

COVER SHEET

A 1 9 9 7 - 9 5 8 7

S.E.C Registration Number

C I T Y S T A T E S A V I N G S B A N K I N C .

(Company's Full Name)

C I T Y S T A T E C E N T R E B U I L D I N G

7 0 9 S H A W B O U L E V A R D P A S I G C I T Y

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

ARIEL V. AJESTA

Contact Person

8 4 7 0 - 3 3 3 3

Company Telephone Number

1 2 3 1

Month Day
Fiscal Year

2 0 - I S

FORM TYPE

Month Day
Annual Meeting

G S E D

Secondary License Type, If Applicable

C R M D

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

_____ LCU

Document I.D

Cashier

S T A M P S

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

The Special Meeting of Stockholders of Citystate Savings Bank will be held on **18 December 2020 at 10:00 AM** via remote communication/video conferencing to take up the following matters:

- I. Calling of Meeting to Order
- II. Certification of Notice of Meeting
- III. Determination of existence of quorum
- IV. Approval of the Increase of Authorized Capital Stock from 1,500,000,000.00 to 1,800,000,000.00
- V. Amendments to the Articles of Incorporation and By-Laws
- VI. Approval of the Subscription of Top Ventures Investments and Management Corp. (TVIMC) to 600,000 shares
- VII. Such other business as may properly come before the meeting
- VIII. Adjournment

Only Stockholders of record as of **11 December 2020** will be entitled to notice and to vote at this meeting.

If a stockholder or member intends to participate in a meeting through remote communication, stockholders or members are requested to register by sending the following requirements to asmregistration@citystatesavings.com not later than 4:00 P.M. of **15 December 2020**.

A. Individual Stockholders

- (1) A scanned copy of front and back portion of the Stockholder's valid government-issued ID showing photo, signature and personal details, preferably with residential address. (should be in JPG Format with a file size no larger than 2MB)
- (2) A valid and active e-mail address and contact number.

B. Corporate Stockholders

- (1) A secretary's certificate attesting to the authority of the representative to participate by remote communication for, and on behalf of the Corporation (should be in JPG Format with a file size no larger than 2MB).
- (2) A scanned copy of front and back portion of the valid government-issued ID of Stockholder's representative showing photo, signature and personal details, preferably with residential address (should be in JPG Format with a file size no larger than 2MB);
- (3) A valid and active e-mail address and a valid and active contact number.

C. For Stockholders under PCD Participant/Brokers account or "Scripless Shares"

- (1) A broker certification on the Stockholder's number of shareholdings;
- (2) A scanned copy of the front and back portion of Stockholder's valid government-issued ID showing photo, signature and personal details, preferably with residential address (should be in JPG Format with a file size no larger than 2MB);
- (3) A valid and active e-mail address and contact number.

The Company shall allow electronic signature for the required documents, as applicable. Notarization requirements shall also be dispensed with at this time. However, the Company reserves the rights to request additional information, and original signed and notarized copies of these documents at a later time. Incomplete or inconsistent information may result in an unsuccessful event registration. As a result, Stockholders will not be allowed to participate in the virtual ASM.

Shareholders who will not be able to attend the meeting may designate their respective proxies by sending the proxy forms to the Office of the Corporate Secretary at the 2nd Floor, Citystate Centre Building, 709 Shaw Boulevard, Pasig City or via email at asmregistration@citystatesavings.com not later than 4:00 P.M. of **15 December 2020**.

A Stockholder whose registration has been verified will be notified of approval or disapproval of the registration within three (3) business days from the Stockholder's receipt of an e-mail acknowledging his/her registration.

In case a stockholder/member did not receive any notification within three (3) business days from receipt of an email acknowledging their registration, he/she should call the office of the Corporate Secretary at 8470-3333 local 219 or he/she can email the email address at asmregistration@citystatesavings.com

We wish to inform you that Stockholder's online registration cannot be completed if any of the mandated requirements are not submitted. Incomplete documents may also result in an unsuccessful registration.

Lastly, copies of the Notice of Meeting, Information Statement and other documents relative to the Special Meeting may be accessed through the CSBI Website www.citystatesavings.com and through PSE Edge portal <https://edge.pse.com.ph>

Thank you.


ATTY. SOCRATES M. AREVALO
Corporate Secretary

EXPLANATION OF AGENDA ITEMS FOR SPECIAL STOCKHOLDERS' MEETING – 18 DECEMBER 2020

Item I. Calling of Meeting to Order

The Chairperson, Mr. D. Egard A. Cabangon, will formally begin the 2020 Special Stockholders' Meeting of Citystate Savings Bank, Inc. ("CSBI" or "The Bank")

Item II. Certification of Notice of Meeting

The Corporate Secretary, Atty. Socrates M. Arevalo, will certify that notice requirements for the 2020 Special Stockholders' Meeting with the Definitive Information Statement was posted in the CSBI's website, Philippine Stock Exchange's (PSE) EDGE and sent to the Securities and Exchange Commission (SEC), have been complied with in accordance with CSBI's Amended By-Laws, Revised Corporation Code of the Philippines, and the Securities and Exchange Commission (SEC), and the date was published in two (2) newspapers of general circulation.

Item III. Determination of existence of quorum

The Corporate Secretary will further certify whether a quorum is present for the valid transaction of the Special Stockholders' Meeting. A meeting where the stockholders holding a majority of the outstanding capital stock of CSBI are present by proxy, through remote communication or *in absentia* shall constitute a quorum and be competent to transact business.

If a stockholder or member intends to participate in a meeting through remote communication, stockholders or members are requested to register by sending the following requirements to asmregistration@citystatesavings.com not later than 4:00 P.M. of 15 December 2020.

Items IV and V. Approval of the Increase of Authorized Capital Stock from 1,500,000,000.00 to 1,800,000,000.00 / Amendments to the Articles of Incorporation (AOI) and By-Laws (BL)

Please refer to the Item D. Other Matters of the Information Statement

Item VI. Approval of the Subscription of Top Ventures Investments and Management Corp. (TVIMC) to 600,000 shares

The Board of Directors approved the Subscription of TVIMC to 600,000 shares on 25 November board meeting of CSBI. Please refer to item C of the Information Statement for further information

Item VII. Such other business as may properly come before the meeting

All other matter that arise after the notice, agenda, and information statement have been published and sent out may be presented for the consideration of the stockholders. Stockholders may raise such matters as may be relevant or appropriate to the occasion.

Item VIII. Adjournment

After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2020 Special Stockholders' Meeting of CSBI



Proxy Form

The undersigned stockholder of Citystate Savings Bank, Inc. (the "Bank") hereby appoints _____ with email address _____ or in his/her absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Stockholders' Meeting of the Bank on _____ and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of the Increase of Authorized Capital Stock from 1,500,000,000.00 to 1,800,000,000.00
 - Approve
 - Disapprove
 - Abstain
2. Amendments to the Articles of Incorporation and By-Laws
 - Approve
 - Disapprove
 - Abstain
3. Approval of the Subscription of Top Ventures Investments and Management Corp. (TVIMC) to 600,000 shares
 - Approve
 - Disapprove
 - Abstain

The proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by management or the board of directors.

A Stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

Your voting instruction will be taken into account only if this form has been completed in full, duly signed and received in good order at asmregistration@citystatesavings.com not later than 4:00 P.M. of 15 December 2020.

If you submit more than one voting form, only the voting form with the most recent time of completion and which meets the requirements under item 1 will be taken into account.



Voting Form

Name of Stockholder : _____

No. of Shares : _____

Please note that the following terms and conditions apply:

1. Your voting instruction will be taken into account only if this form has been completed in full, duly signed and received in good order at asmregistration@citystatesavings.com not later than 4:00 P.M. of 15 December 2020.
2. If you submit more than one voting form, only the voting form with the most recent time of completion and which meets the requirements under item 1 will be taken into account.

1. Approval of the Increase of Authorized Capital Stock from 1,500,000,000.00 to 1,800,000,000.00

- Approve
- Disapprove
- Abstain

2. Amendments to the Articles of Incorporation and By-Laws

- Approve
- Disapprove
- Abstain

3. Approval of the Subscription of Top Ventures Investments and Management Corp. (TVIMC) to 600,000 shares

- Approve
- Disapprove
- Abstain

**SECURITIES AND EXCHANGE COMMISSION SEC
FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE
SECURITIES REGULATION CODE**

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter **CITYSTATE SAVINGS BANK, INC.**
3. **Makati City, Metro Manila, Philippines**

 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **A1997-9587**

5. BIR Tax Identification Code **005-338-421-000**

6. **Citystate Centre Building, 709 Shaw Boulevard, Pasig City** **1600**

 Address of principal office Postal Code
7. Registrant's telephone number, including area code **(632) 8470-3333.**
8. **December 18, 2020 at 10:00 AM; There is no physical venue for the Meeting which will be held on purely virtual mode due to the COVID-19 pandemic Date, time and place of the meeting of security holders**

 Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders
December 11, 2020.
10. **In case of Proxy Solicitations:**
Name of Person Filing the Statement/Solicitor: _____
Address and Telephone No.: _____
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class | Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding |
|----------------------|--|
| Common Shares | 100,000,000 shares |
12. Are any or all of registrant's securities listed in a Stock Exchange?
 Yes No
 If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Philippine Stock Exchange/Common Stock

INFORMATION STATEMENT

A. GENERAL INFORMATION

Date, time and place of meeting of security holders.

Date	:	December 18, 2020
Time	:	10:00 A.M
Place	:	There is no physical venue for the Meeting which will be held on purely virtual mode due to the COVID-19 pandemic
Principal Office	:	2 nd Floor, Citystate Centre Building 709 Shaw Boulevard, Pasig City

This Information Statement is to be first sent to the security holders of Citystate Savings Bank, Inc. on December 11, 2020 in connection with the Special Stockholders' Meeting.

WE ARE NOT ASKING YOU FOR A PROXY BUT YOU MAY SEND YOUR PROXY IF YOU CANNOT ATTEND PERSONALLY

Dissenters' Right of Appraisal

There are no matters or proposed actions included in the Agenda of the Meeting that may give rise to a possible exercise by stockholders of their appraisal rights.

With respect to that any matter to be acted upon at the Meeting which may give rise to the right of appraisal in order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder shall be reported within thirty (30) days after the date of the meeting at which such stockholder voted against the Corporate action, make a written demand on the Corporation for the value of his shares. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which vote was taken for payment of the fair value of his shares: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days after the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and Provided, further, that upon payment by the corporation of the agreed awarded price, the stockholder shall forthwith transfer his shares to the corporation.

Interest of Certain Persons in or Opposition to Matters to be Acted Upon

The Board of the Directors of the Company is not aware of any party who has indicated an intention to oppose the motions set forth in the Agenda.

No person who has been a Director or Officer of neither the Corporation nor any of his/her associates has a substantial interest in any matter to be acted upon at the Stockholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

As of November 30, 2020 there are 100,000,000 shares of the Company common stock outstanding and entitled to vote at the Special Meeting. Only holders of the Company's stock of record at the close of business on December 11, 2020 acting in person or by proxy on the day of the meeting are entitled to vote at the Annual Meeting to be held on December 18, 2020. Every stockholder shall be entitled to one vote for each share of common stock held as of the established record date.

Each stockholder may vote the number of shares of stock standing in his own name as of the record date of the meeting for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected: Provided, however, that no delinquent stock shall be voted. Cumulative voting is allowed for election of members of the Board of Directors.

Security Ownership of Certain Record and Beneficial Owners

The person known to the registrant to be directly or indirectly the record or beneficial owner of more than five (5%) of the registrant's voting securities as of September 30, 2020 are as follows:

Title of class	Name, address of record owner and relationship with issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizen-ship	Nature of Beneficial Ownership	No. of Shares Held	Percent
Common	AMB. ALC Holdings and Management Corporation (Affiliate) 2113 Dominga Bldg III Chino Roces Cor Dela Rosa, Makati City	D. Arnold A. Cabangon Director	Filipino	Direct	18,000,000	18.0000%
Common	Estate of the late Antonio L. Cabangon Chua , Director 5 th Flr., Dominga Bldg. III 2113 Chino Roces Ave., Makati City	D. Arnold A. Cabangon, Beneficial & Record Owner	Filipino	Direct	14,102,114	14.1021%
Common	Top Ventures Investments & Management Corporation (Affiliate) Dominga Bldg., 2113 Chino Roces Ave., Cor. Dela Rosa St., Makati City	D. Arnold A. Cabangon, Director	Filipino	Direct	12,702,594	12.7026%
Common	D. Alfred A. Cabangon , Director 2 nd Flr., Citystate Centre	D. Alfred A. Cabangon, Beneficial & Record	Filipino	Direct	8,283,330	8.2833%

	Bldg., 709 Shaw Blvd., Pasig City	Owner				
Common	Fortune Life Insurance Company, Inc. (Affiliate) Fortune Life Bldg., 162 Legaspi St., Legaspi Village, Makati City	D. Arnold A. Cabangon, Director	Filipino	Direct	7,499,250	7.4993%
Common	Fortune General Insurance Corporation (Affiliate) 4 th Flr., Citystate Centre Bldg., 709 Shaw Blvd., Pasig City	J. Antonio A. Cabangon, Jr., Director	Filipino	Direct	5,484,000	5.4840%

Shares of stock owned by AMB. ALC Holdings and Management Corporation, Estate of the late Antonio L. Cabangon Chua, Top Ventures Investments & Management Corporation and Fortune Life Insurance Company, Inc. are being represented and voted for D. Arnold A. Cabangon while Shares of stock owned by Fortune General Insurance Corporation is being represented and voted for J. Antonio A. Cabangon.

