



DEVELOPMENT BANK OF THE PHILIPPINES

Head Office: Sen. Gil J. Puyat Avenue corner  
Makati Avenue, Makati City, Philippines



# DEVELOPMENT BANK OF THE PHILIPPINES

## ANNUAL CORPORATE GOVERNANCE REPORT

### 2023

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## A. BOARD MATTERS

### 1) Board of Directors (BOD)

<b>Number of Directors per Articles of Incorporation</b>	Nine (9)
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<b>Actual number of Directors for the year ended</b>	Eight (8)
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#### (a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type <sup>1</sup>	Date first appointed	Date of Oath	No. of years and months served as director <sup>2</sup>
Chairman Dante O. Tiña	Independent/Non-executive Director	12/15/2022	12/22/2022	1 year
President and Chief Executive Officer (CEO) Michael O. de Jesus	Executive Director	1/6/2023	1/11/2023	11 months
President and CEO Emmanuel G. Herbosa	Executive Director	02/15/2019	03/01/2019	3 years and 10 months <sup>3</sup>
Director Roberto V. Antonio	Independent/Non-executive Director	09/15/2022	09/27/2022	1 year and 3 months
Director Maria Lourdes A. Arcenas	Independent/Non-executive Director	11/28/2016	01/04/2017	6 years
		1/6/2023	1/12/2023	11 months
Director Emmeline C. David	Independent/Non-executive Director	1/6/2023	1/12/2023	11 months
Director Wilma T. Eisma	Regular/Non-executive Director	03/01/2022	03/01/2022	1 year and 9 months
Director Emmanuel P. Galicia, Jr.	Regular/Non-executive Director	10/10/2016	11/11/2016	6 years and 2 months <sup>4</sup>
Director Rogelio V. Garcia	Regular/Non-executive Director	01/31/2017	02/15/2017	6 years and 2 months <sup>5</sup>
Director Dante V. Liban	Regular/Non-Executive Director	08/10/2021	08/20/2021	1 year and 4 months <sup>6</sup>
Director Philip G. Lo	Independent/Non-executive Director	4/25/2023	5/5/2023	7 months

<sup>1</sup> Executive Director (ED), Non-Executive Director (NED) or Independent Director (ID)

<sup>2</sup> From the date the Director concerned took their oath/accepted the position until December 31, 2023.

<sup>3</sup> Served as Vice-Chairman and President and CEO until 17 January 2023 following the appointment, oath and assumption to duty of President and CEO Michael O. de Jesus

<sup>4</sup> Served as Director until 11 January 2023 following the appointment of Director Jaime Z. Paz

<sup>5</sup> Served as Director until May 4, 2023 following the appointment of Director Philip G. Lo

<sup>6</sup> Served as Director until 11 January 2023 following the appointment of Director Emmeline C. David

Director Consuelo N. Padilla	Regular/Non-executive Director	03/08/2022	03/16/2022	11 months <sup>7</sup>
Director Jaime Z. Paz	Independent/Non-executive Director	1/6/2023	1/12/2023	11 months

**(b) How often does the Board review and approve the vision, mission, and strategy?**

Once a year.

The DBP Board of Directors reviews and/or approves the vision, mission, and strategy of the Bank on an annual basis during the conduct of a Board Retreat. The Board Retreat for CY 2024 was held last 24 October 2023 at the Bulwagan ng Diwang Pilipino.

During the activity, Sector Heads discussed performance assessment results and action plans while the Strategic Planning Group presented the synthesis of the enterprise environmental scan to provide context to the strategy review.

During the Board Retreat, the enhanced strategy map wherein the bank's 2040 vision statement was revised to: *"By 2040, DBP is a world-class infrastructure and development financial institution and a proven catalyst for a sustainably progressive and inclusive Philippines."* The balanced scorecard for calendar year 2024 was also presented during the Executive Board Committee Meeting on 25 October 2023.

All Sector Heads, including select members from the Bank's Senior Management, attended the Board Retreat. Members of the Board in attendance include Chairman Dante O. Tinga, PCEO Michael O. de Jesus, Dir. Roberto V. Antonio and Dir. Jaime Z. Paz.

**(c) Does the Board of Directors monitor or oversee the implementation of its corporate strategy?**

Pursuant to the DBP Manual of Corporate Governance, the Board of Directors continuously monitors and oversees the implementation of the Bank's corporate strategy as part of their duties and responsibilities.

In addition to the annual strategy review during the Board Retreat, members of Senior Management regularly report to the Board and its various committees on matters relating to and affecting bank strategy. Particularly, quarterly performance results based on the organization's balanced scorecard are also presented to the Board of Directors before its submission to GCG.

The Strategic Planning Group submits Quarterly Performance Scorecard Monitoring Reports to the Board of CY 2023 reports were submitted, specifically on the following dates: 28 April 2023 (1<sup>st</sup> Quarter Performance Scorecard Monitoring Report), 26 July 2023 (2<sup>nd</sup> Quarter Performance Scorecard Monitoring Report), 18 November 2023 (3<sup>rd</sup> Quarter Performance Scorecard Monitoring Report), and 17 April 2024 (4<sup>th</sup> Quarter Performance Scorecard Monitoring Report).

**(d) Did the bank achieve 90% on its 2023 Performance Scorecard?**

GCG has yet to release the results of the validation of DBP's CY 2023 Performance Scorecard. However, DBP's assessment of its accomplishments vis-à-vis its commitments showed that it has achieved 93.15% of its annual targets.

<sup>7</sup> Served as Director until 28 February 2023 following the acceptance of her courtesy resignation by the Office of the President of the Philippines

Copies of DBP's Performance Scorecard Monitoring Reports for the 1st – 4th Quarter may be downloaded from the Corporate Governance Page of the DBP Website.

### (e) Directorship in Other Companies

#### (i) Directorship in the Company's Group<sup>8</sup>

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group as of 31 December 2023:

Director's Name	Corporate Name of the Group Company
Chairman Dante O. Tiña	<ul style="list-style-type: none"> <li>• DBP Data Center, Inc.</li> <li>• DBP Insurance Brokerage, Inc.</li> <li>• Philippine International Trading Corporation</li> </ul>
President and CEO Michael O. de Jesus	<ul style="list-style-type: none"> <li>• DBP Data Center, Inc.</li> <li>• LGU Guarantee Corporation<sup>9</sup></li> <li>• DBP Daiwa Capital Markets, Phils. Inc.</li> <li>• DBP Insurance Brokerage, Inc.</li> <li>• Bancnet, Inc.</li> </ul>
Director Roberto V. Antonio	<ul style="list-style-type: none"> <li>• DBP Insurance Brokerage, Inc.</li> </ul>
Director Maria Lourdes A. Arcenas	<ul style="list-style-type: none"> <li>• Al Amanah Islamic Investment Bank of the Philippines</li> <li>• DBP Service Corporation</li> </ul>
Director Emmeline C. David	<ul style="list-style-type: none"> <li>• DBP Data Center, Inc.</li> <li>• DBP Management Corporation</li> <li>• DBP Service Corporation</li> </ul>
Wilma T. Eisma	<ul style="list-style-type: none"> <li>• DBP Insurance Brokerage, Inc.</li> </ul>

#### (i) Directorship in Other Listed Companies

Director's Name	Position	Corporate Name of the Group Company
Not Applicable	Not Applicable	Not Applicable

## 2) Chairman and CEO

### (a) Do different persons assume the role of Chairman of the Board of Directors and CEO?

Yes

☒

No

☐

Chairman of the Board	Dante O. Tiña (since December 22, 2022)
President and CEO	Emmanuel G. Herbosa (until 17 January 2024) Michael O. de Jesus (since 18 January 2024)

<sup>8</sup> The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

<sup>9</sup> Ceased operations on 31 December 2019. Board of Trustees are conducting winding up activities.

### 3) Changes in the Board of Directors (Executive, Non-Executive, and Independent Directors)

#### (a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation from Office	Reason
Emmanuel G. Herbosa	President and Chief Executive Officer	17 January 2023	Replaced with the appointment of PCEO Michael O. de Jesus
Emmanuel P. Galicia Jr.	Director	11 January 2023	Replaced with the appointment of Director Jaime Z. Paz
Dante V. Liban	Director	11 January 2023	Replaced with the appointment of Director Emmeline C. David
Consuelo N. Padilla	Director	28 February 2023	Courtesy resignation accepted by the Office of the President of the Philippines on 28 February 2023
Rogelio V. Garcia	Director	04 May 2023	Replaced with the appointment of Director Philip G. Lo

### 4) Orientation and Education Program

#### (a) Disclose details of the company's orientation program for new directors, if any.

Pursuant to the policies of the Bangko Sentral ng Pilipinas (BSP) and the Governance Commission for GOCCs (GCG), as adopted by the Bank's Board of Directors under the Continuing Education Program of the Board of Directors, all incumbent directors must undergo an annual training or seminar on Corporate Governance or other related topics, including an orientation program for newly appointed directors.

All newly appointed directors were likewise furnished with an onboarding kit and were informed of their respective duties and responsibilities under the BSP Manual of Regulations for Banks (MORB) and the DBP Manual on Corporate Governance through an orientation conducted by the Office of the Corporate Secretary. Moreover, the new directors are immediately enrolled in a Corporate Governance Orientation Program given by an accredited training provider by the BSP or GCG.

#### (b) Continuing education programs for directors: programs, seminars, and roundtables attended during the year.

The Board of Directors regularly attends both in-house and outsourced capacity-building training programs and seminars as part of the Bank's Continuing Professional Education Program.

In CY 2023, all members of the DBP Governing Board attended at least two (2) training programs. The list of training courses attended by each Director and its corresponding details may be downloaded from the Corporate Governance page of the DBP website.

5) Other biographical details of the members of the board

Name of Director	Age	Experience/ Affiliations
<b>Chairman Dante O. Tinga</b>	84	<ul style="list-style-type: none"> <li>Supreme Court (Former Associate Justice)</li> <li>House of Representatives for the Taguig-Pateros legislative district (Former Member) <ul style="list-style-type: none"> <li>a. Chairperson of the Committee on Corporations and Franchises</li> <li>b. House Majority Speaker for Luzon</li> <li>c. Chairperson of the Committee on Energy</li> <li>d. Speaker's Deputy in the Committee on Rules</li> </ul> </li> <li>University of the East (UE) Colleges of Business Administration and Law (Former Professor)</li> <li>UE College of Law (Former Dean)</li> <li>Polytechnic University of the Philippines College of Law (Former Dean)</li> </ul>
<b>President and CEO Michael O. de Jesus</b>	64	<ul style="list-style-type: none"> <li>Rizal Commercial Banking Corporation (Former Executive Director)</li> <li>Philippine National Bank (Former First Senior Vice President)</li> <li>United Coconut Planters Bank (Former First Vice President)</li> <li>Dai Chi Kanyo Bank (Senior Transactor)</li> <li>Credit Lyonnais (Vice President)</li> <li>Citibank (Manager)</li> </ul>
<b>President and CEO Emmanuel G. Herbosa</b>	70	<ul style="list-style-type: none"> <li>DBP Daiwa Capital Markets Philippines, Inc. (Chairman)</li> <li>LGU Guarantee Corporation</li> <li>Trinity Insurance Brokers (Independent Director)</li> <li>La Funeraria Paz, Inc. (Independent Director)</li> <li>Assist America Phils., Inc. (Independent Director)</li> <li>Emrose Ventures Corp. (President at business inception)</li> <li>Bambina Food Ent. (President at business inception)</li> <li>Bank of the Philippine Islands (Former Senior Vice President)</li> </ul>



Name of Director	Age	Experience/ Affiliations
		<ul style="list-style-type: none"> <li>• Bank of Commerce (Former Executive Vice President)</li> <li>• Ayala Insurance (Former Chief Operating Officer)</li> <li>• Philippine Guarantee Corporation (Former President and CEO)</li> <li>• De La Salle School Boards (Former Director)</li> <li>• De La Salle Brothers Fund, Inc. (Former Director)</li> <li>• P &amp; Gers Fund, Inc. (Former Director)</li> </ul>
<b>Director Roberto V. Antonio</b>	61	<ul style="list-style-type: none"> <li>• Kalimera, Inc. (President)</li> <li>• RVA and Sons Inc. (President)</li> <li>• RVA International Trading (President)</li> <li>• RVA Hatch, Inc. (Chairman)</li> <li>• Right Eight Security Agency, Inc. (Vice Chairman)</li> <li>• Mustang Holdings, Inc. (Consultant)</li> <li>• Premium Leisure Corporation (Independent Director)</li> <li>• Pacific Online System Corporation (Independent Director)</li> </ul>
<b>Director Maria Lourdes A. Arcenas</b>	73	<ul style="list-style-type: none"> <li>• DM Consunji Inc. (Senior Advisor – Corporate Social Responsibility)</li> <li>• Mothers for Peace Social Enterprises Inc. (Funding Trustee)</li> <li>• Women Institute for Social Entrepreneurship Inc. (Chairperson Emerita)</li> <li>• Local and international corporations in the mining, power, forestry, and infrastructure sectors (Senior Adviser)</li> <li>• Philippine Mining Corporation (Senior Advisor – Social Development)</li> <li>• Arava Development Corporation (Treasurer)</li> <li>• Jose P Laurel Memorial Foundation (Trustee, Pro-Bono)</li> <li>• Vitirian Holdings, Inc. (Treasurer)</li> </ul>
<b>Director Emmeline C. David</b>	52	<ul style="list-style-type: none"> <li>• Picazo, Buyco, Tan, Fider and Santos Law Office (Former Associate)</li> <li>• Office of Representative Peter John Calderon (Consultant)</li> <li>• Office of Congressman Emerito S. Calderon Sr. (Former Political Affairs Officer)</li> <li>• Avatar Realty Corporation (President)</li> <li>• Neufort Development Corporation (President)</li> <li>• Sustainable Development of the St. Jude Samboan Foundation in Cebu (Treasurer)</li> </ul>

