Ensure that internal audit function collectively possesses or obtains sufficient knowledge, skills, experience & other competencies and obtains professional certification needed to meet the requirements of the Global Internal Audit Standards and fulfill the internal audit mandate;

If the internal audit function lacks appropriate and sufficient human resources to achieve the plan, the CAE shall determine how to obtain the resources. Outsourcing of internal audit function shall be done on a limited basis to access certain areas of expertise that are not available in the internal audit function or to address resource constraints;
- 8) Manage external service providers, when used;
- 9) Manage internal audit function's financial resources, ensure human resources are appropriate, sufficient and effectively deployed and has technology to support the internal audit process;
- 10) Identify and consider trends and emerging issues that could impact the Bank and communicate to Senior Management and the Audit Committee, as appropriate;
- 11) Consider emerging trends and successful practices in internal auditing;
- 12) Establish and ensure adherence to methodologies designed to guide the internal audit function;
- 13) Ensure adherence to the Bank's relevant policies and procedures, unless such policies and procedures conflict with the internal audit charter or the Global Internal Audit Standards. Any such conflicts shall be resolved or documented and communicated to Senior Management and the Audit Committee; and

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- 14) Coordinate activities and consider relying on the work of other internal and external assurance and advisory service providers. If unable to achieve an appropriate level of coordination, the concern shall be communicated to Senior Management and if necessary, escalated to the Audit Committee.

4. Communication with the Audit Committee and Senior Management

The CAE shall report periodically to the Audit Committee and Senior Management regarding:

- Internal audit function's mandate;
- Internal audit plan and performance relative to its plan;
- Significant revisions to the internal audit plan and budget;
- Results of assurance and advisory services and monitoring of results, including results of investigation conducted on fraudulent activities and irregularities;
- Internal audit budget;
- Potential impairments to independence, including relevant disclosures as applicable;
- Results of Quality Assurance and Improvement Program, which include internal audit function's conformance with The Global Internal Audit Standards and action plans to address deficiencies and opportunities for improvement;
- Significant risk exposures and control issues, including fraud risks, governance issues, and other areas of focus for the Board/Audit Committee;
- Resource requirements, including:
 - Appropriateness and sufficiency of internal audit function's human resources.
 - impact of insufficient financial, human resources and technology limitations;
- Management's responses to risk that the internal audit function determines may be unacceptable or acceptance of risk that is beyond the Bank's risk appetite; and
- Annual assessment and opinion on the overall adequacy and effectiveness of the Bank's processes for controlling its operations and managing its significant risks.

III. INDEPENDENCE , ORGANIZATIONAL POSITION AND REPORTING RELATIONSHIPS

The CAE shall be positioned at a level in the Bank that enables internal audit services and responsibilities to be performed without interference from management, thereby establishing the independence of the internal audit function.

All officers and staff of Audit Group shall report to the CAE who in turn reports functionally to the Board of Directors thru the Audit Committee, and administratively (i.e. day to day operations) to the President. This positioning provides the organizational authority and status to bring matters directly to Senior Management and escalate matters to the Board, when necessary, without interference and supports the internal auditor's ability to maintain its objectivity.

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The CAE shall confirm to the Board, at least annually, the organizational independence and objectivity of the internal audit function. If the governance structure does not support organizational independence, the CAE shall document the characteristics of the governance structure limiting independence and any safeguards employed to achieve the principle of independence. The CAE shall disclose to the Audit Committee any interference internal auditors encounter related to the scope, performance, or communication of internal audit work and results. This includes communicating the implications of such interference on the internal audit function's effectiveness and ability to fulfill its mandate.

When the CAE has ongoing roles, that fall outside internal auditing, safeguards shall be established to limit impairments to independence and objectivity.

IV. SCOPE AND TYPES OF INTERNAL AUDIT SERVICES

Audit Group's scope of internal audit services covers the entire breadth of the Bank, including all of its subsidiaries' activities, assets and personnel. It also encompasses but is not limited to the objective examinations of evidence to provide independent assurance and advisory services to the Board and management on the effectiveness of the Bank's risk management, control and governance processes

All processes, systems, units, and activities, including outsourced services, shall fall within the overall scope of the internal audit function.

Services Provided by Audit Group

- a. **Assurance services** are services through which internal auditors perform objective assessments to provide assurance. These are intended to provide confidence about governance, risk management, and control processes to the Bank's stakeholders, especially the Board, Senior Management, and the management of the activity under review. Through assurance services, internal auditors provide objective assessments of the differences between the existing conditions of an activity under review and a set of evaluation criteria. Internal auditors evaluate the differences to determine whether there are reportable findings and to provide a conclusion about the engagement results, including reporting when processes are effective.

Examples of assurance services include compliance, financial, operational/performance, and technology engagements. Internal auditors may provide limited or reasonable assurance, depending on the nature, timing, and extent of procedures performed.