Security Ownership of Management as of September 30, 2020

Directors

Title of class	Name of Beneficial Owner	Amount	Nature of beneficial ownership	Citizenship	Percent of Class
Common	D. Alfred A. Cabangon	8,283,330	Direct	Filipino	8.28%
Common	Feorelio M. Bote	4,302,500	Direct	Filipino	4.30%
Common	D. Edgard A. Cabangon	2,143,350	Direct	Filipino	2.14%
Common	D. Arnold A. Cabangon	654,001	Direct	Filipino	0.65%
Common	Benjamin V. Ramos	23,351	Direct	Filipino	0.02%
Common	Ramon L. Sin	110	Direct	Filipino	0.00%
Common	Michael F. Rellosa	100	Direct	Filipino	0.00%
Common	Edith D. DyChiao	100	Direct	Filipino	0.00%
Common	Jose Roderick F. Fernando	100	Direct	Filipino	0.00%
Common	Wilfredo S. Madarang, Jr.	10	Direct	Filipino	0.00%
Common	Susan M. Belen	10	Direct	Filipino	0.00%
Common	J. Wilfredo A. Cabangon	1	Direct	Filipino	0.00%
Common	Lucito L. Sioson	1	Direct	Filipino	0.00%
Common	Emmanuel R. Sison	1	Direct	Filipino	0.00%
Common	Jose Armando R. Melo	1	Direct	Filipino	0.00%
	TOTAL	15,406,966			15.41%

Officers

Title of class	Name of Beneficial Owner	Amount and nature of beneficial ownership	Citizenship	Percent of Class
Common				0.00%
TOTAL				0.00%

Title of Class	Director	Officer	Total	Percent of Class
Common	14,363,416	0	14,363,416	19.74%

Foreign Ownership

Title of Class	Name of Beneficial Owner	Amount	Citizenship	Percent of Class
Common	Anthony Tan	82,501.00	Singaporean	0.08%
Common	Kazuki Tomasada	1,600.00	japanese	0.00%
Common	Akihiro Murotani	900.00	japanese	0.00%
Common	Hiroaki Eutani	900.00	japanese	0.00%
Common	Shun Sagihara	600.00	Japanese	0.00%
Common	Kazuki Suzue	500.00	japanese	0.00%
Common	Hada Masahiro	400.00	japanese	0.00%
Common	Yuji II	100.00	japanese	0.00%
Common	Leow Tze Wen	1.00	Malaysian	0.00%
Common	Leow Siak Fah	1.00	Malaysian	0.00%
Common	Alfred Reiterer	1.00	Austrian	0.00%
Common	Asif Ebrahim	1.00	British	0.00%
	Total	87,505		0.09%

Directors and Officers as a Group

Voting Trust of 5% or More

The executor, D. Arnold A. Cabangon holds more than 5% of voting trust agreements from the heirs of the estate of late Antonio L. Cabangon Chua.

Change in Control

There is no change in control that has occurred since the beginning of the last financial year.

Directors and Executive Officers

Not Applicable. No action is to be taken with respect to the election of directors

Compensation of Directors and Executive Officers

Not applicable.

Independent Public Accountants

External Audit Fees and Services

The external audit and consultancy fees for the years 2019 and 2018 were as follows:

	<u>Year ended December 31, 2019</u>	<u>Year ended December 31, 2018</u>
Audit Fees (Incurred by Registrant)	P1,608,000.00	P1,340,000.00
Audit-Related Fees	75,000.00	81,600.00
Tax Fees - VAT	192,960.00	160,800.00
All Other Fees	-	-
Total	P1,875,960.00	1,582,400.00

The accounting firm of Punongbayan & Araullo (Member of Grant Thornton International) has been the Company's Independent Public Accountant for the last twenty (20) years. The same accounting firm is being recommended for election by the stockholders at the scheduled Annual Meeting of stockholders. Its re-appointment complies with the requirement of SEC under SRC Rule 68 (3) (b) (iv) regarding rotation of external auditors or engagement partners.

Representatives of the principal accountants (Punongbayan & Araullo) are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Mr. Ramilito L. Nañola was the principal accountant selected as signing partner for the year 2018, while for 2019, Mr. Romualdo V. Murcia III was the principal accountant selected as signing partner.

There was no event in the past twenty (20) years where Punongbayan & Araullo and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

As a policy, the Audit Committee makes recommendations to the Board of Directors concerning the choice of external auditor and pre-approves audit plans, scope and frequency before the audit is conducted. Audit services of external auditors for the years 2019 and 2018 were pre-approved by the Audit Committee. The Committee also reviewed the extent and nature of these services to ensure that the independence of the external auditors is preserved.

The Bank's Audit Committee are as follows:

Chairman: Lucito L. Sioson (Independent Director)
Wilfredo S. Madarang, Jr. (Independent Director)
Jose Roderick F. Fernando (Independent Director)

C. ISSUANCE AND EXCHANGE OF SECURITIES

Authorization or Issuance of Securities Other than for Exchange

In compliance with the disclosure requirements of the Exchange and the Commission, please be advised that on 25 November 2020, the Board of Directors approved the of additional subscriptions by Top Ventures Investments and Management Corp. (TVIMC) in the amount of P6,000,000 divided into 600,000 shares out of the increase of the authorized capital stock of the Bank. The additional subscription is on top of their previous subscription in the amount of P76,800,000.00 approved by the stockholders dated 18 August 2020. As a result the total subscription of TVIMC this year will increase to P82,800,000.00. **"Annex D"**.

The proceeds of the subscriptions will be used as additional capital to meet the minimum capital requirement of the Bangko Sentral ng Pilipinas (BSP) pursuant to Section 121 of the MORB.

For the waiver of Pre-Emptive Rights, please refer to the Amended Articles of Incorporation of the Bank:

"ELEVENTH: That no stockholder shall, because of his ownership of stock, have pre-emptive or other right to purchase, subscribe for or take any part of any stock of the Bank, whether out of the unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale and sold or disposed of by the Bank pursuant to a resolution of the Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders. As amended on 28 May 2019.)

There were no dividend declarations for the past years ending 2019, 2018, and 2017.

Please refer to the Article VIII Sec. 2 of the Amended By-Laws of the Bank:

Sec. 2. Dividends – Dividends shall be declared from the surplus or undivided profits of the Bank. Including stock dividends from paid-in surplus, at such time and in such amounts as the Board of Directors may determine. Dividends declaration shall not in any manner reduce the paid-in capital of the Bank, and shall be subject to the regulation of the Bangko Sentral ng Pilipinas. Unless otherwise resolved by the Board of Directors, any fraction of a share owing to a stockholder resulting from a declaration of stock dividends shall be paid in cash based on the par value of the said share.

Declaration of stock dividends shall be submitted to a stockholders' meeting for approval

within forty (40) banking days from such declaration by the Board of Directors. The record date for the stock dividends shall not be earlier than the date of approval by the stockholders.

Declaration of cash dividends shall have record date which shall not be less than ten (10) banking days but not more than forty (40) banking days from the date of declaration by the Board of Directors.

Please refer to the Article II Sec. 4 of the Amended By-Laws of the Bank:

Sec. 4. Voting Right – At a stockholders' meeting, every stockholder shall be entitled to one (1) vote for each share of voting stock standing in his name on the proper book of the Bank at the time of closing thereof for the purpose of the meeting.

Financial and Other Information

Management's Discussion and Analysis or Plan/Result of Operation

Management's Discussion and Analysis or Plan of Operation of the Company is attached hereto as **"Annex A"**.

Financial Statements

The Audited Financial Statements and the Auditors' PTR, name of certifying partner and address are attached to this Information Statement as **"Annex B"**.

D. OTHER MATTERS

Amendments to the Articles of Incorporation

WHEREAS, on 26 June 2018 board meeting, the Board of Directors of Citystate Savings Bank, Inc. (CSBI) approved the increase in authorized capital stock of Citystate Savings Bank, Inc. from P1,000,000,000.00 to P1,400,000,000.00.

WHEREAS, on 16 May 2019 board meeting, the Board of Directors of Citystate Savings Bank, Inc. approved to amend their previous approval of the increase in the authorized capital stock from P1,400,000,000.00 to P1,500,000,000.00.

WHEREAS, on 28 May 2019 Annual Stockholders' Meeting, the Stockholders of Citystate Savings Bank, Inc. approved and confirmed the increase in the authorized capital stock from P1,000,000,000.00 to P1,500,000,000.00.

WHEREAS, Section 37 of Republic Act No. 11232 or the Revised Corporation Code provides that application for increase in authorized capital stock must be made with the Securities and Exchange Commission within six (6) months from the date of approval of the board of directors and stockholders.

WHEREAS, it was resolved that there is a need to obtain the fresh approval of the Board and Stockholders for the increase in authorized capital stock since the previously approved increase in authorized capital stock had lapsed already.

WHEREAS, to fully comply with the regulatory requirements, the authorized capital stock of Citystate Savings Bank, Inc. should be increased from P1,000,000,000.00 to P1,800,000,000.00.

NOW THEREFORE, in compliance with the aforementioned regulatory requirements, the Board of Directors of Citystate Savings Bank, Inc. in its meeting dated 25 November 2020, approved to increase the authorized capital stock of Citystate Savings Bank, Inc. from P1,000,000,000.00 to P1,800,000,000.00 amending their previous approval dated 26 June 2018 and 16 May 2019, to be referred to as the Article SEVENTH, First Paragraph of the Articles of Incorporation.

SEVENTH, 1st Paragraph

The authorized capital stock of the Bank is ONE BILLION EIGHT HUNDRED MILLION PESOS (PhP 1,800,000,000.00), divided into ONE HUNDRED EIGHTY MILLION (180,000,000) common shares with a par value of TEN PESOS (PhP 10.00) per share. **"Annex C"**.

Amendments to the By-Laws

In the regular board meeting held last 01 December 2020, the Board of Directors of Citystate Savings Bank, Inc. approved to amend the Bank's Article VI Section 3 off the By-Laws.

Article VI, Section 3

The Internal and External Auditors shall receive such compensation or fee as may be determined by the Audit Committee or such other officer(s) as the Board of Directors may authorize. **"Annex C.1"**.

Pursuant to the by-laws of the corporation, in all regular and special stockholders' meeting, the presence of shareholders who represent a majority of the outstanding capital stock entitled to vote shall constitute a quorum and all decisions made by the majority shall be final, unless the law requires a higher number of votes.

Counting of votes will be done via submission of voting forms and proxy forms which will be submitted not later than 4:00 P.M. of 15 December 2020. Affirmative votes are counted separately, the negative votes and lastly the abstention votes, if any. The Corporate Secretary, Atty. Socrates M. Arevalo is authorized to supervise/count the vote to be cast.

Voting Requirements

1. At least 2/3 of the outstanding capital stock is required for the approval of the following:
 - a. Approval of the Increase of Authorized Capital Stock from 1,500,000,000.00 to 1,800,000,000.00
 - b. Amendment to the Articles of Incorporation
 - c. Approval of the Subscription of Top Ventures Investments and Management Corp. (TVIMC) to 600,000 shares.
2. At least majority of the outstanding capital stock is required for the approval of the amendment to the By-Laws
3. Every stockholder entitled to vote on a particular question or matter involved shall be entitled to one (1) vote for each share of stock in his name.