Name of Director	Age	Experience/ Affiliations
		<ul style="list-style-type: none"> <li>Bureau of Customs (Former Collection of Customs IV)</li> </ul>
<b>Director Wilma T. Eisma</b>	54	<ul style="list-style-type: none"> <li>SMC Infrastructure, San Miguel Holdings Corp. (Consultant)</li> <li>The Next Better Things Inc. (Consultant)</li> <li>Subic Bay Metropolitan Authority (Former Administrator and Chairman)</li> </ul>
<b>Director Emmanuel P. Galicia, Jr.</b>	53	<ul style="list-style-type: none"> <li>Independent Baptists Churches in the Philippines (President)</li> <li>Goc-Ong Associates Law Offices/LG Law (Associate/Partner)</li> <li>Various companies in Davao City (Retained Lawyer)</li> </ul>
<b>Director Rogelio V. Garcia</b>	75	<ul style="list-style-type: none"> <li>Sagay Central, Inc. (Chairman)</li> <li>Rogelio V. Garcia Law Office (Senior Partner)</li> <li>Private Practice (Practicing Lawyer)</li> <li>Junior Chamber International Senate ASEAN (Member)</li> <li>Batasang Pambansa (Former Member)</li> <li>Department of Labor and Employment (Former Deputy Minister/Undersecretary)</li> <li>Manila International Airport Authority (Former Director)</li> <li>Integrated Bar of the Philippines (held various positions)</li> <li>JCI Senate Philippines (Former National President)</li> <li>JCI Senate – TOFIL Foundation (Former President)</li> <li>Sagay Central, Inc. (Former Chairman)</li> </ul>
<b>Director Dante V. Liban</b>	76	<ul style="list-style-type: none"> <li>Rotary Club of Quezon City – Mother Club in Rotary Club in Rotary International District 3780 (President)</li> <li>Philippine Councilors' League (National Adviser)</li> <li>Chamber of Commerce of the Philippines (Former Deputy Secretary General - Concurrent)</li> <li>Employers' Confederation of the Philippines (Former Executive Secretary - Concurrent)</li> <li>Association of Southeast Asian Nations Chamber of Commerce &amp; Industry's Working Group on Industrial Complementation (Former Administrative Director - Concurrent)</li> <li>University of the Philippines, Mindanao State University, Polytechnic University of the Philippines, Philippine Normal University (Former Board of Regents)</li> </ul>

Name of Director	Age	Experience/ Affiliations
		<ul style="list-style-type: none"> <li>• Trinity University of Asia (Former Trustee)</li> <li>• Technical Education and Skills Development Authority (Former Director General)</li> <li>• House of Representatives (Former Congressman)</li> <li>• Quezon City Government (Former City Councilor)</li> </ul>
<b>Director Philip G. Lo</b>	66	<ul style="list-style-type: none"> <li>• Toyota Mabolo, Cebu, Inc. (President/Chairman)</li> <li>• Coast Pacific Group of Companies (President/Chairman)</li> <li>• Coast Pacific Golden Milestone Corporation (Director)</li> <li>• Black Diamond Infinite Motors Corporation (Director)</li> <li>• Goldberry Group of Hotels &amp; Resorts (Chairman)</li> <li>• Black Diamond Development and Real Estate Corporation (Director)</li> <li>• Red Bark Treasures Development Corporation (Chairman)</li> <li>• Golden Bark International Corporation (Director)</li> <li>• Clear Water Ice Plant and Cold Storage Corporation (Director)</li> <li>• Coast Pacific Manufacturing Corporation (Chairman)</li> </ul>
<b>Director Consuelo N. Padilla</b>	63	<ul style="list-style-type: none"> <li>• Landbank Countryside Development Foundation, Inc. (Chairperson)</li> <li>• PTFC Baesa Redevelopment Corporation (Director)</li> <li>• Seltoh/Tohsel Corporation (Director)</li> <li>• Foundation for Development Through Education (Treasurer)</li> <li>• Padilla De Los Reyes, Inc. (Director)</li> </ul>
<b>Director Jaime Z. Paz</b>	59	<ul style="list-style-type: none"> <li>• Benjamin Abalos Law Firm (Former Law Partner)</li> <li>• International Solid Waste Management Specialist, Inc. (Former Technical and Legal Consultant)</li> <li>• Metro Manila Development Authority (Former General Manager)</li> <li>• Commission on Elections (Former Head Executive Assistant, Office of the Chairman)</li> <li>• Social Housing Finance Corporation (Former Director)</li> <li>• Laguna Lake Development Authority (Alternate Representative in the Board of Directors)</li> </ul>

Please refer to **Annex A** for the complete profile of the DBP Board of Directors.

## B. CODE OF BUSINESS CONDUCT & ETHICS

The DBP Code of Ethics sets forth the values, ethical principles, and ethical standards that all members of the Board of Directors, officers, and employees are expected to uphold. In line with the norms of conduct embodied in the Code, all DBP officials and employees shall perform and discharge their duties with the highest degree of responsibility, integrity, competence, and loyalty, act with patriotism and justice, lead modest lives, and uphold public interest over personal interest.

Corporate principles and values are likewise enshrined in the Code of Ethics, where the duties and obligations of DBP towards its stakeholders and the duties and responsibilities of the officers and employees towards the Bank are laid down for clear understanding and appreciation.

### 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, officers, and employees.

Business Conduct & Ethics	Directors	Officers and Employees
<p><b>(a) Conflict of Interest</b></p>	<p>In order to avoid conflicts of interest and violations to the interlocking directorships rule, members of the Board shall, at the beginning of their respective term, disclose to the Board and BSP any interest that they may have in any corporation, partnership, or association and shall thereafter disclose any changes thereto. In the event of a conflict with respect to any matter for discussion or resolution, wherein the Board member has a direct personal interest or any of his relatives within the second degree of consanguinity or affinity has such interest, the concerned director must inhibit from the deliberation on the matter. The minutes of the meeting shall note the Board member's inhibition from the deliberation.</p> <p>For the interlocking directorship issue, the concerned director must resign and/or divest himself from the questioned institution except when with prior approval from the Board of Directors and the Monetary Board or when appointed as a representative of the Bank.</p>	<p>As defined in Republic Act 6713, An Act Establishing A Code of Conduct and Ethical Standards for Public Officials and Employees, a "conflict of interest arises when a public official or employee is a member of a board, an officer or a substantial stockholder of a private corporation or owner or has a substantial interest in a business, and the interest of such corporation or business, or his rights or duties therein, may be opposed to or affected by the faithful performance of official duty. Such situation occurs when an individual's private interest interferes in any way with the interests of the Bank. The Bank requires all officials and employees to conduct personal business or outside affiliation, financial and other relationships in a manner that will avoid, or resolve in a manner consistent with this Code, any conflict of interest with the Bank. This prohibition extends up to the public official's or employee's family members up to the 2nd degree of consanguinity or affinity.</p>

		In all cases, conflicts of interest must be handled in an ethical manner; meaning they must be fully disclosed to the appropriate authority level in the bank and the officers and employees concerned must resign from his position in the said private business enterprise within thirty (30) days from his assumption of office and/or divest himself of this shareholding, or interest within (60) days from such assumption. Additionally, he shall inhibit himself from the transaction for whatever capacity.
<b>(b) Conduct of Business and Fair Dealings</b>	<p><b>Ethical Leadership/Governance</b></p> <p>In order to demonstrate strong ethical leadership, the Board and each director shall strive to do what is in the best interest of the Bank for the long-term benefit of its shareholders and be mindful of the interests of the Bank's employees, customers, suppliers, and other stakeholders.</p> <p>Having an oversight function over the Bank's operations, public disclosure, and financial reporting, the Board shall ensure transparency in disclosures of all business matters of the Bank at all times. The Board shall promote policies that lead to a positive and ethical workplace for the Bank's officers and employees and support guidelines that prohibit retaliation against any employee who will raise issues pertaining to business conduct and ethics.</p>	<ol style="list-style-type: none"> <li>1. Commitment to public interest – to always uphold the public interest over and above personal interest. All Bank resources and powers of their offices must be employed and used efficiently, effectively, honestly, and economically particularly to avoid wastage in public funds and revenues.</li> <li>2. Professionalism – perform and discharge duties with the highest degree of excellence, professionalism, intelligence, and skill.</li> <li>3. Fairness and Sincerity – act with fairness and sincerity and shall not discriminate against anyone, especially the poor and the underprivileged. Respect at all times the rights of others and shall refrain from doing acts contrary to law, good morals, good customs, public policy, public order, public safety, and public interest.</li> </ol>
<b>(c) Receipt of gifts from third parties</b>	Except, as otherwise provided in DBP's Revised No Gift Policy, all employees and Directors, are prohibited to solicit, demand or accept, directly or indirectly, any gift where such gift is considered as a prohibited gift	<p>Prohibited acts</p> <ol style="list-style-type: none"> <li>a. Acceptance/Solicitation of Gifts, Donations or Loans without the Bank's prior approval, to accept or solicit, either directly or indirectly, gifts from persons or entities other than a member of</li> </ol>

	<p>under any of the following instances:</p> <ul style="list-style-type: none"> <li>(i) Given in the course of their official duties or in connection with any transaction which may be affected by the functions of their office<sup>10</sup>;</li> <li>(ii) Illegal or in violation of laws;</li> <li>(iii) Part of an attempt or agreement for a favor in return;</li> <li>(iv) Given to influence the actions of Directors or employees; or</li> <li>(v) Likely to create an appearance of a conflict of interest.</li> </ul> <p>The following may be accepted or received by employees or Directors, if appropriate and consistent with the interest of DBP and in accordance with applicable laws, rules or regulations:</p> <ul style="list-style-type: none"> <li>(i) Certificates, plaques, cards, thank you notes, or other written souvenirs or marks of courtesy, recognition, or appreciation;</li> <li>(ii) Seminar items or any other materials which are uniformly given to seminar participants;</li> <li>(iii) Books, pamphlets, publications, data, and other information or reading materials, given by individuals or organizations that have no pending business with DBP;</li> <li>(iv) Gifts offered or given between and among employees or Directors as an ordinary token of gratitude or friendship according to local customs or usage;</li> </ul>	<p>his immediate family, or in behalf of any member of his family or relative within the fourth degree of consanguinity or affinity, in the course of their official duties or in connection with any transaction which may be affected by the functions of their office.</p> <p>A "gift" includes any type of gratuity, favor, service, discount or price concession, loan, legacy (except from a relative), fee, compensation, cash, securities, real property, or anything of monetary value.</p> <p>As to gifts or grants from foreign governments or agencies, the following may be allowed:</p> <ul style="list-style-type: none"> <li>(i) a gift of nominal value tendered and received as a souvenir or mark of courtesy;</li> <li>(ii) a scholarship or fellowship grant or medical treatment;</li> <li>(iii) travel grants or expenses for travel taking place entirely outside the Philippines (such as allowances, transportation, food, and lodging) of more than the nominal value if such acceptance is appropriate or consistent with the interests of the Philippines and permitted by the Chairman or the President of the Bank.</li> </ul>
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<sup>10</sup> Section 7 (d) of the Code of Conduct and Ethical Standards for Public Officials and Employees (RA 6713)

	<p>(v) Gifts from a member of the Director's or employee's family or relatives within the fourth civil degree of consanguinity or affinity without any expectation of pecuniary gain or benefit;<sup>11</sup></p> <p>(vi) Scholarships or fellowship grants, including allowances, and incidental expenses in relation to the said grant, sponsored by institutions other than DBP, as well as from foreign governments<sup>12</sup>;</p> <p>(vii) Seminars, workshops, trainings, conferences or other analogous activities, travel grants or expenses for travel taking place within or outside the Philippines (such as allowances, transportation, food, and lodging)<sup>13</sup>;</p> <p>(viii) Honoraria given as lecturer, speaker, resource person, coordinator, or facilitator in seminars, trainings, or similar learning and development activities which are organized or sponsored by entities other than DBP and its subsidiaries, and in such amounts and under such terms as prescribed under DBM Budget Circular No. 2007-1 or any subsequent circular to be issued by DBM or the GCG;</p> <p>(ix) Working lunches or dinners of modest value with clients or other stakeholders of DBP if such lunches or dinners are inevitable while in the course of official transactions and consistent with what is normal or</p>	
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<sup>11</sup> Rule X, Section 1 (f) (2), Rules Implementing Republic Act No. 6713 or the Code of Conduct and Ethical Standards for Public Officials and Employees

<sup>12</sup> Adopted from Section 7 (d.ii) of Republic Act No. 6713, otherwise known as the "Code of Conduct and Ethical Standards for Public Officials and Employees"

<sup>13</sup> Rule X, Section 1 (f) (iii), Rules Implementing Republic Act No. 6713 or the Code of Conduct and Ethical Standards for Public Officials and Employees

	<p>customary in the banking business;</p> <p>(x) Product samples given by clients or potential clients, provided that such samples are of nominal value; and</p> <p>(xi) Unsolicited gifts of nominal or insignificant value provided it is not given in anticipation of, or in exchange for, a favor from the employee or Director<sup>14</sup>, or it is given after the transaction has been completed or service has been rendered<sup>15</sup>.</p>	
<b>(d) Disciplinary action</b>	<p>Investigation of violation of this Code by members of the Board shall be conducted by the Governance Committee (GovCom) and submit its report and recommendation to the Board, without prejudice to criminal and civil liabilities prescribed under existing laws.</p>	<p>Investigation and imposition of penalties for Violation of the Provisions of this Code by the officers and employees shall be in accordance with existing policies and after due notice and hearing in accordance with the Uniform Guidelines in Handling Administrative Cases.</p>

The DBP Code of Ethics and the Revised No Gift Policy may be downloaded from the DBP website.