- b. **Advisory services** are services through which internal auditors provide advice to the Bank's stakeholders without providing assurance or taking on management responsibilities. Internal auditors may initiate advisory services or perform them at the request of the Board, Senior Management, or the management of an activity.

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The nature and scope of advisory services may be agreed with the party requesting the service, provided the internal audit function does not assume management responsibility.

Opportunities for improving the efficiency of governance, risk management and control processes may be identified during advisory engagements. These shall be communicated to the appropriate level of management.

Examples include advising on the design and implementation of new policies, processes, systems, and products; providing forensic services; providing training; and facilitating discussions about risks and controls.

Internal audit engagements may include evaluating whether:

1. Current and potential risks relating to the achievement of the Bank's strategic objectives are appropriately identified and managed.
2. Bank's operations or programs are being carried out effectively and efficiently and results of operations or programs are consistent with established goals and objectives.
3. The integrity of information and the means used to identify, measure, analyze, classify, and report such information are accurate, reliable, and timely.
4. The actions of the Bank's officers, directors, management, employees, and contractors comply with Bank's code of conduct, policies, procedures, applicable laws and regulations and governance standards.
5. Bank's resources and physical assets are acquired economically, used efficiently and sustainably, and protected adequately protected, including safeguarding of the Bank's information assets.
6. Established processes and systems enable compliance with the policies, procedures, relevant laws, rules and regulations that could significantly impact the Bank are recognized and addressed properly.
7. Quality and continuous improvement are fostered in the Bank's control process.
8. Interaction with the various Bank's groups and regulatory authorities occurs as needed.

V. COMMITMENT TO ADHERENCE TO THE STANDARDS

Audit Group shall adhere to the mandatory elements of The IIA's International Professional Practices Framework, which consists of the Global Internal Audit Standards and Topical Requirements. The CAE shall periodically report to the Audit Committee and Senior Management regarding internal audit function's conformance with the Standards, which will be assessed through a quality assurance and improvement program.

The IIA's Supplemental Guidance shall also be adhered to, as applicable, in performing internal audit services.

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In addition, internal audit function shall abide by the Bank's policies and procedures, professional and ethical standards (Code of Conduct), manuals and standards issued by the regulatory/government agencies and Information Systems Audit and Control Association (ISACA).

VI. QUALITY ASSURANCE AND IMPROVEMENT PROGRAM

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

Annually, the CAE shall communicate to Senior Management and the Audit Committee, internal audit function's quality assurance and improvement program, including the results of internal assessments (ongoing monitoring and periodic self-assessments) and external assessments conducted at least every five years by a qualified, independent external assessor.

VII. REVIEW AND CHANGES TO THE MANDATE AND INTERNAL AUDIT CHARTER

Audit-Quality Assurance Department shall review this Charter at least annually to ensure it is updated.

Circumstances may need a follow-up discussion between the CAE, Audit Committee and Senior Management on the internal audit mandate or other aspects of the IA Charter. These may include but not limited to:

- Significant changes in the Global Internal Audit Standards
- Significant change within the Bank such as acquisition or reorganization
- Significant change in the CAE, Audit Committee and/or Senior Management
- Significant changes to the Bank's strategies, objectives, risk profile or the environment in which it operates
- New laws or regulations that may affect the nature and/or scope of internal audit services.

Updates and changes thereto shall be presented by the CAE to the Audit Committee for review and approval.

References:

1. BSP Manual of Regulations for Banks Y2022 Edition
2. 2024 Edition, The Institute of Internal Auditors Global Internal Audit Standards.
3. IA IPPF Supplemental Guidance Model Internal Audit Charter.
4. 2024 Model Internal Audit Charter


Certification from the Corporate Secretary re: Audit Committee meeting with the External Auditor



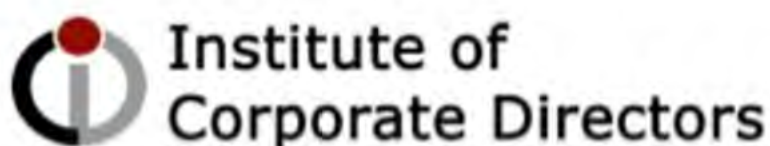
CERTIFICATION

This is to certify that on 20 August 2025, the Audit Committee of China Banking Corporation met with the external auditor, SyCip Gorres Velayo & Co. (SGV), without the presence of anyone from management.

Issued this 14th day of May 2026 in Makati City.


LEILANI B. ELARMO
Corporate Secretary

Certification from ICD re: most recent conduct of Third-Party Board Evaluation




ICD certifies that an independent Third-Party Board
Evaluation for 2025 was conducted for

CHINA BANKING, CORP.

The Third-Party Board evaluation was conducted by reviewing questionnaires submitted by each Director and analyzing the responses to provide recommendations.

The scope includes structure and composition, responsibilities and duties, board processes, dynamics and relationships, and corporate governance practices related to the strategy, policy, oversight, and accountability functions giving insights on the effectiveness of the Board, the Committee, the Chairperson, and the Directors.