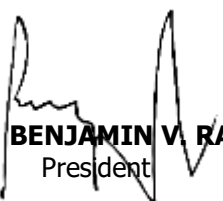
Voting Procedures

1. Stockholders could cast their votes on the presented resolutions and participate in the election of directors during the event by submitting the Voting Form. The polls will remain open until the end of the Meeting
2. The Voting Form shall be sent in the email of the Corporate Secretary, at asmregistration@citystatesavings.com.
3. Voting Right – At a stockholders' meeting, every stockholder shall be entitled to one (1) vote for each share of voting stock standing in his name on the proper book of the Bank at the time of closing thereof for the purpose of the meeting.
4. Proxy – Stockholders may vote in all meetings either in person or by proxy given in writing and signed by the stockholders concerned and presented to the Secretary at least two (7) banking days prior to the date of the meeting, for verification and record purposes. Revocation of proxies shall also be in writing and signed by the stockholders concerned and presented to the Secretary before the same deadline. For the voting proxy form, please see the attached Voting form for Proxy

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on the 7th day of December 2020.

By:


MR. BENJAMIN V. RAMOS
President

**REPORT ACCOMPANYING INFORMATION SHEET
REQUIRED UNDER SRC RULE 20**

(A) AUDITED FINANCIAL STATEMENTS

The audited financial statements of the registrant as of December 31, 2019 and the Statement of Management Responsibility for Financial Statements are attached hereto.

(B) MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

I. Financial Condition, Changes in Financial Condition and Results of Operations for each of the last three (3) fiscal years.

Key Operating and Financial Indicators	2017	2018	2019
Number of Branches / Cash Unit	30	30	30
Number of Employee	310	282	290
*****	-	-	-
Cash	67,207	60,300	62,110,
Due from BSP and Other Banks	957,939	798,920	739,505
Available-For-Sale-Securities	419,726	-	-
Financial assets at FVOCI		418,634	308,008
HTC financial assets		72,178	74,680
Loans and Receivables	1,987,098	1,843,895	2,228,672
Total Resources	4,135,991	3,817,108	4,074,145
Deposit Liabilities	3,361,810	3,085,331	3,283,308
Total Liabilities	3,443,507	3,162,621	3,438,263
Capital Funds	692,484	654,487	635,883
*****	-	-	-
Net Interest Income	185,671	185,782	174,567
Fee-Based and Other Income	70,713	82,807	108,720
Net Income	-87,054	-41,126	-22,742
*****	-	-	-
Earnings per Share**	-1.20	-0.41	-0.23
Book Value per Share*	9.52	6.77	6.36

(Amounts presented are in P'000, except per share figure)

*Based on Shares outstanding as of year-end

**Annualized Earnings per Share

Key Performance Indicators

The Bank monitors its performance with the other players in the banking industry in terms of the following indicators:

Key Performance Indicators	CSBI December 2019	INDUSTRY December 2019
<i>Capital Adequacy</i> Capital to Risk Ratio	13.50%	17.46%
<i>Asset Quality</i>	10.04%	6.01%

Non-performing Loan (NPL) Ratio		
Non-Performing Loans (NPL) Cover	30.21%	48.06%
<i>Liquidity</i>		
Loans to Deposit	65.70%	96.35%
<i>Profitability</i>		
Return on Average Equity	-13.43%	8.77%
Net Interest Margin	5.76%	5.45%
<i>Cost Efficiency</i>		
Cost to Income	125.35%	67.24%

The Bank has a Capital Adequacy Ratio stood at 13.50% as compared with the Industry's 17.46%. The Bank's policy is to maintain investor, creditor and market confidence and to sustain future development of the business. The impact of the level of capital on shareholder's return is also recognized and the Bank recognizes the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position.

The Bank's NPL ratio of 10.04%% is higher compared with the industry's 6.01% comprises credit exposures which are assessed as 'credit-impaired', thus considered by the Bank as 'non-performing', which is assessed consistently with the Bank's definition of default for each loan portfolio. The Bank recognizes a lifetime ECL for all credit-impaired financial assets. Allowance for probable losses over Non-performing loans is 30.21% versus the industry's 48.06%.

The Bank's loan to deposit ratio of 65.70% is lower compared with the thrift banking industry's 96.35% as it continues to be highly selective in its lending operation and improve on loan collection.

In terms of profitability, the bank is lower than the thrift banking industry with a Return on Ave. Equity (ROE) of -13.43% versus the industry of 8.77%. The bank continues to adopt measures to provide a strong and stable financial condition. Its Net Interest Margin is 5.76% as against the industry's 5.45%.

The manner by which the Bank calculates the above indicators is as follows:

Key Performance Indicator	BSP Prescribed Formula
Capital to Risk Assets Ratio	Total Qualifying Capital / Market and Credit Risk Weighted Exposures
Non-performing Loan (NPL) Ratio	Non-performing Loans / Gross Loans
Non-performing Loan (NPL) Cover	Allowance for Probable Losses / Non-performing Loans
Loans to Deposits Ratio	Total Loans / Total Deposits
Return on Average Equity	Net Income After Income Tax / Average Total Capital Accounts
Net Interest Margin	Net Interest Income / Average Interest Earning Assets
Cost to Income	Total Operating Expenses / Net Interest Income + Other Income

A schedule showing financial soundness indicators in two (2) comparative periods is as follows:

	December 2019	December 2018
1. Liquidity Ratio	0.24:1	0.28:1
2. Solvency Ratios		
a) current ratio	0.24:1	0.28:1
b) current liabilities to net worth ratio	5:16:1	4.71:1
3. Debt-to-equity ratio	5.41:1	4.83:1

4. Asset-to-equity ratio	6:41:1	5.83:1
5. Interest rate Coverage ratio	4.22:1	5.58:1
6. Profitability Ratio		
a) Return on Asset Ratio	-0.56%	-1.08%
b) Return on Net Worth Ratio	-3.58%	-6.28%

December 31, 2017

Interest Income

Gross Interest Income for the year ended December 31, 2017 amounted to P216.253 million from P211.423 million over the same period in 2016 for a 2.28% increase. Of the former amount, about 2.78% came from its lending operations which amounted to P192.965 million and the rest were interest from Due from BSP and other banks which increase from P10.728 million to P14.274 million and Available-for-sale securities which decrease from P12.946 million to P9.013 million. The Gross Interest Income of P216.253 million represents 75.36% of the bank's total gross income for the year 2017 which amounted to P286.965 million.

Interest Expense

Interest Expense decreased by 22.05% from P39.231 million in 2016 to P30.582 million for the period ending December 31, 2017. The Interest Expense of P30.582 million is 14.14% of the Gross Interest Income of P216.253 million.

Other Income

Other Income comprising of Service Charges and Fees and Miscellaneous Income posted a 21.87% increase in 2017, versus its performance in 2016. Decrease in fee-based sources accounted for P13.362 million while increase in Miscellaneous Income is accounted for P57.351 million. The amount of P70.713 million represents 24.64% of the bank's Total Gross Income in 2016 in the amount of P286.965 million.

Other Expenses

Other operating expenses increased by 2.56% from P294.711 million in 2016 versus P302.251 million in 2017. This was due to increase in Occupancy from P28.730 to 30.143. Communication, light and water from P28.792 to P30.179. Depreciation and amortization from P32.958 to P38.937. Taxes and Licenses from P12.568 to P17.582. Litigation and Assets Acquired from P2.545 to P4.238. Miscellaneous from P23.269 to P24.986. The total Other Operating Expenses of P302.251 million is 90.81% of the total expenses.

Net Income

The Bank posted a net loss of P87.054 million for 2017 versus P100.844 million of 2016.

Cash and Other Cash Items

Cash and Other Cash Items posted a P32.981 million decrease from P100.188 million in the year ending 2016 as against P67.207 million in 2017.

Due from BSP and Other Banks

Due from BSP and Other Banks increased by 73.63% from P551.722 million in 2016 to P957.939 in 2017 as investible funds were placed in local banks. Due from BSP and Other Banks is 23.16% of Total Resources.

Available-For-Sale Securities

Available-for-Sale Investments representing 10.15% of total assets increased by 7.70% from P389.723 million to P419.726 million in 2017.

Loans and Receivables

Loans and Receivables decrease from P2.342 billion to P1.987 billion in 2017. The amount of P1.987 billion is 48.04% of the Total Resources.

Bank Premises, Furniture, Fixtures and Equipment

This account decrease to P201.448 million from P214.625 million. The net amount of P201.448 million represents 4.87% of the Total Resources.

Other Resources

Other Resources decreased by 18.96% from P225.336 million in 2016 to P182.613 million in 2017. The amount of P182.613 million is 4.42% of Total Resources.

Total Deposit Liabilities

Deposits generated by the bank's thirty (30) branches decreased by P33.152 million. From P3.395 billion, Total Deposit Liabilities was down to P3.362 billion at the end of 2017. Of this amount, P2.576 billion or 76.63% comprised savings deposits while the remaining 23.37% or P785.692 million is in the form of time and demand deposits. The Total Deposit Liabilities of P3.362 billion is 97.63% of the Total Liabilities and 81.28% of the Total Liabilities and Equity.

Other Liabilities

This account decreased by 32.27% from P120.614 million to P81.698 million. The ending balance of P81.698 million is 2.37% of the total liabilities.

Capital Funds/Equity

Capital Funds/Equity decreased by P0.288 million in 2017. Net Loss for the year was P87.054 million.

Capital Adequacy Ratio (CAR)

The bank posted a higher than industry risk-based capital adequacy ratio of 24.55% versus the 16.71% of the industry.

Liquidity

CSBI's loans to deposit ratio is 58.25%.

December 31, 2018

Interest Income

Gross Interest Income for the year ended December 31, 2018 amounted to P226.333 million from P216.253 million over the same period in 2017 for a 4.45% increase. Of the former amount, about 24.99% came from its Investment securities which amounted to P11.265 million and the rest were interest from Due from BSP and other banks which increased from P14.274 million to P23.265 million and lending operations which decrease from P192.965 million to P191.802 million.

Interest Expense

Interest Expense increased by 32.60% from P30.582 million in 2017 to P40.551 million for the period ending December 31, 2018.

Other Income

Other Income comprising of Service Charges and Fees and Miscellaneous Income posted a 17.67% increase in 2018, versus its performance in 2017. Increase in fee-based sources accounted for P15.828 million and increase in Miscellaneous Income is accounted for P66.980 million.

Other Expenses

Other operating expenses increased by 3.68% from P302.251 million in 2017 versus P313.383 million in 2018. This was due to increase in Depreciation and amortization from P38.937 million to P40.489 million. Occupancy from P30.143 million to P36.445 million. Taxes and licenses from P17.582 million to P19.747million. Insurance from P14.100 million to P17.187million. Fuel and oil from P8.524 million to P8.892 million. Litigation and asset acquired expenses from P2.108 million to P3.668 million. Miscellaneous from P24.986 million to P31.376 million.

Net Income

The Bank posted a net loss of P41.126 million for 2018 versus P87.054 million of 2017.

Cash and Other Cash Items

Cash and Other Cash Items posted a P6.907 million decrease from P67.207 million in the year ending 2017 as against P60.300 million in 2018.

Due from BSP and Other Banks

Due from BSP and Other Banks decreased by 16.60% from P957.939 million in 2017 to P798.919 in 2018 as investible funds were placed in local banks. Due from BSP and Other Banks is 17.31% of Total Resources.

Loans and Receivables

Loans and Receivables decrease from P143.202 million from P1.987 billion to P1.843 billion in 2018. The amount of P1.843 billion is 39.95% of the Total Resources.

Bank Premises, Furniture, Fixtures and Equipment

This account decrease to P8.627 million from P201.448 million. The net amount of P192.820 million represents 4.18% of the Total Resources.

Other Resources

Other Resources decreased by 22.03% from P182.613 million in 2017 to P142.392 million in 2018. The amount of P142.392 million is 3.08% of Total Resources.

Total Deposit Liabilities

Deposits generated by the bank's thirty (30) branches decreased by P276.479 million. From P3.362 billion, Total Deposit Liabilities was down to P3.085 billion at the end of 2018. Of this amount, P2.038 billion or 66.08% comprised savings deposits while the remaining 33.92% or P1.047 billion is in the form of time and demand deposits. The Total Deposit Liabilities of P3.085 billion is 97.56% of the Total Liabilities and 80.35% of the Total Liabilities and Equity.

Other Liabilities

This account decreased by 5.70% from P81.698 million to P77.290 million. The ending balance of P77.290 million is 2.44% of the total liabilities.

Capital Funds/Equity

Capital Funds/Equity decreased to P654.487 million in 2018. Net Loss for the year was P41.126 million.

Capital Adequacy Ratio (CAR)

The bank posted a higher than industry risk-based capital adequacy ratio of 17.64% versus the 15.96% of the industry.

Liquidity

CSBI's loans to deposit ratio is 65.70%.

December 31, 2019

Interest Income

Gross Interest Income for the year ended December 31, 2019 amounted to P228.799 million from P226.333 million over the same period in 2018 for a 1.09% increase. Of the former amount, about 34.67% came from its Investment Securities which amounted to P15.171 million and the rest were interest from Due from BSP and other banks which decrease from P23.265 million to P18.764 million and Loans and Receivables amounted to P194.864 million. The aforementioned were comparative figures for the period ending December 31, 2018 and December 31, 2019.