**2) Does the bank disclose that all directors, officers and employees are required to comply with the code?**

Yes. DBP continuously upholds the standards of ethics expected from all civil servants working in the government, including the members of the Board. Corporate principles and values are likewise enshrined in the DBP Code of Ethics, where the duties and obligations of the Bank towards its stakeholders and the duties and responsibilities of the officers and employees towards the Bank are laid down for clear understanding and appreciation.

All Directors, officers, and employees are expected to understand and comply with the DBP Code of Ethics, which upholds the policy of the state to promote a high standard of ethics in public service. The Code enumerates the prohibited acts and transactions whereby the commission thereof will subject the concerned personnel to appropriate administrative disciplinary actions.

**3) Has the code of ethics or conduct been disseminated to all directors, senior management, and employees?**

DBP ensures the continued awareness, implementation, and observance of the provisions of the Code of Ethics through continuous information dissemination. It likewise includes the Code

<sup>14</sup> Adopted from Section 3 (c) of Republic Act No. 6713, otherwise known as the "Code of Conduct and Ethical Standards for Public Officials and Employees"

<sup>15</sup> Rule X, Section 1 (f) (1), Rules Implementing the Code of Conduct and Ethical Standards for Public Officials and Employees



of Ethics in the topics for discussion during seminars, training, and orientation programs for new employees. All employees are given a copy of the Code upon joining DBP to ensure strict compliance with the Code.

**4) Discuss how the company implements and monitors compliance with the code of ethics or conduct.**

Guided by its Enhanced Corporate Governance Framework (ECGF) 2019-2022, DBP continues to implement key policies, programs, and initiatives to sustain good corporate governance at all levels of the organization in 2023.

It coordinated and monitored the monthly meetings of the Governance Circles established across the Head Office, Branches, and Lending Centers on matters such as the DBP Mental Health Program, Sustainability Governance Structure of Occupational Health and Safety, DBP Quality Workplace and Recognition, Republic Act No. 11313 or the "Safe Spaces Act," among others, to promote good governance policies and best practices within the organization.

In addition, DBP maintains the conduct of its mandatory Corporate Governance seminars and capacity-building activities for Bank personnel. A module on Corporate Governance, Ethics, and Public Accountability is also included in the Management Associates Program of the Bank.

DBP likewise continued to implement policies as well as other programs and initiatives, especially those monitoring compliance with the code of conduct. These include the following:

- a) Whistleblower Protection Policy (DBP Circular No. 16, S. 2013) encourages responsible reporting of acts or omissions constituting illegal activity, such as violations of the Code of Ethics. It also provides guidelines on reporting and investigation of an allegation of commission of illegal activity reported under the policy.
- b) DBP's Governance Circles, which serve as a key participatory governance tool, assist the Board of Directors and the Management in its efforts to spread and institutionalize the culture of good governance in the Bank. It allows employees, including those on the front lines or with alternative work arrangements, to freely voice their concerns, collaborate, and engage in dialogue regarding relevant issues (e.g., COVID-19, Bank Programs). These circles were formed to identify shared or diverging opinions, which, in turn, will help form more appropriate and targeted programs, policies, and interventions. All meetings are documented, and resulting feedback and recommendations are disseminated to the relevant Business Units or Board-Level Committee. At present, there are around 260 DBP Governance Circles established across the DBP head office and regional units.
- c) DBP's No Gift Policy (Circular No. 12, s. 2022) allows DBP to efficiently maintain a high standard of ethical conduct for employees and members of the Board. It prohibits all employees and the Board of Directors from soliciting or accepting, directly or indirectly, any gift from any person in the course of their official duties or in connection with any transaction that may be affected by the functions of their office.
- d) DBP's Policy on Interlocking Positions (Circular No. 25, s. 2022) covers guidelines for the assessment, approval, reporting, and monitoring of interlocking positions of Directors and Officers to ensure that they will continue to serve with diligence and devote sufficient time and attention necessary to effectively carry out their duties in the Bank. It seeks to optimize the benefits of the knowledge and competencies of these Directors or Officers with interlocking positions, namely the promotion of economies of scale and organizational synergies, as well as broadening perspectives in strategy formulation and risk management. Likewise, prevents excessive concentration of power, unfair competitive advantage, abusive practices, and conflicts of interest or situations that may give rise to any of these issues.

- e) DBP's People's Freedom of Information (FOI) Manual<sup>16</sup>, which sets forth the processes and procedures for FOI requests of the public pursuant to Executive Order No. 02, s. 2016, and shall cover all requests directed to the Bank, subject to limitations as provided in the Revised DBP Charter<sup>17</sup>, Republic Act (RA) No. 1405, otherwise known as the Secrecy of Bank Deposits Act, RA No. 6242, otherwise known as the Foreign Currency Deposit Act, RA 9510, otherwise known as the Credit Information System Act, RA No. 10173, otherwise known as the Data Privacy Act, and other relevant laws. It is meant to further enhance transparency and accountability in the Bank's transactions and/or decisions involving public interest.

## C. BOARD MEETINGS & ATTENDANCE

### 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Yes. In light of the appointment of new members of the DBP Board of Directors, the schedule of meetings was discussed during their onboarding/orientation in January 2023.

The first meeting was held on January 04, 2023.

### 2) Schedule of Board Meetings

Month	Date/s <sup>18</sup>
January	4, 18, 30 <sup>1</sup>
February	1, 7 <sup>19</sup> , 15, 20 <sup>1</sup> , 22, 27 <sup>1</sup> , 28 <sup>1</sup>
March	1, 8 <sup>2</sup> , 15, 24 <sup>1</sup> , 29
April	3 <sup>1</sup> , 12 <sup>2</sup> , 19, 19 <sup>1</sup> , 28 <sup>1</sup>
May	3, 10 <sup>1</sup> , 17, 24 <sup>2</sup>
June	7, 15 <sup>1</sup> , 21, 21 <sup>2</sup>
July	5, 12 <sup>2</sup> , 19 <sup>1</sup> , 20 <sup>2</sup>
August	2, 16, 23 <sup>2</sup>
September	6, 12 <sup>2</sup> , 13 <sup>2</sup> , 20
October	4, 5 <sup>2</sup> , 16 <sup>1</sup> , 18
November	8, 15 <sup>2</sup> , 22
December	6, 13

<sup>16</sup> Approved by the Executive Committee in its meeting dated 26 July 2023 pursuant to Board Resolution No. 0084, series of 2023

<sup>17</sup> Executive Order No. 81, s.2016 as amended by Republic Act No. 8523.

<sup>18</sup> Superscripts refer to: a - Meeting via Ad Referendum; b - Special Meeting

<sup>19</sup> Meeting via Ad Referendum

<sup>2</sup> Special Meeting

Details of the [Board Meetings Held in 2023](#) may also be accessed through the Corporate Governance Page of the DBP website.

### 3) Did the Board of Directors meet at least 75% of their scheduled meetings?

Yes, almost all members of the DBP Governing Board met 100% of their scheduled meetings to perform their duties and responsibilities under the DBP Charter and the DBP Manual of Corporate Governance.

The [Schedule of Board Meetings](#) and [Attendance Record in Board and Committee Meetings](#) may be accessed through the Corporate Governance Page of the DBP website.

### 4) Attendance of Directors (Board and Board-Level Committee Meetings)

Board	Name	Date of Appointment	No. of Meetings Held in CY 2023 since Assumption	No. of Meetings Attended	%
Chairman	Chairman Dante O. Tiña	12/15/2022	93	93	100.00
Vice-Chairman	President and Chief Executive Officer (CEO) Michael O. de Jesus	01/06/2023	114	113	99.12
Vice-Chairman	President and CEO Emmanuel G. Herbosa	02/15/2019	2	2	100.00
Member	Director Roberto V. Antonio	09/15/2022	93	88	94.62
Member	Director Maria Lourdes A. Arcenas	01/06/2023	98	96	97.96
Member	Director Emmeline C. David	01/06/2023	101	101	100.00
Member	Director Wilma T. Eisma	03/01/2022	120	120	100.00
Member	Director Emmanuel P. Galicia, Jr.	10/10/2016	3	3	100.00
Member	Director Rogelio V. Garcia	01/31/2017	40	40	100.00
Member	Director Dante V. Liban	08/10/2021	5	5	100.00
Member	Director Philip G. Lo	04/25/2023	61	60	98.36
Member	Director Consuelo N. Padilla	03/08/2022	17	17	100.00
Member	Director Jaime Z. Paz	01/06/2023	109	100	91.74

The attendance record of the DBP Board of Directors in Board and Committee Meetings for each meeting may be downloaded from the DBP Website.

**5) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?**

In CY 2023, the Non-Executive Directors regularly held meetings with the Heads of the Compliance Management Group, Internal Audit Group, and/or Enterprise Risk Management Group without the President and CEO to ensure that independent functions are carrying out their duties and responsibilities.

President and Chief Executive Officer Michael O. de Jesus likewise stepped out of the Board meeting on 08 November 2023, allowing the non-executive directors to meet with the heads of control functions functionally reporting to them without the presence of Senior Management.

**6) Access to Information**

**(a) How many days in advance are board papers<sup>20</sup> for board of directors meetings provided to the board?**

The members of the Board of Directors and Board Committees are furnished with copies of agenda materials at least five (5) calendar days before the scheduled meeting. This is explicitly stated in the Charters of the respective Board-Level Committees, which may be accessed through the DBP Website. Longer time may be set upon the directive of the Board or the respective Board-level Committees.

**(b) Is the company secretary trained in legal, accountancy, or company secretarial practices? Please explain should the answer be in the negative.**

Yes. DBP's Corporate Secretary from 2 January 2020 until 17 January 2023, Atty. Rene A. Gaerlan, is a lawyer by profession. He obtained his Bachelor of Laws and his AB Economics degree from the University of Sto. Tomas. He is a Career Service Professional and a Career Executive Service Officer (CESO) eligible.

He was succeeded by Atty. Maria Katrina L. Infante, a lawyer by profession, as Officer-in-Charge of the Office of the Corporate Secretary. Prior to this role, she served as the Assistant Corporate Secretary and concurrently Head of the Corporate Governance Unit of OCS.

Joining the Bank in January 2013, Atty. Infante was one of the pioneers in the then-newly created Corporate Governance Office (CGO), where she was primarily responsible for developing, implementing, and monitoring corporate governance policies and programs consistent with the Bank's strategic direction and corporate values. She also prosecuted and investigated administrative disciplinary cases against Bank officers and employees in CGO.

Her prior work experience includes handling corruption control, prevention, and investigation at the Office of the Ombudsman and a stint as a Procurement Officer at the Government Procurement Policy Board – Technical Support Office. She also served as a Legislative Staff at the Senate of the Philippines under the office of the late Senator Aquilino Q. Pimentel, Jr.

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<sup>20</sup> Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts, and internal financial documents.

Atty. Infante holds a Masters Degree in Public Policy from the National Graduate Institute for Policy Studies in Tokyo, Japan. She took up her Bachelor of Laws Degree at the Pamantasan ng Lungsod ng Maynila and her Bachelor's Degree in Public Administration and Governance at the Polytechnic University of the Philippines.

## D. BOARD COMMITTEES

### 1) Number of Members, Functions, and Responsibilities

Provide details on the number of members of each Board-Level Committee.

Committee	No. of Members <sup>21</sup>		
	Executive Director (ED)	Regular/Non-executive Director (NED)	Non-executive/Independent Director (NED, ID)
Executive Committee <sup>22</sup> (ExCom)	1	2	5
Audit and Compliance Committee (ACC)		2	1
Governance Committee (GovCom)/Nomination Committee		1	2
Risk Oversight Committee (ROC)		1	2
Human Resource Committee (HR Comm)	1		2
IT Governance Committee (IT GovCom) <sup>23</sup>		1	2
Trust Committee <sup>24</sup>	1		2
Development Advocacy Committee (DAC)	1	1	3
Related Party Transaction (RPT) Committee		1	2
Budget Committee	1		2

Membership in the Board-Level Committees for CY 2023 may be downloaded from the Corporate Page of the DBP Website.

### 2) Committee Membership and Meetings Held

#### (a) Audit and Compliance Committee

**No. of Meetings Held – 13**

<sup>21</sup> Composition of Board-Level Committees as of December 31, 2023. Thus, the prescribed number of members per Committee may be lower as some Directors did not finish their term.

<sup>22</sup> Membership in the Executive Committee is on a rotation basis every meeting.

<sup>23</sup> Dissolved as of 08 June 2023 per BR No. 0289

<sup>24</sup> A qualified independent professional is also part of the committee.