18 November 2025
at Makati City, Philippines


Senén L. Matoto
President





R.G. Manabat & Co.

is proud to present this

Certificate of Recognition

to

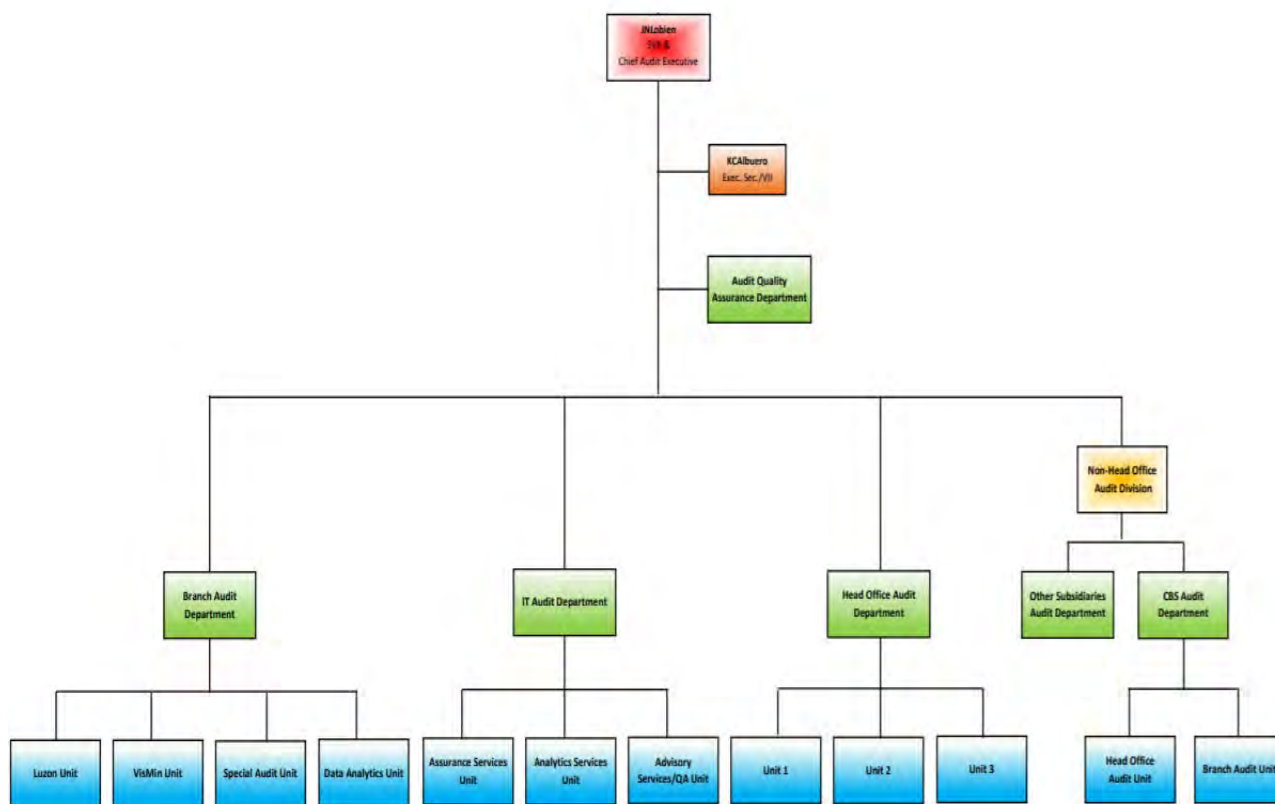
China Banking Corporation

for having completed the External Quality Assessment Review of Internal Audit Activity. Based on our assessment, the Group Internal Audit of China Banking Corporation **Generally Conforms** to the IIA's *International Standards for the Professional Practice of Internal Auditing*. Given this 22nd of May 2024.



Jeffrey M. Tapia
Partner, Advisory - Risk Consulting




Audit Group's Table of Organization



Certification from the Corporate Secretary re: 2024 Attestation on Control Processes**CERTIFICATION**

This is to certify that during the Audit Committee meeting held on 18 February 2026, the Chief Audit Executive of China Banking Corporation presented his 2025 attestation that "the Bank's control processes, operating across the organization, are generally in place, adequate and working effectively to mitigate risks that can adversely affect the achievement of the Bank's objectives."

Issued this 14th day of May 2026 in Makati City.


LEILANI B. ELARMO
Corporate Secretary
 

Certificate of Registration of the Bank's Logo with Intellectual Property of the Philippines (IPO)



Certificate of Registration

Registration No. : 4/2024/00511290
Date of Registration : 22 June 2024
Term : 10 years (until 22 June 2034)



CHINABANK FOCUSED ON YOU

Filing Date	: 25 April 2024
Registrant	: China Banking Corporation [PH]
Address	: 8745 Paseo de Roxas cor Villar St., Makati City, Metro Manila, Philippines
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