Interest Expense

Interest Expense increased by 33.74% from P40.551 million in 2018 to P54.232 million for the period ending December 31, 2019.

Other Income

Other Income comprising of Service Charges and Fees and Miscellaneous Income posted a 31.29% increase in 2019, versus its performance in 2018. Increase in Miscellaneous Income accounted for P94.265 million while decrease in Service Charges and Fees is accounted for P14.455 million.

Other Expenses

The Bank's Other Expenses decreased by 3.99% or P12.514 million from P313.383 million to P300.870 million after one year of operation. The variance was mainly due to the decrease in Salaries and employee benefit expense from P101.541 million to P98.318 million; Communication, light and water lower from P28.606 million to P26.319 million; Taxes and licenses decreased by 2.29% from P19.747 million to P19.295 million; Insurance decreased by 14.07% from P17.187 million to P14.769 million; Occupancy lower by 76.16% or P27.757 million from P36.445 million to P8.688 million; and Repairs and Maintenance decreased by P23.813 thousand or 1.67% from P1.423 million last year to P1.399 million this year; Fuel and oil is lowered this year by 4.72% from P8.892 million to P8.472.

On the other hand, Depreciation and Amortization rose by 43.06% this year from P40.489 million to P57.924 this year; Security, Janitorial and Messengerial Services increased by 1.66% or P398.298 thousand from P24.009 million to P24.408 million; Litigation and Asset Acquired Expenses increased by 118.27% or P4.338 million from P3.668 million to P8.006 million; Miscellaneous also rose by 6.05% this year from P31.376 million last year to P33.273 million this year.

Net Income

The Bank posted a net loss of P22.742 million for 2019 versus P41.126 million of 2018.

Cash and Other Cash Items

Cash and Other Cash Items posted a P1.811 million increase from P60.300 million in the year ending 2018 as against P62.110 million in 2019.

Due from BSP and Other Banks

Due from BSP and Other Banks increased by 46.60% from P279.146 million in 2018 to P62.110 in 2019 as investible funds were placed in local banks. Due from BSP and Other Banks is 18.15% of Total Resources.

Loans and Receivables

Loans and Receivables increase from P1.844 billion to P2.229 billion in 2019. The amount of P2.229 billion is 54.70% of the Total Resources.

Bank Premises, Furniture, Fixtures and Equipment

This account rose to P57.250 million from P192.820 million to P250.070. The net amount of P250.070 million represents 6.14% of the Total Resources.

Other Resources

Other Resources decreased by 3.75% from P142.392 million in 2018 to P137.054 million in 2019. The amount of P137.054 million is 3.36% of Total Resources.

Total Deposit Liabilities

Deposits generated by the bank's thirty (30) branches increased by P197.977 million. From P3.085 billion, Total Deposit Liabilities was up to P3.283 billion at the end of 2019. Of this amount, P2.070 billion or 63.06% comprised savings deposits while the remaining 36.94% or P1.213 billion is in the form of time and demand deposits. The Total Deposit Liabilities of P3.283 billion is 95.49% of the Total Liabilities and 80.59% of the Total Liabilities and Equity.

Other Liabilities

This account increased by 50.12% from P77.290 million to P154.954 million. The ending balance of P154.954 million is 4.51% of the total liabilities.

Capital Funds/Equity

Capital Funds/Equity decreased to P635.883 million in 2019. Net Loss for the year was P22.742 million.

Capital Adequacy Ratio (CAR)

The bank posted a lower than industry risk-based capital adequacy ratio of 13.50% versus the 17.46% of the industry.

Liquidity

CSBI's loans to deposit ratio is 65.70%.

Other known Trends, Demands, Commitments, Events or Uncertainties

There are no other known trends or any other known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way. The registrant is not having or does not anticipate having within the next twelve (12) months any cash flow or liquidity problems. The registrant is not in default nor in breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments. There is no significant amount of trade payables that have not been paid within the stated trade terms. There is likewise no material deficiency that can be identified.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material, favorable or unfavorable, impact on revenues or income from continuing operations.

Material Commitments for Capital Expenditures

There are no material commitments for capital expenditures.

Significant Elements of Income or Loss

There are no significant elements of income or loss that did not arise from the registrant's continuing operations.

Other Key Variable and Qualitative/Quantitative Factors

As to any seasonal aspects that may have material effect on the financial condition or result of operations, the registrant is not affected by the current worries on peso-dollar exchange, as the bank has no exposure on any foreign currency related transactions.

There are no events that would trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

No material off-balance sheet transaction, arrangement, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons are created during the reporting period.

Past and Future Financial Condition and Results of Operation with particular emphasis on the prospects for the future.

For 2019, Citystate Savings bank's clients could look forward to more innovative, competitive and customized products and services.

The bank's deposit base anchored on retail banking, is consistently increasing thereby maintaining an above average level of liquidity while it selectively appropriates its excess loanable funds.

Risk and Impact of COVID-19

During the ECQ, the Bank' new loan releases are only limited to existing borrowers. This has resulted in a minimal increase in the total loan portfolio of the Bank by P5.2 million or 0.3% as of May 31, 2020 as compared to the Bank's loan portfolio as of December 31, 2019. Past due loans increased by P182.6 million or 106.2% as of May 31, 2020 from P171.9 million as of December 31, 2019 to P354.4 million (95% are classified as secured) as of May 31, 2020. The increase in past due loans mostly arises from the type of loans which are identified by the Bank as greatly affected by the COVID-19 pandemic including loans to individuals for housing purposes, for consumption purposes, for other purposes, and loans to small and medium-sized enterprise.

The Bank did not experience massive withdrawals from its depositors. Total deposit liabilities only declined by P162.2 million or 4.9% as of May 31, 2020 as compared to the balance as of December 31, 2019. The branches continue to maintain reasonable amount in the cash in vault to sustain regular withdrawals. The Bank, likewise, has maintained an ample amount of liquidity buffer in its account with the BSP. The Bank is expecting that the full impact of the pandemic on their borrowers will be felt after the government-imposed quarantine period.

Liquidity position remains to be stable. Depositor withdrawal is expected to be at normal levels. The Bank anticipates lower collection due to limited loan releases and affected capacity of certain borrowers to pay. Liquidity ratios are still forecasted to be compliant with the minimum required by the BSP.

The Bank's expect that the CAR will remain stable and comply with its minimum requirement of 10%.

The Bank's assessment will further depend on certain developments, including the duration and spread of the outbreak, impact on Bank's customers, employees, and the accessibility and effectiveness of government support programs.

In order for the Bank to fully adapt to the new normal, management plans to pursue digitalization initiatives, streamline its business operations and introduce new products and services suitable to the new normal.

Prospects for the Future

For the year 2020, CSBI will focus on further enhancing its service delivery system through the following action plans:

- Development of more bank products and services;
- Intensify SME lending and jewelry loan operations;
- Pursue a more aggressive marketing strategy and focus on the target market;
- Highly efficient and productive personnel coupled with cost-effective technology;
- A strong advertising and promotional campaign;
- Reputation of good service and expertise;
- Effective cost-control.

In terms of financial performance and results of operation, the bank is very optimistic to overcome its 2018 performance as it pursues aggressively its marketing strategies to deepen its reach to its target market.

(C) BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF BUSINESS OF THE REGISTRANT

Citystate Savings Bank, Inc. was registered with the Securities and Exchange Commission on May 2, 1997. The Monetary Board of the Bangko Sentral ng Pilipinas on the other hand, granted the bank a license to operate as Thrift Bank on August 07, 1997. The bank's Authorized Capital is P1, 000,000,000.00 consisting of 100,000,000 common shares, with a par value of P 10.00 per share.

The bank began its operations on August 08, 1997 when it opened its first branch located in Dominga Building III, 2113 Chino Roces Avenue corner Dela Rosa Street, Makati City. At present, the bank's principal office is located at Citystate Centre Building, 709 Shaw Boulevard, Pasig City.

The bank itself provides a wide range of banking and other financial services such as but not limited to traditional and innovative deposit products and services, cash management, corporate and retail banking and treasury services. The bank caters to the needs of corporate, middle market and retail clients.

On March 4, 2004, the Bangko Sentral ng Pilipinas approved the application of Citystate Savings Bank, Inc. to engage in quasi-banking functions.

Pursuant to further enhancing the bank's delivery system, the Bangko Sentral ng Pilipinas authorized CSBI to operate an FCDU and to perform Trust and other fiduciary business on November 08, 2006.

(D) MARKET INFORMATION

The registrant's shares are traded in the Philippine Stock Exchange, Inc. (PSE) after its listing on November 28, 2001. The high and low market prices in 2018 & 2019 are as follows:

QUARTERLY	HIGH		LOW	
	2018	2019	2018	2019
First Quarter	10.00	7.60	7.02	5.03
Second Quarter	8.49	8.49	6.10	6.74
Third Quarter	7.99	7.98	6.60	4.52
Fourth Quarter	7.89	8.49	3.50	6.12

For the interim period in 2020, the following are the high and low market prices of CSBI shares of stocks:

MONTH	HIGH	LOW
January 2020	8.49	7.03
February 2020	8.47	6.21
March 2020	8.47	6.21
April 2020	8.47	6.21
May 2020	8.43	6.27
June 2020	8.44	8.44
July 2020	8.49	6.62
August 2020	8.00	8.00
September 2020	8.25	8.25
October 2020	8.20	5.80
November 2020	8.09	8.09

As of November 30, 2020 CSBI has a total of fifty-four (51) stockholders.

Dividends Declared for the Last ten (10) years:

- In 1999, cash dividends totaling P594, 750.00 were declared and paid covering fiscal years 1997 to 1999.
- In 2001, 2002, 2003, 2004 and 2005 cash dividends amounting to P330,000.00, P660,000.00, P882,000.00, P882,000.00 and another P882,000.00 respectively were declared, approved by BSP and paid by the bank.
- In 2006, a 10% stock dividend equivalent to 6,615,000 shares and cash dividend amounting to P1,984,500.00 were declared, approved by BSP and paid by the bank.
- In 2007, cash dividend declared was 3/10 of 1% of the par value share or Php 0.03 per share.
- In 2008, cash dividend declared was 3/10 of 1% of the par value share or Php 0.03 per share.

- In 2009, cash dividend declared was 3/10 of 1% of the par value share or Php 0.03 per share.
- All cash dividends declarations are subject to Bangko Sentral ng Pilipinas approval.

As of September 30, 2020 the stocks are trading at P8.25 per share and the top twenty (20) shareholders are as follows:

Top 20 Stockholders

	<u>Shareholder</u>	<u>No. of Shares Owned</u>	<u>Percent to Total</u>	<u>Nationality</u>
1	PCD NOMINEE CORPORATION (FILIPINO)	68,547,041	68.55%	Filipino
2	CABANGON CHUA, AMB. ANTONIO L.	8,657,114	8.66%	Filipino
3	CABANGON CHUA, ANTONIO L.	5,445,000	5.45%	Filipino
4	FORTUNE LIFE INSURANCE CO., INC.	5,099,250	5.10%	Filipino
5	GENCARS - BANTANGAS, INC.	2,846,250	2.85%	Filipino
6	ETERNAL PLANS, INC.	2,641,700	2.64%	Filipino
7	CABANGON, D. EDGARD A.	2,143,350	2.14%	Filipino
8	SIY, ALFONSO G.	1,650,000	1.65%	Filipino
9	GENCARS - SAN PABLO, INC.	726,000	0.73%	Filipino
10	GRIST, DOMINGA ANALYN C. IN TRUST FOR: ZACHARY C. GRIST	550,000	0.55%	Filipino
11	GRIST, DOMINGA ANALYN C. IN TRUST FOR: SARAH C. GRIST	550,000	0.55%	Filipino
12	BOTE, FEORELIO M.	412,500	0.41%	Filipino
13	ALIW BROADCASTING CORPORATION	267,300	0.27%	Filipino
14	CABANGON-JACINTO, D. ANTOINETTE C.	221,100	0.22%	Filipino
15	SANTIAGO JR., VICENTE M.	110,000	0.11%	Filipino
16	TAN, ANTHONY	82,500	0.08%	Singaporean
17	CABANGON JR.,ANTONIO A.,ITF AMARRA YSABELLA T. CABANGON	12,987	0.01%	Filipino
18	PCD NOMINEE CORPORATION (FOREIGN)	5,102	0.01%	Filipino
19	RAMOS, BENJAMIN V.	4,950	0.00%	Filipino
20	ZARA, EVELYN V.	4,400	0.00%	Filipino
	TOTAL	99,976,544	99.98%	

(E) DISCUSSION ON COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE

The bank has adopted the SEC Corporate Governance Self Rating Form to evaluate the level of compliance of the bank with its Manual on Corporate Governance. In addition, the Compliance Officer reviews on a periodic basis the level of compliance of its directors, officers and employees with the leading practices and principles on good corporate governance as embodied in the bank's Manual.