Office	Name	No. of Meetings Attended	%
Chairman (NED)	Roberto V. Antonio (January 1 – December 31, 2023)	13	92.30%
Vice Chairman (NED)	Rogelio V. Garcia (January 1 – April 19, 2023)	4	100%
Vice Chairman (NED, ID)	Maria Lourdes A. Arcenas (November 15 – December 31, 2023)	13	100%
Member (NED, ID)	Maria Lourdes A. Arcenas (January 1 – September 19, 2023)		
Member (NED)	Wilma T. Eisma (November – December 31, 2023)	3	100%

**(b) Governance Committee (also acting as the Nomination Committee)**

**No. of Meetings Held - 12**

Office	Name	No. of Meetings Attended	%
Chairman (NED, ID)	Dante O. Tiña (January 4 – December 31, 2023)	12	100
(NED, ID)	Maria Lourdes A. Arcenas (January 1 – January 3, 2023)	2	100
Vice Chairman (NED, ID)	Maria Lourdes A. Arcenas (January 4 – February 14, 2023)		
(NED)	Roberto V. Antonio (February 15 – December 31, 2023)	9	90
(NED)	Emmanuel P. Galicia, Jr. (January 1 – January 3, 2023)	1	100
Member (NED)	Jaime Z. Paz (February 1 – December 31, 2023)	10	90.90

**(c) Risk Oversight Committee**

**No. of Meetings Held – 12**

Office	Name	No. of Meetings Attended	%
Acting Chairman (NED)	Consuelo N. Padilla (January 1 – February 28, 2023)	3	100

Chairman (NED, ID)	Maria Lourdes A. Arcenas (March 15 – December 31, 2023)	9	100
Vice Chairman (NED, ID)	Maria Lourdes A. Arcenas (February 15 – March 14, 2023)		
Vice Chairman (NED)	Roberto V. Antonio (January 1 – February 14, 2023)	3	100
Vice Chairman (NED)	Wilma T. Eisma (March 15 – December 31, 2023)	12	100
Member (NED)	Wilma T. Eisma (January 1 – February 22, 2023)		
Member (NED, ID)	Jaime Z. Paz (March 22 – December 31, 2023)	8	88.88

### 3) Reports of the Audit and Compliance, Governance, and Risk Oversight Committees

Name of Committee	Report
Audit and Compliance Committee	<p>The Audit and Compliance Committee, in the exercise of its oversight function held 14 meetings during the year, where various matters involving financial, credit, operations, information systems, monitoring, and accomplishment were discussed. The ACC noted, reviewed, approved, and endorsed the annual business plans, recommendations on credit policy enhancements, independent testing frameworks, compliance, and related activities, and performance of both the Internal Audit Group (IAG) and Compliance Management Group (CMG).</p> <p>ACC is constantly updated on relevant laws, regulations, and the like to ensure DBP's policies, practices, and procedures remain relevant, consistent, and effective. In 2023, the ACC approved several proposals from CMG, specifically on the proposed amendments to the Money Laundering and Terrorism Financing Prevention Program; Updating of the defined parameters of identified activated scenarios for the AML System; the updated Compliance Manual, Compliance Manual for Trust Operations; and the Annual Review and Update of the Written Supervisory Procedures.</p> <p>In overseeing the internal audit function, the ACC reviewed and approved the revised Internal Audit Manual, revised Operating Manuals, and 2023 risk-based internal audit plan including any changes to the plan during the year. The ACC also noted IAG's Annual Declaration of Organizational Independence, Annual IA Report, Annual Report on Quality Assurance and Improvement Program, regular and special/fact-finding audit reports, and accomplishment reports. During ACC meetings, it actively monitored the status of outstanding audit findings and</p>

	Management's timely resolution/implementation of corrective action plans.
<b>Governance Committee (also acting as the Nomination Committee)</b>	<p>The Governance Committee sustained the adoption and implementation of sound corporate governance principles and practices in CY 2023. It held 12 meetings geared towards ensuring a governance culture that is anchored on integrity, accountability, discipline, transparency and fairness.</p> <p>As prescribed by regulators and based on emerging based practices, the Committee prioritized corporate governance principles and programs that maintain the observance of highest standards of corporate governance in the Bank in CY 2023. It continued to oversee the implementation of the Enhanced DBP Corporate Governance Framework (ECGF) 2019 – 2022 which cultivates a company culture of integrity, discipline, accountability, transparency, and fairness, leading to the improved performance and growth of the Bank.</p> <p>In light of the new appointments of the DBP Board of Directors in the first half of 2023, the Committee ensured adherence to the Continuing Education Program for the Board of Directors which includes an on-boarding/orientation program for the first time directors for at least eight hours and an annual continuing education for all directors for at least four hours.</p> <p>The Committee also monitored the implementation of DBP's Governance Circles (GCs) which serve as a key participatory governance tool, established across the DBP Head Office, Branches and Lending Centers to give officers and employees a greater voice in the company's decision-making process. The GCs serve as the venue where the culture of open communication and dialogue between the employees, the Board, and Management is maintained to ensure that good governance policies and programs enshrined in the ECGF 2019-2022 are cascaded from top to bottom, pervade all levels of the organization and internalized by all Bank officers and employees. At present, there are more than 260 GCs, meeting almost monthly to collaborate, articulate their concerns, and engage in meaningful dialogue regarding matters of utmost importance.</p> <p>In addition, it conducted a periodic review of corporate governance policies and guidelines. Among these is the amendments to the DBP People's Freedom of Information Manual, implemented in 2023, which improves the process and procedures covering requests for information directed to the Bank by incorporating additional prescribed issuances.</p> <p>Likewise, the Committee reviewed and evaluated the qualifications of the nominees to the Governing Board of DBP subsidiaries, affiliates, non-equity investment accounts and other related entities upon endorsement of the Management Committee prior to the approval by the Board of Directors.</p>
<b>Risk Oversight Committee</b>	The Risk Oversight Committee (ROC) is principally responsible for providing oversight on the institution's compliance to risk management principles and best practices. The ROC also governs



	<p>the establishment of a robust risk management framework ensuring timely execution of risk management strategies and plans both under the business-as-usual and fast-changing environment scenario.</p> <p>In 2023, the ROC continued to play an active role in the conduct of the Internal Capital Adequacy Assessment Process (ICAAP). As part of the ICAAP, the Board of Directors, through the ROC, ensured implementation of various capital management strategies and worked towards the improvement of the Bank's loan portfolio quality. Apart from the ICAAP Document submission, the Committee had likewise performed oversight in the completion and submission of the Bank's updated Recovery Plan to the Bangko Sentral ng Pilipinas.</p> <p>The Committee held its regular meetings during the year and addressed the adequacy and effectiveness of the Bank's risk management systems and operating policies in the face of changing risk exposures over time brought about by various factors. Enhancements on the Bank's credit, market, liquidity, interest rate, operational, and information security risk management policies and procedures were also approved and endorsed by the Committee to the Board for final approval. Moreover, the ROC addressed/arrested the asset quality deterioration through various directives, thereby ensuring bad accounts have appropriate provisions. Lastly, the Committee ensured that the Bank met its profitability targets by year-end and maintained sufficient liquidity at all times.</p>
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## **E. INTERNAL CONTROL PROCEDURES AND RISK MANAGEMENT SYSTEM**

### **1) Disclose the following:**

#### **(a) Internal Control Procedures and Risk Management Systems in place**

The responsibility of risk management resides at all levels of the organization, with the Board being ultimately responsible for the overall risk of the Bank. The Board sets the tone and risk tolerance by articulating the Bank's risk appetite and establishing the risk management strategy for the Bank. The Board takes the lead in promoting a culture of risk awareness throughout the institution. The Enterprise Risk Management Group (ERMG), as part of the Bank's second line of defense, is primarily responsible for the establishment of a reliable and proactive enterprise-wide risk management process, policies, and procedures.

Risk and capital management at all levels of the organization institutes a culture of risk-based approach to decision-making. The management of risk is guided and monitored by various Bank committees such as the Risk Oversight Committee – the lead risk management unit of the Bank, Audit and Compliance Committee, Executive Committee, Governance Committee, Development Advocacy Committee, Trust Committee, Human Resource Committee, and Budget Committee, together with the management-level committees, namely: Management Committee, Credit Committee, and Asset Liability Management Committee, among others.

The Board and Senior Management are provided with a detailed analysis of the Bank's portfolio and a comprehensive assessment of its overall risk profile to serve as a guide in strategy formulation each year. The Bank follows an Enterprise Risk Management (ERM) framework that integrates Strategic Planning, Internal Capital Adequacy Assessment

Process, and Business Continuity Planning. The ERM involves risk assessment and identification from which formulation of risk management strategies emanates. Strategies take into account capital implications and other requirements to ensure the continuity of developmental service to the nation. These risk strategies, when implemented, are subject to monitoring and further evaluation to continually improve the risk management process. Capital adequacy rounds these up as it is needed to ensure financial stability as objectives are achieved, even as risk management is enhanced.

The Board of Directors likewise ensures that there is an adequate, effective, and efficient internal control framework commensurate with the size, risk profile, and complexity of the operations of the Bank. Moreover, adherence to the Bank's internal control framework resides at all levels of the organization to provide reasonable assurance on the achievement of objectives through efficient and effective operations in areas including reporting, monitoring compliance with laws, regulations, and internal policies, efficiency, and effectiveness of operations, and safeguarding of assets.

In CY 2023, the Compliance Management Group utilized both onsite and offsite procedures for the conduct of compliance risk testing and validation activities for the year. In particular, the Anti-Money Laundering Department (AMLD) has begun to conduct AML Onsite Compliance Risk Testing in the Head Office and nearby branches, while the Compliance Testing and Monitoring Department has continued to employ offsite testing during the year. Despite the various challenges and limitations, the group was able to achieve its targets within the prescribed timeline. At the same time, it continuously took steps to align the Bank's policies and procedures with existing, evolving, new regulations and best industry practices. CMG also spearheaded the Bank's conduct of a comprehensive Privacy Impact Assessment (PIA) in February of 2023 as part of its adherence to data privacy principles. Several technical training sessions were conducted by the Data Protection Officer (DPO) and her Team aimed to capacitate and equip the designated bank personnel with the necessary skills and knowledge. In addition, the Bank completed the registration with the NPC Registration System (NPCRS), a new platform intended for registration and renewal of certifications for all Personal Information Controllers (PICs) and Personal Information Processors (PIPs) on 08 March 2023.

For external stakeholders, the Bank discloses internal controls procedures/risk management systems in place through the submission and publication of its Annual Reports and Notes to Financial Statements. Internally, these procedures and systems are documented in relevant DBP circulars, policies, and guidelines.

**(b) Has the Board of Directors conducted a review of the bank's material controls and risk management systems?**

Yes.

The ERM framework is regularly reviewed and updated to ensure that it remains aligned with the risk tolerance set by the Board and that it remains consistent with industry best practices and globally accepted frameworks. For CY 2023, the Board of Directors, through the ROC, regularly discussed the adequacy and effectiveness of the Bank's risk management systems and operating policies through inputs and reports coming from ERMG and other business units. They revisited and reviewed pertinent credit policies and guidelines, given the effects of various macroeconomic conditions and increasing inflation rates, amongst others, on borrowers' repayment capabilities. The Board likewise revised and updated the Bank's various policies and models for market, liquidity, interest rate, and trust risks for the Bank's Treasury activities and Trust operations. The establishment of the internal limit and the early warning trigger for the Net Stable Funding Ratio (NSFR) - Single Currency was approved to give the Bank more leeway in generating additional deposits and other sources of funds while being cognizant of the Bank's current resources and the competitive rates offered by peer

banks. To enhance the security of the Bank's electronic channels and ensure alignment with BSP regulations, the Board approved the fraud management policy on Electronic Payment and Financial Services (EPFS). Further, the enhancement of existing policies on information security risk management was also approved to ensure that these remain relevant and applicable in protecting the information assets. Lastly, in 2023, the Board approved the results of the Information Security Risk Assessment, which determined the information security and technology risk profile of the Bank.

**(c) Does the Board of Directors provide comment/s on the adequacy of the bank's internal controls and risk management systems?**

Yes, the Board commented on the adequacy of the Bank's internal controls and risk management systems in 2023. With regards to the conduct of the Board's deliberation of proposed policy amendments and issuances, the Board commented and eventually approved policies regarding proper handling of restructuring of accounts/payment arrangements, coverage of credit dealings, and risk-based pricing loans. Additionally, the Board has commented on several policy updates en route for approval, such as the policies on clean loans and financial documents required for credit evaluation and delegated authorized credit limit, all of which enhance internal risk management controls. Moreover, the Board approved various risk management limits, which serve as the Bank's internal controls on its risk exposures. They were apprised of and remarked on, through the ROC, the action plans and mitigating and preventive measures to be able to cope with the said exposures. As such, they discussed salient points on the risk assessment performed by the Bank in 2023.

The ACC likewise commented and noted the results of the 2023 Annual Internal Audit Report, which contains IAG's opinion on the overall adequacy and effectiveness of the Bank's governance, risk management, compliance system, and control processes based on the audit evaluations throughout the year. The report also identified high-level advice and recommendations to address risks noted by IAG for the period covered.

## **F. INTERNAL AUDIT AND CONTROL**

### **1) Internal Audit**

#### **(a) Role, Scope, and Internal Audit Function**

Give a description of the role, scope of internal audit work, and other details of the internal audit function.

The vision of the Internal Audit Group (IAG) is to be a trusted partner of the Bank by bringing a general systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and overall internal control process. IAG aims to fulfill its purpose of providing independent, objective assurance and consulting activity designed to add value and improve the Bank's operations. Internal audit strengthens the Bank's ability to create, protect, and sustain value by providing the Board and Management with independent, risk-based, and objective assurance, advice, insight, and foresight.

To facilitate independence and objectivity, IAG functionally reports to the Audit & Compliance Committee (ACC) and administratively to the President/CEO. The direct reporting line to ACC ensures that IAG can communicate its findings and recommendations to the highest level of governance without interference. IAG's unrestricted access to ACC provides direct Board access for sensitive matters and enables sufficient organizational status. Dual reporting lines also allow IAG to fulfill its responsibilities and effectively carry out its planned activities.

