

e. Removal (i) Executive Directors (ii) Non-Executive Directors (iii) Independent Directors	If a director is found be involved in any of the grounds stated for permanent disqualification, he shall be removed from office by a majority vote of the Board and in the manner provided by law. His removal from office shall be without prejudice to the Corporation's right to file the appropriate civil or criminal case against the corporate director or officer involved.	Same as the grounds for permanent disqualification.
f. Re-instatement (i) Executive Directors (ii) Non-Executive Directors (iii) Independent Directors	<p>This applies only to directors who are found to be involved in any of the grounds stated for temporary disqualification.</p> <p>This disqualification shall be in effect as long as his refusal persists.</p> <p>This disqualification applies for purposes of the succeeding election.</p> <p>This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity.</p> <p>The disqualification shall be lifted if the limit is later complied with.</p>	<p>- Refusal to fully disclose the extent of his business interest as required under the SRC and its Implementing Rules and Regulations.</p> <p>- Absence or non-participation for whatever reason/s for more than fifty percent (50)% of all meetings, both regular and special, of the Board of Directors during his incumbency or any twelve (12) month period during said incumbency, unless the absence is due to illness, death in the immediate family or serious accident.</p> <p>- Dismissal/termination from directorship in another listed corporation for cause</p> <p>- For ID, if his beneficial equity ownership in the Corporation or its subsidiaries or affiliates exceeds two percent (2%) of its subscribed capital stock.</p>
g. Suspension (i) Executive Directors (ii) Non-Executive Directors (iii) Independent Directors	This applies only to directors who are found to be involved in any of the grounds stated for temporary disqualification. The disqualification or suspension shall be in effect as long as the concerned director has not cleared himself of the said grounds.	Same as the grounds for temporary disqualification.

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Eusebio H. Tanco	66.% or 6,557,054,369
Monico V. Jacob	66.% or 6,557,054,369
Joseph Augustin L. Tanco	66.% or 6,557,054,369
Ma. Vanessa Rose Tanco	66.% or 6,557,054,369
Martin K. Tanco	66.% or 6,557,054,369
Paolo Martin O. Bautista	66.% or 6,557,054,369
Rainerio M. Borja	66.% or 6,557,054,369
Maulik R. Parekh	66.% or 6,557,054,369
Jesli A. Lapus	66.% or 6,557,054,369
Johnip G. Cua	66.% or 6,557,054,369
Ernest Lawrence L. Cu	66.% or 6,557,054,369

STI Holdings Annual Stockholders' Meeting was held on 26 September 2014

6) Orientation and Education Program

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

The Company has an orientation program for new Directors. New directors may request individual meetings with senior management and receive materials on each of the Company's different business units. The senior management meetings cover a corporate overview, the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, and its business conduct policies. The other Directors may be invited to attend each orientation program as well.

The Directors are given additional educational materials and presentations from Company and/or third party experts on subjects that would enable them to perform better their duties and to recognize and deal appropriately with issues that arise. They shall be required to attend a seminar on corporate governance which shall be conducted by a duly recognized private or government institution.

(b) State any in-house training and external courses attended by Directors and Senior Management¹ for the past three (3) years:

SEC and PSE Disclosure Briefing held in the last quarter of 2012

(c) Continuing education program for directors: programs and seminars and roundtables attended during the year

¹ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the Company.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Eusebio H. Tanco	16-17 April 2004	Corporate Governance for Philippine Banks	Bankers Institute of the Philippines, Inc.
Monico V. Jacob	12-13 July 2004	Orientation Course on Corporate Governance	The Institute of Corporate Directors
Yolanda M. Bautista, Treasurer	17 November 2009	Code of Ethics and Good Governance	Philippine Institute of Certified Public Accountants
Joseph Augustin L. Tanco	19 April 2013	Corporate Governance and Anti-Money Laundering Act Seminar	Philippine Securities Consultancy Corp
Ma. Vanessa Rose L. Tanco	19 April 2013	Corporate Governance and Anti-Money Laundering Act Seminar	Philippine Securities Consultancy Corp
Martin K. Tanco	6 June 2013	Corporate Governance Orientation Program	The Institute of Corporate Directors
Paolo Martin O. Bautista	6 June 2013	Corporate Governance Orientation Program	The Institute of Corporate Directors
Rainerio M. Borja	6 June 2013	Corporate Governance Orientation Program	The Institute of Corporate Directors
Ernest Lawrence L. Cu	24-25 September 2007	Corporate Governance for Bank Directors	The Institute of Corporate Directors
Johnip G. Cua	1-2 June 2010	Orientation Course on Corporate Governance	The Institute of Corporate Directors
Arsenio C. Cabrera Corporate Secretary	25 November 2009	Seminar on Corporate Governance	Institute of Judicial Administration, UP Law Center
Jesli A. Lapus	5 February 2014	Distinguished Corporate Governance Speaker Seminar Series	The Institute of Corporate Directors
Maulik R. Parekh			

Disclosed to SEC by Metrobank in their letter dated 11 February 2014. Mr. Jesli A. Lapus is also an Independent Director of Metrobank.

Note: Schedule of In-house Corporate Governance Seminar for all directors and officers of STI Holdings and Tanco Group will be on 14 November 2014.

B. CODE OF BUSINESS CONDUCT AND ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	Directors should not have any financial or other business relationship with suppliers, customers or competitors that could reasonably be expected to impair, or even appear to impair, their independence or cloud any judgment they may need to make on behalf of the Company. They should not engage in activities that compete with the Company. If a director is aware of a possible or actual conflict of interest regarding himself or another director, or concerned that one might develop, he or she should discuss it with the Chairman of the Audit Committee. The Audit Committee has the ultimate responsibility for the review and resolution of conflicts of interest.	Senior Management Officers (SMO) should not have any financial or other business relationship with suppliers, customers or competitors that could reasonably be expected to impair, or even appear to impair, their independence or cloud any judgment they may need to make on behalf of the Company. They should not engage in activities that compete with the Company. If an officer is aware of a possible or actual conflict of interest concerning himself or another officer, or is concerned that one might develop, he should bring the matter to the Board. An officer may not engage in employment outside the Company without the Company's approval. Any request should be directed to the Board.	Employees should not have any financial or other business relationship with suppliers, customers or competitors that could reasonably be expected to impair, or even appear to impair, their independence or cloud any judgment they may need to make on behalf of the Company. They should not engage in activities that compete with the Company. If an employee is aware of a possible or actual conflict of interest concerning himself or another officer, or is concerned that one might develop, he should bring the matter to the CEO. An employee may not engage in employment outside the Company without the Company's approval. Any request should be directed to the CEO.