There have been no violations of the Corporate Governance Manual and no director, officer or employee has been sanctioned.

The bank will regularly conduct a review of the Manual on Corporate Governance and will adopt appropriate changes as necessary.

UNDERTAKING TO PROVIDE ANNUAL REPORT

The registrant undertakes to provide without charge any person a copy of the Bank's Annual Report on SEC Form 17-A upon written request to the registrant addressed to:

**MR. MARTIN JERRY E. MACHADO
Assistant Vice President, Comptrollership/Accounting
Citystate Centre Building
709 Shaw Boulevard, Pasig City**

Punongbayan & Araullo
20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines
T +63 2 8988 22 88

Report of Independent Auditors

The Board of Directors and the Stockholders
Citystate Savings Bank, Inc.
2nd Floor, Citystate Centre
709 Shaw Boulevard, Pasig City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Citystate Savings Bank, Inc. (the Bank), which comprise the statements of financial position as at December 31, 2019 and 2018, and the statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Bank as at December 31, 2019 and 2018, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

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

Emphasis of a Matter

We draw attention to Note 26 to the financial statements, which describes management's assessment of the likely negative impact on the Bank's financial statements of the business disruption as a result of the coronavirus pandemic to the Company's financial condition and performance after the end of the reporting period. Management has determined that these are non-adjusting events and as such, had no impact on the Company's financial statements as at and for the year ended December 31, 2019. As further stated in Note 26, the Bank has also done a baseline assessment of the impact of said events on its financial condition and operations subsequent to the reporting period. Our opinion is not modified in respect to this matter.

Key Audit Matters

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

(a) Valuation of Loans and Other Receivables and Recognition of the Related Interest Income

Description of the Matter

(i) Valuation of Loans and Other Receivables

Loans and other receivables are the most significant resources of the Bank. As at December 31, 2019, the balance of the account is P2.2 billion, which is net of allowance for impairment of P89.0 million, representing 55% of the Bank's total resources.

The relevant accounting policies of the Bank on the measurement and impairment of financial assets are disclosed in Note 2 to the financial statements. In applying such policies, management has made significant accounting judgments and estimates, particularly in assessing the impairment of loans and other receivables and how much impairment should be recognized in the financial statements. Management's application of judgments and estimates in respect of impairment of loans and other receivables is disclosed in Note 3 to the financial statements, and the Bank's analysis of the allowance for impairment of the asset is presented in Note 11 to the financial statements.

The Bank used the expected credit losses (ECL) model in determining impairment of its loans and other receivables. The assessment of credit risk of a portfolio of assets entails further estimations as to the likelihood of defaults occurring, the associated loss ratios. Furthermore, the Bank incorporated forward-looking information (FLI) into the assessment of the probability of default based on the Bank's historical analysis and has identified the key macroeconomic variables (MEV) impacting credit risk associated with its borrowers. The Bank has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between MEV and credit risk and credit losses.

The disclosures of the Bank on the allowance for impairment on loans and other receivables, and the related credit risk are included in Notes 4 and 11 to the financial statements.

(ii) Recognition of Interest Income

The Bank measures these financial assets using the effective interest method and recognizes the related interest income using the effective interest rate. In 2019, the interest income recognized on loans and receivables amounted to P194.9 million which accounts for 85% of the total interest income of the Bank. Because of the materiality of the amount involved and the risk that the amount of interest income recognized in the financial statements could be higher than what have been actually earned, we have considered the recognition of interest income to be a matter of significance in our audit.

How the Matter was Addressed in the Audit

We have established reliance on the Bank's internal control by testing the design and operating effectiveness of internal control including general and application controls over the assessment and approval of customer credit; the capturing of information relevant to calculation of the amount of allowance for impairment (e.g., loan classification, risk grades, default rates and loss given defaults); the calculation and recognition of impairment loss; and, the calculation and recognition of the interest income using the effective interest method.

In addition, we performed substantive audit procedures, which included, among others:

Valuation of Loans and Other Receivables

- evaluating the appropriateness of the Bank's credit policy and the expected credit loss model as approved by the Board of Directors;
- verifying that the loans are allocated to the appropriate stage of credit impairment by challenging the criteria used to allocate the loan to Stage 1, 2 or 3 in accordance with PFRS 9 considering both quantitative and qualitative factors;
- evaluating the inputs and assumptions as well as the formulas used in the development of the ECL models for each of its loan portfolio. This includes assessing the appropriateness of design of the ECL impairment model and formula used in determining the probability of default, loss given default and exposure at default;
- assessing whether the forecasted macro-economic factors, which generally include but not limited to gross domestic product growth, unemployment rate, inflation rate and interest rates, were appropriate in respect of the FLI used. In addition, assessing the level of significance of correlation of selected macro-economic factors to the default rates and the impact of these variables to the ECL;
- assessing the borrowers' repayment abilities by examining payment history for selected loan accounts; and,
- evaluating management's forecast of recoverable cash flows, valuation of collaterals and the expected recovery from the disposals; and estimates of recovery from other sources of collection in respect of selected non-performing loan accounts;

Recognition of Interest Income

- testing, on a sampling basis, the reasonableness and appropriateness of the effective interest rate used by the Bank in computing interest income; and,
- checking the propriety of the application of payments received by the Bank between principal, interest and penalties, if applicable.

(b) Adoption of PFRS 16, Leases

Description of the Matter

As described in Note 2 to the financial statements, the Bank has adopted on January 1, 2019, PFRS 16, *Leases*, which replaced Philippine Accounting Standard (PAS) 17, *Leases*, and the related interpretations to PAS 17. The adoption of this new standard, which primarily affected the Bank's accounting for leases as a lessee by recognizing "right-of-use" assets and lease liabilities "on-balance sheet", is considered significant due to the complexities of the accounting requirements, significant judgement involved in determining the assumptions to be used in applying the new standard and significant data extraction exercise was undertaken by management to summarize all lease contracts. Key areas of judgment include: determination of lease term of contracts with renewal and termination options, appropriate discount rate in measuring lease liabilities and leasing arrangements within the scope of PFRS 16.

As of December 31, 2019, the adoption of the new lease requirements under PFRS 16 resulted in an increase in total resources by P73.1 million and total liabilities by P78.3 million. The right-of-use assets and lease liabilities are presented as part of Bank Premises, Furniture, Fixtures and Equipment and part of Other Liabilities, respectively, in the 2019 statement of financial position.

In 2019, depreciation of right-of-use assets amounted to P19.8 million while interest expense from the accretion of lease liabilities amounted to P7.2 million.

Refer to Notes 2, 3, 12 and 16 of the financial statements for the disclosure on the transition adjustments and details of the right-of-use assets and lease liabilities using the requirements of PFRS 16.

How the Matter was Addressed in the Audit

Our audit procedures to address the significant risk of material misstatement relating to the adoption of PFRS 16 included:

- evaluated the accounting policies applied by the management including the use of practical expedients permitted by the standard;
- verified the completeness of the lease databases used by validating and comparing the scope of the operating leases identified under the previously applicable standard, PAS 17, and reviewed the residual lease expenses;
- Evaluated the reasonableness and appropriateness of the inputs and assumptions used in determining the lease term, and discount rates applied in determining lease liabilities;
- verified the accuracy of the underlying lease databases by agreeing a representative sample of leases to original contract or other supporting information, and checked the integrity and mathematical accuracy of the PFRS 16 calculations for each lease sampled through recalculation of the expected PFRS 16 adjustment; and,
- assessed whether the disclosures within the financial statements are appropriate in light of the requirements of the relevant standards.

(c) Management Going Concern Assessment and Compliance with the Minimum Capital Regulatory Requirement

Description of the Matter

The Company continues to incur total comprehensive losses amounting to P18.6 million in 2019, P33.8 million in 2018 and P78.3.0 million in 2017. The result of the Bank's operation, mitigated by the issuance of additional shares from unsubscribed portion of the authorized capital stocks amounting to P2,000 and P14.3 million in 2019 and 2018, respectively, resulted to decreased in the Bank's equity to P635.9 million and P654.5 million as at December 31, 2019 and 2018, respectively. Accordingly, the Bank's level of equity is lower than the minimum capital of P1.0 billion for banks with head office in Metro Manila as mandated by BSP based on the BSP circular No. 854. This condition indicates the existence of uncertainty that may cast significant doubt on the Bank's ability to continue as a going concern. In response to this matter, the Bank's Board of Directors (BOD) has come up with the plan in prior years to implement various measures to improve the Bank's operating condition within a reasonable period. These measures under the plan include formulation of a capital build up plan in compliance with BSP Circular No. 854 and the implementation of business improvement plan. Some of the measures implemented by the Bank to improve its financial condition and performance are discussed in Note 17 to the financial statements.

On December 13, 2019, the Monetary Board of the BSP approved the request of the Bank for 120 days extension (reckoned from the date of Bank's receipt of BSP approval on December 23, 2019) on the Bank's compliance to infuse capital of P500.0 million and address the minimum capital requirement of the Bank. Further, the Bank's request for additional extension to infuse capital due to the impact of the subsequent events disclosed in Note 26 has been approved by the Monetary Board of BSP up to July 30, 2020 or a period of 60 days after the Enhanced Community Quarantine (ECQ) is lifted. ECQ in Metro Manila was lifted on June 1, 2020.

On May 28, 2019, the stockholders approved the Bank's increased in authorized capital stock amounting to P500.0 million. Also, in addition to the cash infusion from existing stockholder amounting to P3.2 million in 2018 which was recognized as Deposit for future stock subscription as part of Other Liabilities as of December 31, 2019 and 2018, the Bank received additional cash infusion amounting to P496.8 million on July 13, 2020. Further, on July 13, 2020, the Bank and certain existing stockholders executed subscription agreements to fully subscribe the related increase in the Bank's authorized capital stock.

Due to the importance of achieving the business improvement plan and capital build up plan of the Bank to improve its operating condition and meet the minimum capital regulatory requirement which will lead to addressing the going concern of the Bank, we consider the above matter as an audit area of focus.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk relating to the Bank's compliance with the regulatory requirements, included:

- reviewing the Bank's capital build up plan including the Bank's request for BSP approval with respect to the Bank's extension to infuse additional capital to address the minimum capital requirement of the Bank as well as the subsequent subscription agreements with certain existing stockholders and available documents for the receipt of the capital infusion;
- reviewing the Bank's business improvement plan including the profitability forecast and assessing the reasonableness of the assumption used in the plan;

- reviewing the Bank's computation in determining the regulatory capital as the basis of our evaluation of its compliance with certain BSP requirements;
- as one of the identified areas to improve the Bank's operating condition, on a sample basis, testing of the existence of sale of repossessed jewelry assets and other properties during the year and determining the appropriateness of the amount recognized as gain on sale of repossessed jewelry assets and other properties; and,
- reviewing the Bank's risk management activities through reading of the minutes of the Risk Oversight Committee monthly meetings.

(d) Performing Significant Portion of Audit Remotely

Description of the Matter

As disclosed in Note 26 of the financial statements, a novel strain of coronavirus (COVID-19) started to become widespread in the Philippines in early March 2020 causing the government to declare the country in a state of public health emergency followed by implementation of enhanced community quarantine (ECQ) and social distancing measures and restrictions within the Luzon area with other cities and provinces in the country enacting similar measures thereafter. The ECQ and social distancing measures implemented by the government resulted in performing a significant portion of the engagement remotely.

The change in working conditions is relevant and significant to our audit since it creates an increased risk of misstatement due to less in-person access to the Bank's management and personnel, and lack of access to the physical records and original documents. Given the changes in how the audit will be performed, the audit requires exercising enhanced professional skepticism.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of performing the audit remotely included the following:

- Considering the nature of the engagement and the engagement team's knowledge of the entity and its environment when determining whether it is possible to perform a significant portion, if not all of the engagement remotely;
- Following the requirements of the PSA including providing proper supervision and review, even when working remotely;
- Obtaining information through electronic means, which includes sending and receiving of confirmation electronically, obtaining calculations in electronic form to check the mathematical accuracy, scanning of hard-copy items for review and using real-time inspection technology such as video and screen-sharing;
- Determining the reliability of audit evidence provided electronically using enhanced professional skepticism; and,
- Examining critical hard copy documents (e.g., contracts, loan documents, billing statements, purchase invoices and official receipts) physically in response to the risk in revenues and costs, which is considered to be significant.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Bank's Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and the Annual Report for the year ended December 31, 2019, but does not include the financial statements and our auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report for the year ended December 31, 2019 are expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

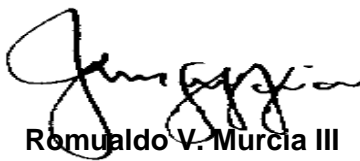
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation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

Report on Other Legal and Regulatory Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2019, required by the BSP and Bureau of Internal Revenue as disclosed in Notes 28 and 29 to the financial statements, respectively, is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with PFRS. Such supplementary information is the responsibility of management. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The engagement partner on the audits resulting in this independent auditors' report is Romualdo V. Murcia III.