As specified in the approved IA Charter, IAG is authorized to have full, free, and unrestricted access to any and all of the Bank's, its affiliates, and subsidiaries' functions, records,

properties, and personnel pertinent to carrying out any engagement, subject to strict accountability for confidentiality and safeguarding of records and information.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor	Reporting process
Provide an independent and objective assurance and consulting service designed to add value and improve the Bank's operations.	The activity covers the evaluation of the effectiveness of risk management, control and governance processes on the Bank's operations, risk asset portfolio and information systems. Results of the activities shall be reported to the Audit and Compliance Committee and/or appropriate level of management to ensure that the Board is made aware of significant risk exposures. An appropriate monitoring activity is ensured to determine corrective actions are taken on reported conditions.	In-House	SVP Ryan R. Gabinete	Directly/ functionally reporting to the ACC and administratively to the President and CEO

**(b) Do the appointment and/or removal of the Internal Auditor require the approval of the audit committee?**

Yes, the Audit and Compliance Committee approves the appointment and removal of the Chief Audit Executive or the Head of the Internal Audit. The Audit and Compliance Committee Charter is downloadable from the DBP website.

## G. ROLE OF STAKEHOLDERS

### 1) Disclose the company's policy and activities relative to the following:

#### (a) Customer's Welfare

The Development Bank of the Philippines strictly adheres to the BSP Regulation on Financial Consumer Protection (BSP Circular No. 1048) in promoting "broad and convenient access to high quality financial services" and considering "the interest of the general public." With the release of the BSP Cir. 1160 in November 2022, which serves as the implementing rules and regulations of the Financial Products and Services Consumer Protection Act otherwise known as Republic Act No. 11765, the Bank shall adopt the necessary enhancements to the existing framework.

Consistent with the DBP's Integrated Management System (IMS), the Bank subscribes to the basic tenet of providing financial and banking services in an efficient and responsive manner with emphasis on the following consumer rights as provided for under the Banking Code for Consumer Protection:

**Right to information.** The consumer has the right to be protected against fraudulent, dishonest, or misleading advertising, labeling, promotion, and the right to be given the facts and information needed to make an informed choice and to guide him in his dealings with the bank. Full disclosure and utmost transparency through ready access to information shall be a critical part in every transaction.

**Right to choose.** The consumer has the right to choose products at competitive prices with an assurance of satisfactory quality.

**Right to redress.** The consumer has the right to seek redress for misrepresentation, breach of contractual obligations, shoddy goods, or unsatisfactory services.

**Right to Education.** The consumer has the right to be adequately educated regarding features, terms, systems and procedures, and inherent risks of bank products and services, and his responsibilities as well.

In safeguarding these consumer rights, DBP consistently subscribes to its fundamental values of commitment to public interest, transparency, professionalism, sincerity, efficiency, and responsiveness. With these fundamental values, DBP consistently strives to provide banking and financial products and services in a fair and equitable manner that promotes consumer empowerment and confidence in the banking and financial services sector.

The DBP Financial Consumer Protection (FCP) Framework, updated with the issuance of DBP Circular No. 13 on May 19, 2021, to comply with the BSP Circular Nos. 1048 s.2019, and 1160 s. 2022 and recent organizational updates, institutionalizes consumer protection as an integral component of corporate governance and risk management. The Bank's FCP Framework similarly embeds the customer protection standards of conduct and continuously provide financial education and awareness programs to its customers. This, in turn, creates an environment conducive for managing consumer protection risks inherent to the operations of the Bank. With the FCP Framework implemented across all Business Units, DBP seeks to foster a customer-centric mindset and institutionalizes a strong culture of service to provide adequate, fair, responsive, and inclusive financial services.

Strategic to the implementation of this framework, DBP employs a fully functioning Consumer Assistance Management System (CAMS). With the overall objective of continually improving the delivery and responsiveness of the Bank's products and services to the public, DBP's

consumer assistance strategy is anchored on quality service and customer satisfaction through the effective management of customer feedback and concerns.

The DBP consumer assistance mechanism focuses on the sustained implementation of a more effective DBP Customer Feedback and Complaints Handling Program towards improved customer service experience. This covers processes and procedures in receiving, processing, evaluating/analyzing, monitoring, interpreting, and resolving customer concerns received through the various channels, business offices, Customer Service email, telephone, and social media platform, which is currently limited to Facebook. Consistent with the ARTA and GCG requirements, DBP implemented the mandatory Client Satisfaction Measurement (CSM) for various transactions across business units of the Bank, thereby causing the merger of the in-house and outsourced customer satisfaction surveys into one conducted throughout the year with expanded coverage, which commenced in 2023.

True to the Bank's commitment towards customer centricity, the Bank institutionalized the implementation of the FCP Framework and enjoined the participation of all Business Units by designating a Customer Service Officer (CSO) in all Business Units to serve as the focal person in handling customer inquiries, requests, and complaints from receipt through resolution. This is in addition to the creation of the Customer Experience Management Department, mandated to implement the CAMS from receipt and handling of customer concerns through consolidation, analysis, and report generation. The reports serve as tools to provide insights to the Senior Management and the Board on issues emanating from customer concerns to better appreciate customer perceptions, needs, and expectations.

The Bank, through its various Business Units, implemented a total of ninety-nine (99) programs/activities on financial literacy and awareness in 2023. These were in the form of seminars, roadshows on various products and services, and forums in the areas of development, agriculture, financing, investments, and business opportunities. Details of these programs/activities may be accessed through the [Corporate Governance Page](#) of the DBP website.

## **(b) Environmentally Friendly Value Chain**

### **Sustainability Policy**

Building on its mandate and strategic direction, DBP stands as a champion for inclusive and sustainable development. This commitment is unwavering, as highlighted by the Bank's Sustainability Policy. This policy integrates sustainability principles into every aspect of DBP's operations, including:

- **Business Strategies:** DBP incorporates environmental and social considerations into its decision-making, prioritizing projects that align with its sustainability goals.
- **Risk Management Systems:** The Bank proactively identifies and mitigates environmental and social risks associated with its operations and financing activities.
- **Corporate Governance Frameworks:** Sustainability principles are deeply embedded in DBP's governance structure, ensuring responsible decision-making at all levels.
- **Overall Bank Operations:** The Bank implements various initiatives to minimize its environmental footprint, including resource efficiency measures and waste reduction programs.

This policy sets ambitious goals, aiming for Net Zero in lending (for power generation projects) and internal operations by 2040 and doubling its contributions to Sustainable Development Goals (SDGs) through its financed projects. This commitment signals DBP's leadership in building a more sustainable future for all.

DBP's commitment goes beyond mere compliance. While the policy meets the requirements of BSP Circular No. 1085 on Sustainable Finance Framework (SFF), it goes further by incorporating the United Nations Environment Programme-Finance Initiative's Principles for Responsible Banking (UNEP-FI's PRB). This ensures DBP holds itself to the highest international standards for environmental and social responsibility.

### **Value processes that reduce waste and damage to the environment.**

DBP's Sustainability Strategy and Transition Plan (SSTP) translates policy into action, driving initiatives across all levels:

- **Supporting Sustainable Solutions:** DBP finances projects that promote environmental and social well-being, prioritizing renewable energy, climate adaptation, and sustainable infrastructure.
- **Strengthening Environmental and Social Risk Management:** DBP carefully evaluates and mitigates potential environmental and social risks associated with ensuring projects meet environmental and social standards, minimizing potential harm.
- **Driving Operational Resource Efficiency and Support to Value Chain:** DBP implements initiatives to reduce its environmental footprint. These include:
  - Energy Efficiency such as continued gradual phase-out of old AC units to inverter technology and replacement of lights with LED Lights
  - Paperlite initiatives: Continued implementation of Paperlite Bank Committee meetings and digitalization of files
  - Waste segregation to recover recyclable wastes, dispose of and reduce wastes diverted to landfills.
  - Management of hazardous wastes, such as busted lamps and used oil, from proper storage, labeling, and disposal by DENR-accredited hazardous waste transporter and treater.
- **Building Sustainability Governance and Culture:** DBP fosters a culture of sustainability by raising employee awareness, providing training, and integrating sustainability principles in its business strategies, risk management system, corporate governance frameworks, and overall bank operations.
- **Stakeholder Collaboration:** DBP engages with stakeholders, including borrowers, investors, and communities, to identify and address sustainability challenges and promote sustainable development.
- **Disclosure and Transparency:** DBP's commitment to sustainability is transparent and evolving. The Bank regularly reports on its progress and had its 2022 Annual and Sustainability Report externally assured. This demonstrates DBP's commitment to transparency, accountability, and continuous improvement in its sustainability reporting practices.

These value processes ensure DBP's operations minimize waste and environmental damage while its financing activities drive positive change across various sectors.

Below are the activities conducted during CY 2023 encompassing the five pillars of SSTP:

SSTP Pillars	Activities
<b>Support For Sustainability Solutions</b>	<ul style="list-style-type: none"> <li>Completed 43 Project Eligibility Checklists (PECs) for FUSED/SMPP/E2SAVE Programs</li> <li>Conducted / Participated in 22 client calls relative to the proposed RE/energy efficiency projects</li> <li>Loan Exposure in the Energy Sector (Electricity, Gas, Steam, and Air Conditioning Supply) = Php113.6 billion (as of 31 December 2023).</li> </ul>
<b>Strengthening Environmental and Social Risk Management</b>	<ul style="list-style-type: none"> <li>Approved by the Board on January 4, 2023, the DBP Sustainability Management System (SMS) Framework with Environmental and Social Risk Management System (ESRMS). The ESRMS is aligned with the Bank's established enterprise risk management process.</li> <li>Documented in the 2023 ICAAP as approved by the Board on March 15, 2023, results of integrated assessment of E&amp;S risks per relevant risk types in the DBP Risk Universe are</li> <li>Updated and approved by the Risk Oversight Committee on May 4, 2023, the Risk Management Manual integrating the ESRMS in the Bank's enterprise risk management framework</li> </ul>
<b>Driving Operational Resource Efficiency</b>	<ul style="list-style-type: none"> <li>Conducted three (3) external training on "5S+2S: Building a Quality Work Environment in the New Normal" on June 7-9, 2023. The training includes resource use efficiency such as energy efficiency, and proper waste management.</li> <li>Launched the ManCom approved Quality Workplace Recognition (QWR) per MCR No. 0335 dated August 7, 2023 on September 7, 2023. One of the objectives of the program is to drive the implementation of proper waste management. 10 business units were piloted to participate in QWR. Verification of the QWR implementation shall start on 1<sup>st</sup> quarter of 2024.</li> <li>Prepared two (2) infographic materials on EMS/WMP and one (1) on energy efficiency and issued via email blast: <ol style="list-style-type: none"> <li>On waste segregation dated June 27, 2023</li> <li>On waste management dated June 29, 2023</li> <li>On energy efficiency dated June 30, 2023</li> </ol> </li> <li>Continuous adoption of Technical Specifications for "Green Procurement" for items identified in DBP Circular No. 31 dated 14 June 2018.</li> <li>Issued memo-advisory dated 27 December 2023 on the Implementation of Green Technical Specifications in the Procurement Process as part of the DBP's commitment to pursue sustainable supply chain</li> </ul>
<b>Building-Up Sustainability Governance and Culture</b>	<ul style="list-style-type: none"> <li>Published via DBP website on September 28, 2023, the 2022 Annual and Sustainability Report with independent/external assurance statement dated September 18, 2023. Validation of the statements and data disclosed in the 2022 ASR was conducted by the third-party assurer – GCSS, Inc. on September 13-15, 2023.</li> <li>Completed CMG testing of 13 business units which contained the provisions of BSP Circular No. 1085 in their 2022 Compliance Self-Assessment Checklist (CSAC).</li> <li>Approved by DBP Management on December 11, 2023, the Sustainability Roadmap for CY 2024-2028 outlines key sustainability milestones and actionable steps toward DBP's overall sustainability goals.</li> </ul>



SSTP Pillars	Activities
	<ul style="list-style-type: none"> <li>• Participated in the Asia Corporate Excellence and Sustainability Award (ACES) and was awarded Top Sustainability Advocates in Asia on November 24, 2023</li> </ul>
<b>Stakeholder Collaboration</b>	<ul style="list-style-type: none"> <li>• Presented the E2SAVE Financing Program to the Networking Workshop &amp; Site Visit on ZEB/Green Building last February 16, 2023.</li> <li>• Presented the E2SAVE Financing Program last March 30, 2023, on the 2023 ESCO Assembly facilitated by DOE</li> <li>• Presented the DBP's FUSED Program on Small Hydropower in the Philippines held last March 20, 2023</li> <li>• Presented the SWEEP Financing Program last April 20, 2023 on the Waste-to-Energy Forum facilitated by the DOE</li> <li>• Presented the E2SAVE Financing Program to the future of Cold Chain Industry Conference 2.0 – Financing Forum on Sustainable Cold Chain Technologies on June 1 and September 13, 2023.</li> <li>• Attended the Stakeholder Workshop on Circular Solution to Plastic Pollution facilitated by UNIDO on September 28, 2023.</li> <li>• Completed 43 Project Eligibility Checklists (PEC) for FUSED/SMPP/E2SAVE Programs</li> <li>• Conducted 22 client calls relative to the proposed RE/energy efficiency projects</li> <li>• TCFS, through CFG/CMD has been in several virtual consultations with LGUs who intend to issue bonds to finance social projects.</li> <li>• In partnership with the Bureau of the Treasury, CMD conducted several literacy sessions with LGUs to discuss about LGU bonds</li> <li>• Partnership with the Department of Agriculture (DA) to implement the Rice Farmer Financial Assistance (RFFA) and Fuel Assistance Program</li> </ul>

### Sustainable Financing

For more than seven decades, DBP has been firmly committed to supporting the national government's development thrusts that spur progress in the strategic sectors of the Philippine economy, focusing on (1) infrastructure and logistics, (2) environmental initiatives, (3) social services and community development, and (4) micro, small, and medium enterprises. As a government financial institution, the Bank actively participates in building inter-agency and multi-sectoral partnerships to support the country's development plans and priorities, as well as contribute towards the achievement of environmental and climate goals.

