



Bangko Sentral ng Pilipinas
MAYNILA, PILIPINAS

OFFICE OF THE DEPUTY GOVERNOR
SUPERVISION AND EXAMINATION SECTOR

MEMORANDUM TO ALL BANKS AND NBQBs

Subject: Certification of Independent Director

Effective immediately, the bio-data of directors required to be submitted under Section X144 of the Manual of Regulations for Banks (MORB) and Section 4162Q of the Manual of Regulations for Non-Bank Financial Institutions (MORNBFi), in the case of the independent directors, shall be accompanied by a **certification under oath** from the director concerned that he/she is an independent director as defined under Subsec. X141.1 and Subsec. 4141Q.1 of the MORB and the MORNBFi, respectively (Section 1, Circular No. 391 dated 15 July 2003), that all the information thereby supplied are true and correct, and that he/she:

1. Is not or has not been an officer or employee of the bank/quasi-bank/trust entity, its subsidiaries or affiliates or related interests during the past three (3) years counted from the date of his election;
2. Is not a director or officer of the related companies of the institution's majority stockholder;
3. Is not a majority stockholder of the institution, any of its related companies, or of its majority shareholders;
4. Is not a relative within the fourth degree of consanguinity or affinity, legitimate or common-law of any director, officer or majority shareholder of the bank/quasi-bank/trust entity or any of its related companies;
5. Is not acting as a nominee or representative of any director or substantial shareholder of the bank/quasi-bank/trust entity, any of its related companies or any of its substantial shareholders;

PANANALAPING MATATAG, BANSANG PANATAG

6. Is not retained as professional adviser, consultant, agent or counsel of the institution, any of its related companies or any of its substantial shareholders, either in his personal capacity or through his firm; is independent of management and free from any business or other relationship, has not engaged and does not engage in any transaction with the institution or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and could not materially interfere with or influence the exercise of his judgment; and
7. Complies with all the qualifications required of an independent director and does not possess any of the disqualifications therefor; and has not withheld nor suppressed any information material to his or her qualification or disqualification as an independent director.

For compliance.


NESTOR A. ESPENILLA, JR.
Deputy Governor

02 September 2005