PUNONGBAYAN & ARAULLO



By: Romualdo V. Murcia III
Partner

CPA Reg. No. 0095626
TIN 906-174-059
PTR No. 8116550, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 0628-AR-4 (until Sept. 4, 2022)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002511-022-2019 (until Sept. 4, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

July 27, 2020

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2019 AND 2018
(With Corresponding Figures as of January 1, 2018)
(Amounts in Philippine Pesos)

	Notes	2019	December 31, 2018 (As Restated – see Note 2)	January 1, 2018 (As Restated – see Note 2)
<u>R E S O U R C E S</u>				
CASH AND OTHER CASH ITEMS	2	P 62,110,168	P 60,299,656	P 67,206,772
DUE FROM BANGKO SENTRAL NG PILIPINAS	7	409,238,250	279,146,370	586,867,698
DUE FROM OTHER BANKS	8	330,266,336	519,773,239	371,071,330
LOANS AND RECEIVABLES ARISING FROM REVERSE REPURCHASE AGREEMENT	9	65,972,773	181,000,000	237,908,872
FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME	10	308,007,978	418,633,887	-
HELD-TO-COLLECT FINANCIAL ASSETS	10	74,680,160	72,177,756	-
LOANS AND RECEIVABLES - Net	11	2,228,672,239	1,843,895,257	1,964,140,267
BANK PREMISES, FURNITURE, FIXTURES AND EQUIPMENT - Net	12	250,069,817	192,820,139	201,448,001
INVESTMENT PROPERTIES - Net	13	208,074,197	106,969,045	82,050,971
OTHER RESOURCES - Net	14	<u>137,053,571</u>	<u>142,392,222</u>	<u>182,613,430</u>
TOTAL RESOURCES		<u>P 4,074,145,489</u>	<u>P 3,817,107,571</u>	<u>P 4,135,991,149</u>
<u>LIABILITIES AND EQUITY</u>				
DEPOSIT LIABILITIES	15			
Demand		P 736,569,218	P 632,680,342	P 2,576,117,384
Savings		2,070,290,265	2,038,733,786	432,122,000
Time		<u>476,448,762</u>	<u>413,916,804</u>	<u>353,570,301</u>
Total Deposit Liabilities		3,283,308,245	3,085,330,932	3,361,809,685
OTHER LIABILITIES	16	<u>154,954,421</u>	<u>77,289,691</u>	<u>81,697,736</u>
Total Liabilities		3,438,262,666	3,162,620,623	3,443,507,421
EQUITY	17	<u>635,882,823</u>	<u>654,486,947</u>	<u>673,905,199</u>
TOTAL LIABILITIES AND EQUITY		<u>P 4,074,145,489</u>	<u>P 3,817,107,570</u>	<u>P 4,135,991,149</u>

See Notes to Financial Statements.

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF PROFIT OR LOSS
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	2019	2018 (As Restated – see Note 2)	2017 (As Restated – see Note 2)
INTEREST INCOME				
Loans and receivables	11	P 194,863,667	P 191,802,441	P 192,965,082
Investment securities	10	15,171,223	11,265,493	9,013,442
Due from Banko Sentral ng Pilipinas, other banks and loans and receivables arising from reverse repurchase agreement	7, 8, 9	<u>18,764,051</u>	<u>23,265,057</u>	<u>14,274,375</u>
		<u>228,798,941</u>	<u>226,332,991</u>	<u>216,252,899</u>
INTEREST EXPENSE				
Deposit liabilities	15	45,577,990	39,047,200	29,156,770
Others	16	<u>8,653,790</u>	<u>1,503,303</u>	<u>1,424,923</u>
		<u>54,231,780</u>	<u>40,550,503</u>	<u>30,581,693</u>
NET INTEREST INCOME		174,567,161	185,782,488	185,671,206
IMPAIRMENT LOSSES (RECOVERIES)				
ON LOANS AND RECEIVABLES - Net	11	<u>668,308</u>	(13,411,954)	<u>33,178,029</u>
NET INTEREST INCOME AFTER IMPAIRMENT LOSSES (RECOVERIES) ON LOANS AND RECEIVABLES				
		<u>173,898,853</u>	<u>199,194,442</u>	<u>152,493,177</u>
OTHER OPERATING INCOME				
Service charges and fees	2	14,454,655	15,827,647	13,362,001
Miscellaneous	13, 14, 18	<u>94,265,083</u>	<u>66,979,762</u>	<u>57,350,542</u>
		<u>108,719,738</u>	<u>82,807,409</u>	<u>70,712,543</u>
OTHER OPERATING EXPENSES				
Salaries and employee benefit expense	19	98,317,739	101,541,424	103,127,795
Depreciation and amortization	12, 13, 14	57,923,565	40,489,091	38,936,763
Communication, light and water		26,319,350	28,606,418	30,178,592
Security, janitorial and messengerial services		24,407,602	24,009,304	28,326,337
Taxes and licenses	29	19,294,735	19,746,667	17,582,025
Insurance		14,768,998	17,187,004	14,100,295
Occupancy	16, 24	8,687,763	36,445,232	30,143,382
Fuel and oil		8,472,234	8,891,747	8,523,901
Litigation and asset acquired expenses	13	8,005,709	3,667,814	4,237,779
Repairs and maintenance		1,399,254	1,423,067	2,108,077
Miscellaneous	18	<u>33,272,676</u>	<u>31,375,568</u>	<u>25,326,173</u>
		<u>300,869,625</u>	<u>313,383,336</u>	<u>302,591,119</u>
LOSS BEFORE TAX		(18,251,034)	(31,381,485)	(79,385,399)
TAX EXPENSE	20	<u>4,491,187</u>	<u>9,744,752</u>	<u>7,668,554</u>
NET LOSS		(P 22,742,221)	(P 41,126,237)	(P 87,053,953)
Loss Per Share –				
Basic and Diluted	23	(P 0.23)	(P 0.41)	(P 1.20)

See Notes to Financial Statements.

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	<u>Notes</u>	<u>2019</u>	<u>2018</u> (As Restated – see Note 2)	<u>2017</u> (As Restated – see Note 2)
NET LOSS		(P 22,742,221)	(P 41,126,237)	(P 87,053,953)
OTHER COMPREHENSIVE INCOME				
Item that will not be reclassified				
subsequently to profit or loss				
Remeasurements of defined benefit				
post-employment plan	19	(6,461,149)	6,584,421	7,600,655
Tax income	20	-	(1,975,327)	(2,280,196)
		<u>(6,461,149)</u>	<u>4,609,094</u>	<u>5,320,459</u>
Items that will be reclassified subsequently to profit or loss				
Fair valuation on financial assets at fair value				
through comprehensive income (FVOCI)				
[available-for-sale (AFS) in 2017]				
Fair value gains during the year	10	10,155,816	2,286,130	4,947,901
Fair value loss on impaired reclassified to profit or loss	10	-	-	340,000
Fair value gains on disposal of AFS financial assets				
reclassified to profit or loss	10	-	-	(1,283,303)
Tax income	20	441,429	464,741	(558,695)
		<u>10,597,245</u>	<u>2,750,871</u>	<u>3,445,903</u>
Total Other Comprehensive Income - net of tax		<u>4,136,096</u>	<u>7,359,965</u>	<u>8,766,362</u>
TOTAL COMPREHENSIVE LOSS		(P 18,606,125)	(P 33,766,272)	(P 78,287,591)

See Notes to Financial Statements.

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	Capital Stock	Additional Paid-in Capital	Deposit on Subscription of Shares	Revaluation Reserves	Surplus Reserves	Deficit	Total
Balance as of January 1, 2019								
As previously reported		P 999,998,000	P 2,222,444	P -	P 29,859,572	P 2,554,497	(P 357,190,126)	P 677,444,387
Prior period adjustments	2	-	-	-	-	-	(22,957,439)	(22,957,439)
As restated		999,998,000	2,222,444	-	29,859,572	2,554,497	(380,147,565)	654,486,948
Additional subscription of capital stock	17	2,000	-	-	-	-	-	2,000
Appropriation for general loan loss reserve	17	-	-	-	-	11,439,248	(11,439,248)	-
Transfer to reserves	21	-	-	-	-	951,142	(951,142)	-
Total comprehensive income (loss) for the year	17	-	-	-	4,136,096	-	(22,742,221)	(18,606,125)
Balance as of December 31, 2019	17	<u>P 1,000,000,000</u>	<u>P 2,222,444</u>	<u>P -</u>	<u>P 33,995,668</u>	<u>P 14,944,887</u>	<u>(P 415,280,176)</u>	<u>P 635,882,823</u>
Balance as of January 1, 2018								
As previously reported		P 727,649,980	P 2,222,444	P 258,000,000	P 22,194,824	P 1,918,231	(P 319,501,750)	P 692,483,728
Prior period adjustments	2	-	-	-	-	-	(22,957,439)	(22,957,439)
Effect of adoption of PFRS 9	2	-	-	-	304,783	-	4,074,127	4,378,910
As restated		727,649,980	2,222,444	258,000,000	22,499,607	1,918,231	(338,385,062)	673,905,199
Transfer from deposit on subscription of capital stock	17	258,000,000	-	(258,000,000)	-	-	-	-
Additional subscription	17	14,348,020	-	-	-	-	-	14,348,020
Transfer to reserves	21	-	-	-	-	636,266	(636,266)	-
Total comprehensive income (loss) for the year	17	-	-	-	7,359,965	-	(41,126,237)	(33,766,272)
Balance as of December 31, 2018	17	<u>P 999,998,000</u>	<u>P 2,222,444</u>	<u>P -</u>	<u>P 29,859,572</u>	<u>P 2,554,497</u>	<u>(P 380,147,565)</u>	<u>P 654,486,947</u>
Balance as of January 1, 2017		P 727,649,980	P 2,222,444	P 180,000,000	P 13,428,462	P 1,454,772	(P 231,984,338)	P 692,771,320
Deposit on subscription of capital stock during the year	17	-	-	78,000,000	-	-	-	78,000,000
Transfer to reserves	21	-	-	-	-	463,459	(463,459)	-
Total comprehensive income (loss) for the year	17	-	-	-	8,766,362	-	(87,053,953)	(78,287,591)
Balance as of December 31, 2017	17	<u>P 727,649,980</u>	<u>P 2,222,444</u>	<u>P 258,000,000</u>	<u>P 22,194,824</u>	<u>P 1,918,231</u>	<u>(P 319,501,750)</u>	<u>P 692,483,728</u>

See Notes to Financial Statements.