DBP Lending Programs, which cut across different critical sectors and industries, such as transportation, logistics, energy, water supply, and sanitation, healthcare, education, and housing, among others, are carefully designed and constantly undergo introspective analysis to ensure relevance and responsiveness to the evolving needs of the environment, society, and economy. These programs offer medium to long-term financing to address affordability and influence development trends toward projects that will generate significant environmental and social benefits.

### **(c) Community Interaction**

As a catalyst for a progressive and poverty-free Philippines, DBP is committed to upholding its corporate citizenship program through initiatives that promote the welfare of the Filipino people, particularly the underprivileged, through the following flagship programs:

- DBP Resources for Inclusive and Sustainable Education (RISE) which sends indigent but deserving high school students to college in partnership with accredited partner schools. The scholarship assistance covers a whole range of the students' requirements, including tuition, books, cost of living, and allowances.
- Donations and Contributions, which advocate for community development through supporting various advocacy projects and outreach activities. The Bank extends assistance to National Government Agencies, Local Government Units, charitable institutions, and non-government organizations for projects aimed at augmenting the provision of basic social services to select vulnerable groups of society and for calamity and disaster relief operations.

In line with Management Committee Resolution No. 0646 dated 06 December 2022, the implementation of DBP RISE Batch 5 commenced in partnership with ten (10) new partner schools for the benefit of at least 540 indigent students nationwide. It has also maintained support to its Batch 1-4 of scholars with PhP 65.84-million financial assistance for CY 2023.

During the same period, the Bank's outreach program, through its donations and contributions fund, successfully supported 15 charitable activities, providing a total of PhP 4.05 million worth of assistance. In addition, the Bank completed the release of a donation in the amount of PhP 3.48 million to the Department of Education under its Adopt-a-School (ASP) in partnership with seven (7) public basic education schools.

Further, DBP has also allocated a total of PhP 3.0 million to support DepEd's ASP once again in partnership with six (6) public schools from Luzon, Visayas, and Mindanao.

The list of Projects, Programs and Activities, Beneficiaries, and Status of Implementation for CY 2023 may be downloaded from the Transparency Seal Page of the DBP Website.

## **2) Does the company have a separate corporate social responsibility (CSR) report/section or sustainability report/section?**

Yes. Both the Bank's Annual and Sustainability Report and Annual Corporate Governance Report contain updates on its CSR efforts. The DBP website also contains a downloadable copy of the reports, as well as a section featuring the Bank's CSR policies and efforts on customer welfare, interaction with communities, environment-friendly value chain, and employees' welfare and development. The Bank likewise submits quarterly reports on its fund utilization and program beneficiaries to the Commission on Audit.

## **3) Performance-enhancing mechanisms for employee participation.**

### **(a) What are the company's policy for its employees' safety, health, and welfare? Show data.**

#### Employee Engagement

The Employee Engagement Unit (EEU) commits several functions for its Stakeholders. The Unit's key functions include the formulation of programs and activities to strengthen employee engagement, to act upon the issues and concerns raised by employees, mainstream Gender and Development (GAD), and increase gender sensitivity awareness.

In 2023, the following employee engagement programs/activities were implemented/conducted:

1. Lingkod Katapatan Loyalty Awards Program for CY 2022 attended by 267 awardees;

2. Program and Awards and Incentives for Service Excellence (PRAISE)-approval and release of monetary benefits for eligible employees on March 15, 2023, as per BR No. 0107 dated 8 March 2023;
3. Forum on GSIS updates attended by 185 participants
4. Employee Climate Survey;
5. Philippine Statistics Office registration and printing of Philippine National ID;
6. Celebration of the Araw ng Kawani and distribution of Araw ng Kawani T-shirts;
7. Release of 3,350 DBP Institutional T-shirts;
8. Promotion of GAD through attendance in training workshops and sessions organized by the Department of Finance (DOF) and the Philippine Commission on Women (PCW) for further cascading to GAD Focal Point Persons in the Bank (GFPS);
9. Organization of hybrid (online and face-to-face) training and workshop sessions for more than 162 GFPS from the Head Office and Field Offices (Branches, Lending Centers, PACIFT, and Regional Legal Supervision offices);
10. Compliance with regulatory requirements related to GAD under the supervision of the PCW; and
11. Observance of the National Women's Month Celebration during March, and the Anti-Violence Among Women and Children from November to December, and conducting several activities and programs, and distributing tokens for each.

The business unit is also responsible for the implementation of the DBP Grievance Machinery, wherein they perform secretariat functions for the Bank's Grievance Machinery Committee. Currently, there are no reported cases under Grievance and Machinery.

In addition, the business unit monitors the implementation of the Gender and Development (GAD)-related Plans, Activities, and Programs of the Bank as required by the Philippine Commission on Women (PCW). Each year, EEU-ERD spearheads the Bank's participation in PCW-recommended activities as approved by the PCEO. The unit is also tasked to consolidate, prepare, and submit the yearly consolidated Gender and Development (GAD) Plans and Budget and monitors and submits the Accomplishment Report of the Bank.

The business unit is also designated as the secretariat of the following: Unio Management Consultative Committee (or UMCC; Collective Negotiation Agreement Incentive, Matters pertaining to employee engagement), GAD GFPS, Program on Rewards and Incentives for Service Excellence (PRAISE), Grievance Machinery Committee (Local and National) and Canteen Committee.

Coordination with other HRMG units in the formulation and implementation of various HR plans and programs is also done by the EEU as well as several other functions such as the conduct of Exit interviews among the separated employees in the Bank, formulation and conduct of Employee Climate Survey, coordination and arrangement of satellite services/special services in coordination with other government agency providers GSIS, DFA, GSIS, Pag-ibig, LTO, PSA, etc. issuance of advisories relative to the programmed Bank activities, unscheduled work suspension/cancellation).

### Health and Wellness Unit

The Health and Wellness Unit is manned by competent physicians, dentists, and nurses, whose main functions are to promote health, disease prevention, and manage existing medical conditions. The Health and Wellness Unit adopted teleconsultations, via multiple social media platforms, as another form of communication between the healthcare professionals and the employees, which was extensively used during the pandemic and is still being used on a case-to-case basis. With the easing of the health protocol restrictions, all employees needing medical attention may schedule visits "for consultations at the clinic. A total of 3,973 cases were rendered to employees and their dependents seeking dental services for the year 2023.

The Bank's Compensation and Benefits comprise the DBP Health Care Plan, under the Board Resolution 0401 – 88, and was implemented on July 1, 1988. The Health Care Plan includes outpatient, optical, dental benefits for regular employees, and hospitalization benefits for both the regular employees and their qualified dependents, annual physical examinations (rank and file), and executive check-ups (officers).

Sustenance of medical and psychosocial health promotion and disease prevention among all bank employees includes health education through various lectures and activities, both face-to-face and via video telecommunications platforms (such as Microsoft Teams).

DATE	PROGRAM TITLE
February 17, 2023	Hypertension in the Workplace
May 24, 2023	Cancer Awareness Webinar
July 27, 2023	Blood Letting Activity in Partnership with Veterans Memorial Medical Center
September 11-22, 2023	DBP "Likha Art Fair"

In compliance with Republic Act no. 11036 (Mental Health Act of 2018), the Civil Service Commission Memorandum Circular no. 04, S. 2020 (Mental Health Program in the Public Sector), and the Board Approved Circular on Implementing Guidelines on DBP's Mental Health Program (Board Resolution No. 0958 dated December 23, 2021), the bank, commits itself to promote the holistic well-being of the employees by raising awareness, elaborating mental health issues in the workplace, and introducing management through practical techniques by conducting a face – to – face seminar. Mental health well-being was promoted as an Art Fair entitled DBP "LIKHA" - Layuning Isalarawan ng DBP Kawain ang mga Humuhubog sa kanyang Abilidad sa larangan ng sining". It was participated by 18 employees from the head office and branches.

The Health and Wellness Unit facilitated the annual vaccination activity on June 14, 2023. The vaccines purchased from the provider were paid directly by the employees in accordance with the bank's health care plan. The following vaccines were administered to the employees and their dependents:

- a. Vaxigrip Tetra (influenza) – 413 employees and dependents availed
- b. Pneumonax23 (pneumonia) – 35 employees and dependents availed
- c. Prevenar13 (pneumonia) – 34 employees and dependents availed

### Wellness

The Wellness Team of the Health and Wellness Unit implemented the IPFP (INTEGRATED PHYSICAL FITNESS PROGRAM). This program offers various physical fitness activities such as Zumba, cardio kickboxing, and yoga to ensure that employees remain fit and healthy. Some employees use gym training with equipment every morning and/or after working hours.

Sporting events participated in by different sectors, such as basketball, volleyball, bowling, and badminton, are also held in the head office and branches.

IPFP (INTEGRATED PHYSICAL FITNESS PROGRAM)	PARTICIPANTS
Morning Gym	1628

Afternoon Gym	2086
Dance Fusion	264
Zumba	247
Cardio Kickboxing	301
Yoga	172

### Occupational Safety

DBP adheres to the Circular on the National Occupational Safety and Health Policy Framework (CSC-DOH-DOLE JMC 1, s.2020) by having its own Safety and Health committee to act as the policy-making body pertaining to the safety and health of all DBP's personnel, workers, clients, and guests.

Occupational safety is continuously being conducted via ocular inspections of the premises to ensure the safety of its personnel, workers, clients, and guests.

The Bank puts emphasis on the commitment, active participation, and support of Management, employees, outsourced personnel, subsidiaries, contractors and sub-contractors, suppliers, and partners, including the clients and the general transacting public in keeping safe and healthy working conditions in its premises.

Employees also participated in the "Drop-Cover-Hold" exercise for the quarterly nationwide simultaneous earthquake drill (NSED) spearheaded by the NDRRMC.

Also, part of developing safety awareness of the employees is the regular conduct of lectures for DBP Orientation for New Employees (DBP ONE) and issuance of safety and health advisories.

### **(b) State the company's training and development programmes for its employees, including the data.**

#### **Talent Development**

The Bank provides a learning and development agenda that charts the path towards contributing to the Sustainability Development Goals and expanding its financial inclusion mandate through innovation and distinct customer experience. At the forefront of these initiatives was the Leadership Development Program (LEAD Reimagined Series), which focuses on developing the core leadership competencies in four (4) areas such as Innovation, Digitalization and FinTech, Transformational Leadership, and Sustainability.

The program adopts a blended learning methodology where participant leaders are tasked to develop relevant site action learning projects with the provision of Harvard Business Review (HBR) support tools and case studies from world-class institutions. In-class workshops for immediate application of the learnings are also provided, and the learning performance is closely monitored. The heads of different Bank Units were given extensive leadership development programs where subject matter expertise, case analysis, and capstone projects have produced practical experiences, fostered

collaboration, and incorporated structured training in talent development. The Bank continues to adopt the 70-20-10 learning philosophy as embodied in its DBP Learning and Career Development Plan, which integrates guidelines on training, scholarships, and other HR interventions to strengthen the Bank's organizational capability and sustain a high-performing culture.

In 2023, 100% of employees have been provided with an average of six (6) learning interventions, such as in the areas of Risk Management, Digital Innovation and Agility, and Leadership and Transformation. To widen access to learning, training was made available through hybrid conduct and maximized use of the DBP iLearn, an in-house eLearning Management System, and DBP iShare.

The Bank has launched its 13<sup>th</sup> batch of the Management Associates Program (MAP), a talent development program for high-potential individuals, with 30 candidates expected to complete the one-year immersive training by 2024. MAP is DBP's talent development program, which seeks to select, train, and deploy a pool of qualified and high-potential candidates to assume junior officer positions in core and critical banking functions. Since its inception in 2004, MAP has supplied the Bank with high-potential graduates who are actively contributing as young executives holding key managerial positions as Managers to Vice Presidents and as individual contributors in technical or specialized fields of banking.

### **Local and Foreign Scholarship Grants**

DBP continues to provide scholarship opportunities for DBP officers and staff across the organization in support of their professional growth and career development. Scholarships are open for eligible employees, preferably high-potential candidates and identified successors. The Bank has partnered with agencies that provide grant-funded scholarships to enable employees to obtain master's degree courses or to participate in training programs abroad. From 2020 to 2023, 20 DBP scholars have completed scholarship degree programs that were offered locally and abroad, and 5 scholars have ongoing study programs. Sixty (60) employees were also endorsed and accepted to undertake foreign training programs funded by partner institutions.

### **Continuing Education Support**

Through the Bank's Professional Advancement and Continuing Education Support Program ("PACES"), one hundred eleven (111) employees were granted educational support from 2020 to 2023 to help them obtain relevant Master's Degree or Second Degree Course in BS Real Estate Management (BS REM). Sixty-eight percent (68%) or 76 of the 111 DBP "PACES" grantees for the period 2020 to 2023 have already graduated from their degree programs.

DBP has also partnered with local educational institutions for a special Off-Campus MBA for interested employees, where classes are held after office hours or during weekends. Twenty (20) employees enrolled in the program for the 2022-2023 batch.

### **DBP Competency Framework and Assessment**

As part of the Bank's commitments under the 2023 DBP Performance Scorecard, the 2023 Bankwide Competency Assessment has established improvement in the competency level of the organization. The Bank achieved 100% compliance (All or

Nothing) to meet the 5% weight on Strategic Measure (SM) No. 10 of the 2023 DBP Performance Scorecard. DBP has sustained improvement in its organizational competency level, having achieved an overall adjectival rating of Exceeds Standards or its equivalent from 96.68% in 2022 to 97.86% in 2023 following its internal metrics and as prescribed by the Governance Commission for GOCCs (GCG) in determining the competency level of the organization.