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	2019	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before tax		(P 18,251,034)	(P 31,381,485)	(P 79,385,399)
Adjustments for:				
Interest income	7, 8, 9, 10, 11	(228,798,941)	(226,332,991)	(216,252,899)
Interest received		224,969,749	222,503,799	269,645,834
Depreciation and amortization	12, 13, 14	57,923,565	40,489,091	38,936,763
Interest expense	15, 16	54,231,780	40,550,503	30,581,693
Interest paid		(53,465,795)	(39,784,518)	(33,151,769)
Gains from assets acquired or exchanged - net	18	(51,915,862)	(4,854,421)	(13,958,370)
Dividend income	18	(7,920,942)	(12,557,921)	(12,868,001)
Impairment losses (recoveries) - net	11	668,308	(13,411,954)	33,178,029
Gain on sale of bank premises - net	18	(676,967)	-	(408,172)
Trading gains	10	(133,477)	(9,376)	(1,283,303)
Unrealized foreign currency exchange losses (gains) - net	18	118,684	(606,026)	(43,376)
Operating income (loss) before working capital changes		(23,250,932)	(25,395,299)	14,991,030
Decrease (increase) in loans and receivables		(267,122,326)	258,631,356	399,800,103
Decrease (increase) in other resources		(2,283,921)	26,462,243	59,084,134
Decrease (increase) in investment properties		(53,692,107)	(77,688,853)	9,500,000
Decrease (increase) in investment properties		197,977,313	(276,478,753)	(29,156,769)
Decrease in other liabilities		(117,257,616)	(117,558,233)	(179,065,313)
Cash generated from (used in) operations		(265,629,589)	(212,027,539)	275,153,185
Cash paid for income taxes		(9,666,786)	(7,626,282)	(8,835,917)
Net Cash From (Used in) Operating Activities		(275,296,375)	(219,653,821)	266,317,268
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from disposal or maturity of financial assets at FVOCI (AFS financial assets in 2017)	10	160,569,005	35,692,753	69,878,797
Acquisition of held-to-collect financial assets	10	(41,603,765)	(34,209,517)	-
Dividends received	18	7,920,942	12,557,921	12,868,001
Acquisitions of bank premises, furniture, fixtures and equipment	12	(6,127,283)	(14,981,601)	(11,099,794)
Acquisitions of computer software	14	(4,639,714)	(9,962,496)	(6,216,372)
Proceeds from disposal of property and equipment	12	1,285,812	-	1,308,428
Acquisition of financial assets at FVOCI (AFS financial assets in 2017)	10	-	(70,000,000)	(104,075,924)
Net Cash From (Used in) Investing Activities		117,404,997	(80,902,940)	(37,336,864)
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments of lease liabilities	16	(14,623,676)	-	-
Proceeds from issuance of capital stock	17	2,000	14,348,020	-
Proceeds from deposit on capital subscription	17	-	3,200,000	78,000,000
Net Cash From (Used) in Financing Activities		(14,621,676)	17,548,020	78,000,000
Effect of Foreign Currency Exchange Rate Changes in Cash and Cash Equivalents		(118,684)	606,026	43,376
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(172,631,738)	(282,402,715)	307,023,780
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR				
Cash and other cash items		60,299,656	67,206,772	100,187,703
Due from Bangko Sentral ng Pilipinas	7	279,146,370	586,867,698	365,833,736
Due from other banks	8, 25	442,087,439	352,922,838	156,291,352
Loans and receivables arising from reverse repurchase agreement	9	181,000,000	237,908,872	315,569,609
		962,503,465	1,244,906,180	937,882,400
CASH AND CASH EQUIVALENTS AT END OF YEAR				
Cash and other cash items		62,110,168	60,299,656	67,206,772
Due from Bangko Sentral ng Pilipinas	7	409,238,250	279,146,370	586,867,698
Due from other banks	8, 25	252,550,536	442,057,439	352,922,838
Loans and receivables arising from reverse repurchase agreement	9	65,972,773	181,000,000	237,908,872
		P 789,871,727	P 962,503,465	P 1,244,906,180

Supplemental Information on Noncash Investing and Financing Activities:

- The Bank acquired investment properties and other resources amounting to P135,819,311 in 2019, P61,903,186 in 2018 and P55,675,286 in 2017, respectively, through foreclosure (see Notes 13, 14.1 and 26).
- The Bank recognized right-of-use assets and lease liabilities both amounting P92,889,702 as at January 1, 2019 in relation to the adoption of PFRS 16, *Leases* (see Notes 12 and 16).

See Notes to Financial Statements.

CITYSTATE SAVINGS BANK, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2019, 2018 and 2017
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

1.1 Incorporation and Operations

Citystate Savings Bank, Inc. (the Bank) was incorporated in the Philippines on May 20, 1997. The Bank obtained a thrift bank license from the Bangko Sentral ng Pilipinas (BSP) on August 7, 1997 and started operations on August 8, 1997.

The Bank's common shares were listed in the Philippine Stock Exchange (PSE) on November 28, 2001. On March 4, 2004, the Bank was authorized by the BSP to engage in quasi-banking functions. On July 13, 2006, the Bank was granted license to operate foreign currency deposit unit (FCDU) and trust function. The Bank's FCDU started operations in November 2006, while its trust operations started in February 2007. At the end of 2019, the Bank has 30 branches, and 31 on-site and six off-site automated teller machines (ATMs) strategically located in key cities and municipalities within Metro Manila and provincial areas.

The Bank's operations include commercial banking, retail banking and treasury services, however, management does not view the Bank's business operations, activities and components separately but rather they view the Bank as a whole. Accordingly, no business segment information is presented in its financial statements.

As a banking institution, the Bank's operations are regulated and supervised by the BSP. As such, the Bank is required to comply with banking rules and regulations such as those relating to maintenance of reserve requirements on deposit liabilities and deposit substitutes and those relating to the adoption and use of safe and sound banking practices, among others, as promulgated by the BSP. The Bank's activities are subject to the provisions of the General Banking Law of 2000 [Republic Act (RA) No. 8791] and other related banking laws.

The Bank's registered address, which is also its principal place of business, is located at 2nd Floor, Citystate Centre, 709 Shaw Boulevard, Pasig City.

1.2 Status of Operations

The Bank continues to incur total comprehensive losses amounting to P18.6 million in 2019, P33.8 million in 2018 and P78.3 million in 2017 while resulted in the decline in the Bank's total equity to P635.9 million and P654.5 million as at December 31, 2019 and 2018, respectively. Consequently, the Bank's level of equity is lower than the minimum capital of P1.0 billion for banks with head office in Metro Manila as mandated by BSP based on the BSP Circular No. 854, *Minimum Capitalization of Banks*. This condition indicates the existence of uncertainty that may cast significant doubt on the Bank's ability to continue as a going concern. In response to this matter, the Bank's Board of Directors (BOD) has came up with the plan in prior years to implement various measures to improve the Bank's operating condition within a reasonable period. These measures under the plan include formulation of a capital build up plan in compliance with BSP Circular No. 854 and the implementation of business improvement plan. Also, as discussed in Notes 17.4 and 26.2, the Bank received on July 13, 2020 capital infusion from certain existing stockholders to subscribe to the increase in the Bank's authorized capital stock and meet the minimum capital requirement of the BSP.

Accordingly, the Bank's financial statements have been prepared on the assumption that the Bank will continue as a going concern which contemplates the realization of assets and the settlement of liabilities in the normal course of business.

1.3 Approval of Financial Statements

The financial statements of the Bank as of and for the year ended December 31, 2019 (including the comparative financial statements as of December 31, 2018 and for the years ended December 31, 2018 and 2017 and the corresponding figures as of January 1, 2018) were authorized for issue by the Bank's BOD on July 27, 2020.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these financial statements are summarized below. The policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation of Financial Statements

(a) Statement of Compliance with Philippine Financial Reporting Standards

The financial statements of the Bank have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are issued by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board and approved by the Philippine Board of Accountancy.

The financial statements have been prepared using the measurement bases specified by PFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) Presentation of Financial Statements

The financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Bank presents all items of income and expenses in two statements: a "statement of profit or loss" and a "statement of comprehensive income".

The Bank presents a third statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items that has a material effect on the information in the statement of financial position at the beginning of the preceding period. The related notes to the third statement of financial position are not required to be disclosed.

In 2019, Deficit as at December 31, 2018 and January 1, 2018 has been restated from the amount previously reported to recognize additional allowance for impairment of loans and receivables amounting to P23.0 million as a result of the review of the Bank's expected credit loss (ECL) computation wherein certain loans and receivable have to be reclassified in one category requiring a different ECL in accordance with the Bank's adoption of PFRS 9, *Financial Instruments*, in 2018. The change in classification should have been reflected in the earliest period the Bank adopted PFRS 9 which is January 1, 2018.

In 2018, the Bank applied PFRS 9 using the transitional relief allowed by the standard. This allows the Bank not to restate the period prior to 2018. Difference arising from the adoption of PFRS 9 in relation to the impairment of financial assets are recognized in the opening balance of Deficit in 2018. Accordingly, the related restatement is recognized only in the opening balance of Deficit as of January 1, 2018.

The effects of the restatement in the statements of financial position accounts as of are summarized as follows:

	<u>December 31, 2018</u>		
	<u>As Previously Reported</u>	<u>Restatement</u>	<u>As Restated</u>
Loans and receivables	P 1,866,852,696	(P 22,957,439)	P 1,843,895,257
Equity	677,444,387	(22,957,439)	654,486,948
	<u>January 1, 2018</u>		
	<u>As Previously Reported</u>	<u>Restatement</u>	<u>As Restated</u>
Loans and receivables	P 1,987,097,706	(P 22,957,439)	P 1,964,140,267
Equity	696,862,639	(22,957,439)	673,905,200

The Bank also restated the 2018 and 2017 statements of profit and loss to reclassify the impairment recoveries in 2018 amounting to P2.6 million and impairment loss in 2017 amounting to P0.3 million related to the Bank's Investment Properties and Assets held-for-sale which was previously presented as part of Impairment losses (Recoveries) in the statements of comprehensive income to Miscellaneous income (part of Other Operating Income account) and Miscellaneous expenses (part of Other Operating Expenses account), respectively, to conform with the current year presentation.

Also, the Bank applied PFRS 9 using the transitional relief allowed by the standard in 2018. Differences arising from the adoption of PFRS 9 in relation to classification and measurement and impairment of financial assets are recognized in the opening balance of Deficit (or other component of equity, as appropriate) as of January 1, 2018 amounting to P4.4 million.

(c) *Functional and Presentation Currency*

These financial statements are presented in Philippine pesos, the Bank's functional and presentation currency, and all values represent absolute amounts except when otherwise indicated.

Items included in the financial statements of the Bank are measured using its functional currency. Functional currency is the currency of the primary economic environment in which the Bank operates (see Note 2.13).

2.2 Adoption of New and Amended PFRS

(a) Effective in 2019 that are Relevant to the Bank

The Bank adopted for the first time the following PFRS, amendments, interpretation and annual improvements to existing standards, which are mandatorily effective for annual periods beginning on or after January 1, 2019:

PAS 19 (Amendments)	:	Employee Benefits – Plan Amendment, Curtailment or Settlement
PFRS 9 (Amendments)	:	Financial Instruments – Prepayment Features with Negative Compensation
PFRS 16	:	Leases
International Financial Reporting Interpretations Committee (IFRIC) 23	:	Uncertainty over Income Tax Treatments
Annual Improvements to PFRS 2015-2017 Cycle	:	
PAS 12 (Amendments)	:	Income Taxes – Tax Consequences of Dividends
PAS 23 (Amendments)	:	Borrowing Costs – Eligibility for Capitalization

Discussed below and in the succeeding pages are the relevant information about these pronouncements.

- (i) PAS 19 (Amendments), *Employee Benefits – Plan Amendment, Curtailment or Settlement*. The amendments require the use of updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement when the entity remeasures its net defined benefit liability (asset). Management has assessed that the amendments had no significant impact on the Bank's financial statements.
- (ii) PFRS 9 (Amendments), *Financial Instruments – Prepayment Features with Negative Compensation*. The amendments clarify that prepayment features with negative compensation attached to financial instruments may still qualify under the “solely payments of principal and interests” (SPPI) test. As such, the financial assets containing prepayment features with negative compensation may still be classified at amortized cost or at fair value through other comprehensive income (FVOCI). Management has assessed that the amendments had no significant impact on the Bank's financial statements.
- (iii) PFRS 16, *Leases*. The new standard has replaced PAS 17, *Leases*, and its related interpretation IFRIC 4, *Determining Whether an Arrangement Contains a Lease*. The adoption of this new standard resulted in the Bank accounting for its leases, as a lessee, “on-balance sheet” by recognizing a “right-of-use” asset and a lease liability.

For lessors, the definitions of the type of lease (i.e., finance and operating leases) and the supporting indicators of a finance lease are substantially the same with the provisions under PAS 17. In addition, basic accounting mechanics are also similar but with some different or more explicit guidance related to variable payments, sub-leases, lease modifications, the treatment of initial direct costs and lessor disclosures.

The Bank adopted PFRS 16 using the modified retrospective approach as allowed by the standard. This allowed the Bank not to restate its prior periods' financial statements. The impact of PFRS 16 at the date of initial adoption, which is at January 1, 2019, is on the recognition of right-of-use asset and lease liability in the statement of financial position. Difference arising from the adoption of PFRS 16 in relation to remeasurements are recognized in the opening balance of Deficit in the current year [see Note 2.2(a)(iii)(c)]. However, there is no adjustment in the Deficit account as of January 1, 2019 since the amount of the right-of-use asset and lease liability is the same. The new accounting policies of the Bank as a lessee are disclosed in Note 2.12.

Discussed below and in the succeeding page are the relevant information arising from the Bank's adoption of PFRS 16 and how the related accounts are measured and presented on the Bank's financial statements as at January 1, 2019.