The 2023 Employees' Training and Development Program, containing the list of training programs attended by employees with its corresponding description and duration, may be accessed through the DBP Website.

#### **4) What is the company's statement on zero tolerance for fraud, corruption, and malpractice?**

DBP seeks to uphold and embody moral excellence in public service by making integrity and decency a way of life at all levels of the organization. DBP officers and employees shall act ethically and lawfully in all transactions and dealings with stakeholders, avoiding any appearance of irregularity that could erode the Filipino's trust and confidence in the Bank as an institution and the government as a whole.

DBP exercises zero tolerance for all types of fraud, including illegal practices, corruption, and malpractices. The Bank, thus, commits to seriously dealing with any allegation of fraud by initiating an objective and impartial investigation of all suspected incidents surrounding such allegation that involves its officer or employee or that transpired in a transaction where DBP is a party.

A copy of the Bank's Statement on Zero Tolerance for Fraud, Corruption, and Malpractice may also be accessed through the DBP website. It also contains details regarding the DBP Complaints and Investigation Process; Related Philippine Laws, DBP Policies, and Government Complaints Mechanisms; Procedure for Reporting Complaints Against Employees; and Guidelines and Procedures for Incident Reporting under DBP's Integrated Incident Management Framework.

#### **5) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behavior?**

The DBP has institutionalized a whistleblower protection policy through DBP Circular No. 16, S. 2013, that aims to encourage responsible reporting of acts or omissions constituting illegal activities. It has also established the guidelines on reporting and investigation of allegations of commission of illegal activity reported under the policy.

A report/disclosure of an Illegal Activity shall be in writing and under oath. The report may also be made initially through telephone call or other electronic means, provided that the report/disclosure shall be made in writing and under oath within seventy-two (72) hours from the initial report. If no report under oath is made within 72 hours, it shall be treated as an anonymous complaint, and if the allegations therein are verifiable and supported by evidence, a fact-finding investigation shall be conducted in accordance with the DBP's Implementing Guidelines of the Revised Rules on Administrative Cases. An investigation shall also be conducted to ascertain the identity of the person who made the report/disclosure for possible filing of appropriate charges against him if the allegations are proven to be false and malicious in accordance with Section 9.4 of this Policy.

An Illegal Activity may be reported to any of the following senior officers of the Bank:

- a. President and Chief Executive Officer

- b. Head, Administrative Legal Department<sup>25</sup>;
- c. Chief Legal Counsel;
- d. Chief Compliance Officer;
- e. Head of Internal Audit; or
- f. Head of the Human Resource Management Group

In case the report was made to any of the officers mentioned in Section 6.2 above other than the Head, Administrative Legal Department (ALD), the concerned officer shall, within seventy-two (72) hours from receipt of the report, refer the same to the ALD Head. Upon receipt of the report, the ALD shall docket the same as an adverse report and proceed with the fact-finding investigation thereon until its final determination under the DBP's Implementing Guidelines of the Revised Rules on Administrative Cases.

## **6) Explain how employees are protected from retaliation.**

The DBP Whistleblower Protection Policy establishes measures to ensure that Whistleblowers and Witnesses are adequately protected against any form of retaliation. Interference, retaliation, and other forms of retribution against Whistleblowers or Witnesses to a Protected Disclosure are considered grave administrative offense and shall be dealt with in accordance with DBP's Implementing Guidelines of the Revised Rules on Administrative Cases.

All officers and employees can freely report irregularities, violations of laws, rules and regulations, or even corrupt practices or non-observance of the Bank's Code of Ethics without fear of retaliation. The Bank also maintained its dedicated hotline for internal and external reporting under the policy.

A copy of the DBP Whistleblower Protection Policy may be downloaded from the Corporate Governance Page of the DBP Website.

## **7) Does the company provide contact details via its website or Annual Report which stakeholders (e.g., employees, clients, the general public, etc.) can use to voice their concerns and/or complaints about any possible violations of their rights?**

Yes. There is a Complaints Handling section on the Corporate Governance Page of the DBP Website which specifies how (instructions are in English and Tagalog) and where clients and consumers can file their feedback and complaints. It includes the contact details (address, telephone number, and email address) of the department in charge as well as the 24/7 ATM Hotline. Relevant details are also displayed on the footer of the Bank's website.

## **H. DISCLOSURE AND TRANSPARENCY**

### **1) Does the Bank disclose the following information in the DBP Annual Report and website?**

Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes

### **2) Does the bank confirm its full compliance with the Code of Corporate Governance and where there is non-compliance, identify and explain the reasons for such issue for 2023.**

<sup>25</sup> Amended per Board Resolution No. 0084 dated February 5, 2020



Yes, DBP remains fully compliant with the GCG Code of Corporate Governance (GCG Memorandum Circular No. 2012-07) and has a framework of Governance comprised of corporate governance principles. A certification attesting to the Bank's compliance may be downloaded from the Bank website.

**3) Is the Annual Report downloadable from the website?**

The Bank's 2023 Annual Corporate Governance Report, 2023 Quarterly Financial Reports, and Audited Financial Report may be downloaded from the Corporate Governance Page of the DBP Website.

**4) Does the bank practice the Global Reporting Index (GRI) on its annual reports?**

DBP continuously follows the Global Reporting Index for its Annual and Sustainability Report.

**5) Are there members of the Board of Directors who hold more than five (5) positions in GOCCs and PLCs?**

None. In compliance with GCG's directives, DBP ensures that all members of the Board of Directors will not exceed five (5) positions in GOCCs and PLCs. A list of their membership in the governing board of the Bank's subsidiaries and affiliates for CY 2023 may be downloaded from the Bank's website.

**6) Date of Receipt of Audited Financial Report from COA** : 28 June 2024

**7) Date of Release of Audited Financial Report** : 16 July 2024

**8) Is the true and fairness/fair representation of the annual financial statements/reports affirmed by the board of directors and/or the relevant officers of the company?**

Yes. The Statement of Management's Responsibility to Financial Statements dated June 19, 2024 was affirmed by the Chairman of the Board, the President and CEO, and the Officer-In-Charge of the Operations Sector, and may be accessed under Section D.21 of the Corporate Governance Page in the Bank's website.

**I. BOARD, DIRECTOR, COMMITTEE, AND CEO APPRAISAL**

**1) Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.**

In line with the principles of good governance and in compliance with the Bank's Manual on Corporate Governance, the Bank conducted the annual Peer Assessment on the performance of the members of the Board of Directors for the period January to December 2023. The results of the Peer Assessment have been a regular subject of examination conducted by the Bangko Sentral ng Pilipinas in its annual audit of the Bank.

**a) Guidelines on the Peer Assessment System for the Members of the Board**

1. Every January of each year or on a date decided upon by the Board, a peer assessment of effectiveness for each Director shall be conducted using the criteria and rating system presented in the attached form.
2. Assessment shall only be applicable to Directors who have served the Bank for at least six (6) months prior to the rating date. The Board may extend the rating date for Director/s who has/have not reached the minimum six (6) months period.

3. The accomplished forms shall be submitted to a unit or person designated by the Board who will consolidate, compute the average rating, and forward the collective Board rating to the Chairman of the Governance Committee, the Chairman of the Board and the President/CEO of the Bank.
4. This collective Board rating will be derived from the Individual Director's Peer Ratings which shall be computed as follows;
  - a. Add all equivalent points for each item using the following:
 

<b>STRONG</b> (demonstrates excellent level of skills, ability, performance, etc.)	-	3 points
<b>ADEQUATE</b> (demonstrates effective level of skills, ability, performance, etc.)	-	2 points
<b>NEEDS IMPROVEMENT</b> (demonstrated a minimal level of skills, ability, performance, etc.)	-	1 point
  - b. Multiply the results with the corresponding weight equivalents for each criteria.
  - c. Sum up all results and compare to the schedule below to obtain the average adjectival rating:
 

<b>STRONG</b>	-	Between 9.6 – 14.25 points
<b>ADEQUATE</b>	-	Between 4.76-9.5 points
<b>NEEDS IMPROVEMENT</b>	-	4.75 points or less
  - d. For the Board's collective rating, average up the numerical equivalent points obtained by each director and translate to the adjectival rating using the same grid/scale used for the individual rating as shown in 4c.
5. It shall be the responsibility of the Office of the Corporate Secretary to furnish each Director with the relevant documents/information for the proper accomplishment of the assessments such as: bio data, attendance record, etc.

#### **b) Guidelines on the Appraisal of Board Committee Performance**

1. Every first quarter of each year or on a date decided upon by the Board, an appraisal of effectiveness for each board committee shall be conducted using the criteria and rating system presented in the attached form.
2. The raters shall be the regular members of the specific committee, except for the Executive Committee where the raters shall be all members of the Board, for at least three (3) months prior to the rating date. The Board may extend the rating date for director/s who has/have not reached the minimum three (3) months period.
3. The accomplished forms shall be submitted to the Corporate Governance Unit of the Office of the Corporate Secretary (CGU-OCS) which will consolidate, compute the average rating, and present a summary report to the Board of Directors through the Governance Committee.
4. The numerical rating per each statement shall be as follows:

Rating	Description
5	Strongly Agree

4	Agree
3	Somewhat Agree
2	Disagree
1	Strongly Disagree

5. In order to arrive at the collective rating of the performance of board committee, the following computation shall be used:

- a. Add all equivalent points for each item per category and divide by the total number of statements per category;
- b. Multiply the results with the corresponding weight equivalents for each category;
- c. Sum up all results and compare to the schedule below to obtain the average adjectival rating:

OUTSTANDING	-	5
VERY SATISFACTORY	-	Between 4.0-4.99
SATISFACTORY	-	Between 3.0-3.99
UNSATISFACTORY	-	Between 2.0-2.99
POOR	-	Between 1.0-1.99

## 2) Discuss the results of the assessment or appraisal conducted for the year.

For CY 2023, the peer assessment commenced on 25 January 2024 and was completed in May 2024. The results of the Board and Board-Level Committee Appraisal and Peer Assessment of Directors are submitted to the Governance Committee and the Board of Directors for notation. Likewise, the results of the Board-Level Committee assessments are reported for notation of the respective Committees within the 2<sup>nd</sup>-3<sup>rd</sup> Quarter of CY 2024.

All eligible members of the Board of Directors obtained a 'Strong' individual rating in the Peer Assessment for the Calendar Year (CY) 2023, which means that the members have demonstrated an excellent level of skills, ability, and performance in the discharge of their duties and responsibilities and translated to effective governance of DBP. The Board likewise received a 'Very Satisfactory' Performance Appraisal Rating for the same period.

Similarly, all Board-level Committees maintained a 'Very Satisfactory' overall adjectival rating for CY 2023, which signified each Committee's high level of effectiveness and efficiency.

## J. IS THERE NON-COMPLIANCE WITH GOOD GOVERNANCE CONDITIONS?

No. Guided by its Enhanced Corporate Governance Framework, DBP stands firm on its commitment to sustain compliance with all good governance conditions as well as applicable laws and regulations such as the GCG Code of Corporate Governance (Memorandum Circular No. 2012-07) and the Bangko Sentral ng Pilipinas' Enhanced Corporate Governance Guidelines for BSP-Supervised Financial Institutions (Circular 969, series of 2017). It likewise ensures adherence to mandatory disclosures on DBP's website, Freedom of Information reportorial requirements, and compliance with the Anti-Red Tape Authority directives such as Implementation of a Zero Backlog Program, Updating of the Citizen's Charter, and Reengineering of its services, among others.

A certification attesting to the Bank's compliance to the Code of Corporate Governance may also be downloaded from the Bank website.

## ANNEX A – PROFILE OF THE BOARD OF DIRECTORS FOR CY 2023

### Dante O. Tiñga Chairman



Dante O. Tiñga joined the Development Bank of the Philippines as Chairman of its Board of Directors on December 22, 2022. He is a distinguished legislator and jurist with a professional career spanning over six decades in both public and private practice.

Chairman Tiñga started his career as a senior attorney and associate at various prestigious law firms. He was elected Member of the House of Representatives for the Taguig-Pateros legislative district for three consecutive terms, from 1987-1998. In the House, he served as Chairperson of the Committee on Corporations and Franchises in 1987-1992, House Majority Speaker for Luzon in 1992-1998, Chairperson of the Committee on Energy also in 1992-1998, and as Speaker's Deputy in the Committee on Rules in 1995-1998. He was subsequently appointed to the Supreme Court (SC) where he served as Associate Justice in 2003-2009.

An educator at heart, Chairman Tiñga taught as professor at the University of the East (UE) Colleges of Business Administration and Law in 1967-1992. He had served as Dean of the UE College of Law twice, in 1989-1993, and again in 2017-2018. He likewise holds the distinction of being the first Dean of the Polytechnic University of the Philippines (PUP) College of Law, a post he held from 2001 until his appointment to the SC in 2003.

Chairman Tiñga earned his Bachelor of Laws degree from UE, graduating *magna cum laude* in 1960. He not only passed, but placed in the Top 15 of the Philippine Bar Examinations given that same year. HE later obtained his Master of Laws degree from the University of California, Berkeley, in 1970.

In recognition of his years of dedicated service and significant contributions to the private and public sectors, Chairman Tiñga was awarded as the Most Distinguished Alumnus by the Taguig Institute in 1968, Most Distinguished Alumnus in the Legal Profession by UE in 1988, and Most Distinguished Alumnus in Education also by UE in 1991. He was further conferred the degrees of Doctor of Public Administration by PUP in 1996 and Doctor of Law (*Honoris Causa*) by UE in 2009. He is the esteemed recipient of international awards as well, particularly, the 2009 Man of the Year in Law Award from the American Biographical Institute and the UE Global Achiever Award from the UE Alumni Association -US Chapter both bestowed in 2010.



**Michael O. de Jesus**  
**President and Chief Executive Officer**  
**(17 January 2023 – Present)**

Veteran banker Michael O. de Jesus takes the helm of the Development Bank of the Philippines (DBP) as its ninth president and chief executive officer, bringing with him a wealth of experience honed by more than four decades of local and international banking.

Prior to his appointment in DBP, de Jesus was head of the Corporate Bank of Rizal Commercial Banking Corporation (RCBC), Philippine National Bank (PNB), and United Coconut Planters Bank (UCPB). He also worked with both Citibank New York and Citibank Manila. He has a Bachelor of Arts degree in Economics from Union College in Schenectady, New York, and a Masters Degree in Business Administration (Finance) from The Wharton School, University of Pennsylvania.

Mr. de Jesus took his oath before Executive Secretary Lucas Bersamin last January 11, 2023 at Malacañan Palace, Manila.

**Emmanuel G. Herbosa**  
**President and CEO**  
**(03 March 2019 – 17 January 2023)**



A professional banker, Mr. Emmanuel G. Herbosa takes the helm of the Development Bank of the Philippines as its latest president and chief executive officer.

Honed by over four decades of solid banking experience, Mr. Herbosa juggled leadership roles in corporate banking, consumer banking, branch banking, and overseas banking in reputable financial institutions such as the Bank of the Philippine Islands and Bank of Commerce, where he served as senior vice president, and executive vice president, respectively. He also assumed as chief operating officer of Ayala Insurance, a bancassurance subsidiary of the Ayala Group.

Prior to his designation as DBP head, Mr. Herbosa was president and chief executive officer of Philippine Guarantee Corporation (PGC). PGC provides guarantees to facilitate the entry of foreign loans into the country for development purposes. Apart from his banking profession, he also served directorial posts at the De La Salle School Boards, De La Salle Brothers Fund, Inc., and P & Gers Fund, Inc.

Mr. Herbosa graduated with a bachelor's degree in Industrial Management Engineering from the De La Salle University, and obtained his Master's in Business Administration from the Wharton School, University of Pennsylvania, USA.



**Roberto V. Antonio**  
**Director**

Director Antonio, a seasoned businessman, was appointed to the DBP Board on September 15, 2022.

He was a former undersecretary and senior consultant of the Department of Tourism (DOT), where he spearheaded the conceptualization of the Eight Anchor Destination Program, and the production of the DOT Foreign Offices Manual. He was also previously elected councilor of Mandaluyong City, where he was recognized as Outstanding Councilor in 1993.

With an extensive record in business management, Director Antonio currently heads Kalimera, Inc., RVA and Sons Inc., and RVA International Trading. He is likewise the chairman and vice chairman of RVA Hatch, Inc. and Right Eight Security Agency, Inc., respectively, and serves as consultant for Mustang Holdings, Inc. He also serves as Independent Director of the Premium Leisure Corporation and the Pacific Online System Corporation.

He earned his Master in Business Economics from the University of Asia and the Pacific, and a Bachelor's Degree of Science in Economics from the De La Salle University.



**Maria Lourdes A. Arcenas**  
**Director**

Director Arcenas was first appointed to the DBP Board on November 28, 2016, and re-appointed on January 6, 2023. She was the Human Resources Committee Chairperson from 2017-2018 and Governance Committee Chairperson from 2019-2022.

A clinical psychologist by profession, Director Arcenas expertise is in resiliency strengthening and competence-building. She obtained a Bachelor of Arts degree in Psychology from St. Scholastica's College

Manila graduating Cum Laude and holds a Master of Arts degree in Clinical Counseling Psychology from the Ateneo de Manila University.

She was a recipient of the Rotary Ambassadorial Scholarship at Stanford University where she received a Master of Arts degree in International Development Education. She received her accreditation certificates in Partnerships Brokering for Sustainable Development from Deakins University in Australia and in Conflict Resolution-Peace Building from Chulalongkorn University in Thailand.

Her extensive career experience includes human resource management and psycho-diagnostics, team building, crisis communication and risk management, and resource governance, among others.

Currently, Director Arcenas serves as Senior Advisor on Environmental Social Governance (ESG) to local and international corporations in the power, mining, forestry, and infrastructure sectors. She is founding Chairperson of the Women Institute for Social Entrepreneurship Inc. that provides women in peace-building roles with opportunities for sustainable livelihood. She likewise serves as Independent Director of the DBP Service Corporation and the Al Amanah Islamic Investment Bank of the Philippines.

**Emmeline C. David**  
**Director**



Atty. Emmeline C. David joined the DBP Board of Directors on January 18, 2023.

A lawyer by profession, Director David started her legal career as an associate at the Picazo, Buyco, Tan, Fider and Santos Law Office. She lent her expertise to several government agencies including the House of Representatives, through the Office of Representative Peter John Calderon, during the 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> Congress and the Office of the Mayor of the Municipality of Samboan, Cebu. She likewise served as a Political Affairs Officer under the Office of Congressman Emerito S. Calderon Sr. for several years.

Director David continuously sharpens her leadership skills in both the public and private spheres. She currently sits as the President of both the Avatar Realty Corporation and the Neufort Development Corporation. She has also been active in community development in her capacity as Program Director for Sustainable Development of the St. Jude Samboan Foundation in Cebu, assisting in the conceptualization and implementation of various educational, livelihood, cultural and religious development projects as well as medical and legal assistance. Among the notable efforts of the Foundation were livelihood projects, in partnership with the Technical Education and Skills Development Authority and the International Labor Organization, for victims of Super Typhoon Haiyan (Yolanda) in 16 municipalities of Cebu, and relief assistance to families affected by Typhoon Odette in Samboan and other communities in the 7<sup>th</sup> District of Cebu.

Director David obtained her Bachelor of Science Degree in Business Management from the University of the Philippines Cebu and her Juris Doctor from the Ateneo de Manila Law School. She is also a Career Executive Service Officer.



**Wilma T. Eisma**  
**Director**

Director Eisma, a lawyer by profession, joined the DBP Board of Directors on 2 March 2022.

Director Eisma was the first woman Administrator and Chairman of the Subic Bay Metropolitan Authority appointed by the President of the Philippines in 2016 and 2017, respectively.

She held various leadership roles in PMFTC Inc., the Philippine affiliate of Philip Morris International, handling Sustainability and Contributions, Public Affairs and Contributions, and Government and Community Relations. She likewise handled Local Regulatory Affairs and Community Relations, as well as Government Relations, during her stint with Philip Morris Philippines Manufacturing Inc. She occupied key positions during her tenure at the Office of the Secretary of the Department of Trade and Industry, and the Office of the Majority Floor Leader in the House of Representatives.

Director Eisma earned her Doctor of Jurisprudence from the Ateneo de Manila University. She was a member of the Philippine delegation to the Univ Forum in Rome, and attended a course on Issues Handling and Media Engagement conducted by Burson-Martseller, Inc. in Hong Kong.





**Emmanuel P. Galicia**  
Director

Atty. Galicia has served as Director of DBP from 10 October 2016 until 11 January 2023. As member of the Board, he sits as Chairman of the Trust Committee, Vice Chairman of the Risk Management Committee, and a Member of the Development Advocacy Committee.

He was appointed as President and Chief Executive Officer of the DBP Data Center, Inc. on July 2017.

He is a Senior Partner at LG Law in Davao City and a Retained Lawyer of the Department of Social Welfare and Development in Davao City, among others. He is also the President of the Independent Baptists Churches in the Philippines.

Atty. Galicia obtained his Bachelor of Arts in Communication degree from the Ateneo de Davao University, and was admitted to the Philippine Bar in 1996.



**Rogelio V. Garcia**  
Director

Director Garcia was appointed to the DBP Board on 31 January 2017. He is also a Director of Al Amanah Islamic Investment Bank of the Philippines, DBP Leasing Corporation and DBP Insurance Brokerage, Inc.

Director Garcia served as a member of Parliament in the Batasang Pambansa and Deputy Minister/ Undersecretary of the Department of Labor and Employment. He was also a member of the Board of Directors of the Manila International Airport Authority. His proven track record also boasts of various positions held at the Integrated Bar of the Philippines (IBP) since 1983. He served as IBP South Cotabato Chapter President, then later on as Governor for IBP Western Mindanao Region, and Deputy Director of IBP Commission on Bar Discipline. Atty. Garcia was the JCI Senate Philippines National President in 2016, and JCI Senate – TOFIL Foundation President from 2016 up to the present. Currently, he serves as a member of the Junior Chamber International Senate ASEAN and Region XII President of PDPLABAN since 2000.

Atty. Garcia obtained his Bachelor of Laws degree from San Beda College in 1971 and passed the Philippine Bar Examinations the following year. His 45 years of law practice is anchored on integrity and public service.



**Dante V. Liban**  
Director

Director Liban was appointed to the DBP Board on 20 August 2021.

With an extensive record in public service, Director Liban served as City Councilor and Minority Leader of the Quezon City Government; Congressional Representative of the Second District of Quezon City in the 9<sup>th</sup>, 10<sup>th</sup> and 11<sup>th</sup> Congress; and was a former Director General of the Technical Education and Skills Development Authority.



He occupied key positions in local and international organizations including Deputy Secretary General of the Chamber of Commerce of the Philippines (presently the Philippine Chamber of Commerce and Industry), Executive Secretary of the Employers Confederation of the Philippines, and Administrative Director of the ASEAN Chamber of Commerce & Industry's Working Group on Industrial Complementation.

Extending his policy-making expertise to the education sector, Director Liban served as Regent in the University of the Philippines System, Mindanao State University, Polytechnic University of the Philippines, Philippine Normal University, and as a Trustee of the Trinity University of Asia.

He holds a Doctorate in Organizational Development and Degrees in Law and Public Administration, among others, and has earned honorary doctorates in the field of Humanities, Law, Education, Public Administration, and Pedagogy. Director Liban likewise attended advanced leadership programs at Harvard University's John F. Kennedy School of Government, Harvard Institute of International Development, the International Institute of Labor in Switzerland, and the Haggai Institute in Hawaii.

### **Philip G. Lo Director**



A highly respected business executive currently serving as Member of the Board of Directors of the Development Bank of the Philippines since May 10, 2023, Director Lo has a remarkable track record in both the private and public sectors, having held various leadership roles throughout his career.

In the private sector, he is the Chairman of Coast Pacific Group of Companies (CPGC) and Toyota Mabolo Cebu, Inc. (TMCI). His expertise and investments spans across multiple industries he leads, including hospitality, furniture, real estate developments, construction, warehouse leasing, manufacturing (furniture, furnishings, and stone tiles), food restaurants, motorcycle assembly, and automobile dealership. Additionally, he has significant experience in community malls, housing development, shipping, trading, export and logistics, public transport, financing, insurance, industrial refrigeration, powdercoating, agricultural farming and products.

Apart from his successful business ventures, Director Lo actively participates in non-governmental organizations. He is the President of Boaters Limited and holds an important position as a member of the Philippine Coast Guard Auxiliary, where he holds the rank of Commodore, showing his commitment to serving the community.

Director Lo has also made contributions to public service, serving as a Director in both the Philippine Amusement and Gaming Corporation from 2002 to 2010 and Cocogen Insurance, Inc.

He holds a Bachelor of Science in Business Administration from the University of Santo Tomas, which he obtained in 1979. Additionally, he has completed specialized training in Corporate Governance, further enhancing his expertise in leadership and governance matters. With his wealth of experience and accomplishments, Director Lo continues to make valuable contributions to the business world and the community at large.

**Consuelo N. Padilla**  
**Director**



Director Padilla joined the DBP Board of Directors on 16 March 2022.

She is Chairperson of the Landbank Countryside Development Foundation and a Director of PTFC Baesa Redevelopment Corporation, Padilla De Los Reyes Inc., Seltoh Inc., and Tohsel Inc. She is also Treasurer of the Foundation for Development Through Education.

She was previously a Presidential Assistant at the Office of the President, as well as a Consultant for solid waste at the Department of Tourism. She has held key positions in the Treasury offices of Philippine Associated Smelting and Refining Corporation and the Bank of the Philippine Islands, and was the Philippine Representative to OBU Bank Dagang Nasional Indonesia.

Director Padilla earned her Master in Business Management from the Asian Institute of Management, and her AB Literature in English and BSC Accounting degree from Assumption College.

**Jaime Z. Paz**  
**Director**



Director Jimmy, as he is fondly called, officially joined the DBP Board of Directors on January 18, 2023.

His professional career started at the Benjamin Abalos Law Firm, which eventually produced public servants in all branches of the government.

Director Jimmy's venture in the government, on the other hand, include stints in the Metro Manila Development Authority (as General Manager), the Commission on Elections (as Head Executive Assistant, Office of the Chairman), and the Social Housing Finance Corporation (as a member of the Board of Directors).

Just recently, he was designated by the Province of Rizal for another term as the Alternate Representative in the Board of Directors of the Laguna Lake Development Authority, to which he agreed to serve anew in gratis to pursue his environmental advocacies.

Over the course of 32 years as a lawyer, Director Jimmy has gained profound and vast work experience both in the private and public sectors, excelling in areas as diverse as the Philippine electoral system, environmental protection and preservation, socialized housing, as well as urban planning and development. His expertise in law and procedure, in addition to his ability to decide swiftly and strategically on key and important issues, proves him to be a valuable asset to the Bank.