- a. For contracts in place at the date of initial application, the Bank has elected to apply the definition of a lease from PAS 17 and IFRIC 4 and has not applied PFRS 16 to arrangements that were previously not identified as lease under PAS 17 and IFRIC 4.
- b. The Bank has not elected to include initial direct costs in the measurement of the right-of-use assets for operating leases that exist at the date of initial application. At this date, the Bank has recognized right-of-use assets for leases previously classified as an operating lease applying PAS 17 and has elected to measure the right-of-use assets, on a lease-by-lease basis, at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the statement of financial position immediately before the date of initial application. Lease liability has been measured at the present value of the remaining lease payments, discounted using the Bank's incremental borrowing rate of 7.78% to 8.91% at the date of initial application. Right-of-use asset is presented as part of the Bank Premises, Furniture, Fixtures and Equipment, while Lease liability is presented as part of the Other Liabilities account in the statement of financial position.
- c. For leases previously accounted for as operating leases with a remaining lease term of less than 12 months, the Bank has applied the optional exemptions to not recognize right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.
- d. The Bank has also used the reliance on its historical assessments on whether leases are onerous as an alternative to performing an impairment review on right-of-use assets. As at January 1, 2019, the Bank has no onerous contracts.

The table below shows the effects of the adoption of PFRS 16 in the statement of financial position as of January 1, 2019.

	December 31, 2018	Adjustments	January 1, 2019
<i>Asset</i>			
Bank premises, furniture, fixtures and equipment - Net	P 192,820,139	P 92,889,702	P 285,709,841
<i>Liabilities</i>			
Other liabilities	(77,289,691)	(<u>92,889,702</u>)	(170,179,393)
Impact to net assets		<u>P -</u>	

The following is a reconciliation of total operating lease commitments at December 31, 2018 under PAS 17, as disclosed in the December 31, 2018 financial statements, to the lease liabilities recognized at January 1, 2019 under PFRS 16:

	<u>Notes</u>	
Total operating lease commitment as at December 31, 2018 before discounting	24.1	P 120,182,258
Leases with remaining term of less than 12 months	2.2(a)(iii)(c)	(<u>4,672,517</u>) 115,509,741
Discounted using incremental borrowing rate	2.2(a)(iii)(b)	(<u>22,620,039</u>)
Total lease liabilities recognized under PFRS 16 as at January 1, 2019		<u>P 92,889,702</u>

- (iv) IFRIC 23, *Uncertainty over Income Tax Treatments*. The interpretation provides clarification on the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates when there is uncertainty over income tax treatments. The core principle of the interpretation requires the Bank to consider the probability of the tax treatment being accepted by the taxation authority. When it is probable that the tax treatment will be accepted, the determination of the taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates shall be on the basis of the accepted tax treatment. Otherwise, the Bank has to use the most likely amount or the expected value, depending on the surrounding circumstances, in determining the tax accounts identified immediately above. Management has assessed that the interpretation had no significant impact on the Bank's financial statements.
- (v) Annual Improvements to PFRS 2015-2017 Cycle. Among the improvements, the following amendments are relevant to the Bank but had no material impact on the Bank's financial statements as these amendments merely clarify existing requirements:
- PAS 12 (Amendments), *Income Taxes – Tax Consequences of Dividends*. The amendments clarify that all income tax consequence of dividend payments should be recognized in profit or loss.

- PAS 23 (Amendments), *Borrowing Costs – Eligibility for Capitalization*. The amendments clarify that any specific borrowing which remains outstanding after the related qualifying asset is ready for its intended purpose, such borrowing will then form part of the entity's general borrowings when calculating the capitalization rate for capitalization purposes.

(b) *Effective in 2019 that are not Relevant to the Bank*

The following amendments and improvements to existing standards are mandatorily effective for annual periods beginning on or after January 1, 2019 but are not relevant to the Bank's financial statements:

PAS 28 (Amendments)	:	Investment in Associates and Long-term Interest in Associates and Joint Ventures
PFRS 3 (Amendments) and PFRS 11 (Amendments)	:	Business Combinations and Joint Arrangements – Remeasurement of Previously Held Interest in a Joint Operation
Annual Improvements to PFRS 2015-2017 Cycle PFRS 11 (Amendments)	:	Joint Arrangements

(a) *Effective Subsequent to 2019 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2019, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, unless otherwise stated, none of these are expected to have significant impact on the Bank's financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements* and PAS 8 (Amendments), *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Material* (effective from January 1, 2020). The amendments provide a clearer definition of 'material' in PAS 1 by including the concept of 'obscuring' material information with immaterial information as part of the new definition, and clarifying the assessment threshold (i.e., misstatement of information is material if it could reasonably be expected to influence decisions made by primary users, which consider the characteristic of those users as well as the entity's own circumstances). The definition of material in PAS 8 has been accordingly replaced by reference to the new definition in PAS 1. In addition, amendment has also been made in other standards that contain definition of material or refer to the term 'material' to ensure consistency.

- (ii) Revised Conceptual Framework for Financial Reporting (effective from January 1, 2020). The revised conceptual framework will be used in standard-setting decisions with immediate effect. Key changes include (a) increasing the prominence of stewardship in the objective of financial reporting, (b) reinstating prudence as a component of neutrality, (c) defining a reporting entity, which may be a legal entity, or a portion of an entity, (d) revising the definitions of an asset and a liability, (e) removing the probability threshold for recognition and adding guidance on derecognition, (f) adding guidance on different measurement basis, and, (g) stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised framework from January 1, 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised framework.

2.3 Financial Instruments

Financial assets and financial liabilities are recognized when the Bank becomes a party to the contractual provisions of the financial instrument. For purposes of classifying financial instrument, an instrument is considered as an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria under PAS 32, *Financial Instruments: Presentation*. All other non-derivative financial instruments are treated as debt instruments.

Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date. Deposit liabilities, amounts due to banks, and loans are recognized when cash is received by the Bank or advanced to the borrowers.

At initial recognition, the Bank measures a financial asset or financial liability at its fair value plus or minus transaction costs such as fees and commissions that are incremental or directly attributable to the acquisition or issue of the financial asset or financial liability.

(a) Classification, Measurement and Remeasurement of Financial Assets

The classification and measurement of financial assets is driven by the Bank's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial assets are classified into the following: financial assets at amortized, at FVOCI and at fair value through profit or loss (FVTPL). The classification and measurement of financial assets relevant to the Bank are described below and in the succeeding pages.

(i) Financial Assets at Amortized Cost

Financial assets are measured at amortized cost if both of the following conditions are met:

- the financial asset is held within the Bank's business model whose objective is to hold financial assets in order to collect contractual cash flows ("hold to collect"); and,

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

Financial assets meeting these criteria are measured initially at fair value plus transaction costs. These are subsequently measured at amortized cost using the effective interest method, less any allowance for ECL.

The Bank's financial assets at amortized cost are presented in the statement of financial position as Cash and Other Cash Items, Due from BSP, Due from Other Banks, Loans and Receivables Arising from Reverse Repurchase Agreement, HTC Financial Assets, Loans and Receivables, and Utility deposit, Security deposits, Deposit with Philippine Clearing House Corp. (PCHC), Deposit to Bancnet, Other investments and Petty cash fund under Other Resources account.

For purposes of cash flows reporting and presentation, cash and cash equivalents comprise accounts with maturities of three months or less, including cash and non-restricted balances with the BSP and other banks. For statement of cash flows purposes, cash and cash equivalents include cash and other cash items, due from BSP, due from other banks, and loans and receivables arising from reverse repurchase agreement that are unrestricted and readily available for use in the Bank's operations and are subject to insignificant risk of change in value.

(ii) *Financial Assets at Fair Value Through Other Comprehensive Income*

The Bank accounts for financial assets, particularly debt securities, at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective is to hold to collect the associated cash flows and sell ("hold to collect and sell"); and,
- the contractual terms of the financial assets give rise to cash flows that are SPPI on the principal amount outstanding.

At initial recognition, the Bank can make an irrevocable election (on an instrument-per-instrument basis) to designate equity securities as at FVOCI; however, such designation is not permitted if the equity investments are held by the Bank for trading. As of January 1, 2018, the Bank has designated certain equity securities as at FVOCI on initial application of PFRS 9.

Subsequent to initial recognition, financial assets at FVOCI are subsequently measured at fair value, with no deduction for any disposal costs. Gains and losses arising from changes in fair value are recognized in other comprehensive income, net of any effects arising from income taxes, and are reported as part of Revaluation Reserves account in equity. When the asset is disposed of, the cumulative gain or loss previously recognized in the Revaluation Reserves account is not reclassified to profit or loss, but is reclassified directly to Deficit account, except for those debt securities classified as FVOCI wherein cumulative fair value gains or losses are recycled to profit or loss.

Any dividends earned on holding equity instruments are recognized as part of Other Income (within Miscellaneous) under Other Operating Income account in the statement of profit or loss, when the Bank's right to receive dividends is established, it is probable that the economic benefits associated with the dividend will flow to the Bank, and the amount of the dividend can be reliably measured, unless the dividends clearly represent recovery of a part of the cost of the investment.

The Bank can only reclassify financial assets if the objective of its business model for managing those financial assets changes. Accordingly, the Bank is required to reclassify financial assets: (i) from amortized cost to FVTPL, if the objective of the business model changes so that the amortized cost criteria are no longer met; and, (ii) from FVTPL to amortized cost, if the objective of the business model changes so that the amortized cost criteria start to be met and the characteristic of the instrument's contractual cash flows meet the amortized cost criteria.

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

(b) Recognition of Interest Income Using Effective Interest Rate Method

Interest income on financial assets at amortized cost and financial assets at FVOCI is calculated by applying the effective interest rate to the gross carrying amount of the financial assets except for those that are subsequently identified as credit-impaired and those that are purchased or originated credit-impaired assets.

The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The effective interest rate is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of effective interest rate. The Bank recognizes interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the instrument; hence, it recognizes the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset with an increase or reduction in interest income.

The Bank calculates interest income by applying the effective interest rate to the gross carrying amount of the financial assets, except for those that are subsequently identified as credit-impaired and or are purchased or originated credit-impaired assets.

For financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the net carrying amount of the financial assets (after deduction of the loss allowance). If the asset is no longer credit-impaired, the calculation of interest income reverts to gross basis. For financial assets that were credit-impaired on initial recognition, interest income is calculated by applying a credit-adjusted effective interest rate to the amortized cost of the asset. The calculation of interest income does not revert to a gross basis even if the credit risk of the asset subsequently improves.

The interest earned is recognized as part of Interest Income account in the statement of profit or loss.

(c) *Impairment of Financial Assets*

The Bank recognizes allowances for ECL on a forward-looking basis associated with its financial assets at amortized cost and debt securities at FVOCI. No impairment loss is recognized on equity investments that is designated at FVOCI. Recognition of credit losses is no longer dependent on the Bank's identification of a credit loss event. The measurement of the ECL reflects: (i) an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes; (ii) the time value of money; and, (iii) reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The amount of allowance for ECL is updated at the end of each reporting period to reflect the changes in credit risk of the financial asset since initial recognition. The Bank recognizes lifetime ECL when there has been a significant increase in credit risk (SICR) since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Bank measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the end of the reporting period.

The Bank's ECL model follows a three-stage impairment approach, which guide in the determination of the loss allowance to be recognized in the financial statements. The staging of financial assets, definition of default for purposes of determining ECL, and credit risk assessment are further discussed in Note 4.

ECL is a function of the probability of default (PD), loss-given default (LGD), and exposure-at-default (EAD), with the timing of the loss also considered, and is estimated by incorporating forward-looking economic information and through the use of experienced credit judgement. These elements are discussed more fully in Notes 4.1.6(a) and 4.1.6(b).

The Bank calculates ECL on a collective basis. For modelling ECL parameters which were carried out on a collective basis, the financial instruments are grouped on the basis of shared credit risk characteristics, such as but not limited to instrument product type, collateral type, and historical net charge-offs of the borrowers or counterparties.

Also, the Bank applies a simplified ECL approach for its accounts receivables wherein the Bank uses a provisioning matrix that considers historical changes in the behavior of the portfolio of credit exposures based on internally collected data to predict conditions over the span of a given observation period. These receivables include claims from various counterparties, which are not originated through the Bank's lending activities. For these instruments, the Bank measures the loss allowance of an amount equal to lifetime ECL.

The Bank recognizes an impairment loss in profit or loss for all financial instruments subjected to ECL impairment assessment with a corresponding adjustment to their carrying amount through a loss allowance account. With respect to investments in debt securities that are measured at FVOCI, the related loss allowance account is recognized in other comprehensive income and accumulated in the Revaluation Reserve account, and does not reduce the carrying amount of the financial asset in the statement of financial position.

(d) Derecognition of Financial Assets

(i) Modification of Loans

When the Bank derecognizes a financial asset through renegotiation or modification of contractual cash flows of loans to customers, the Bank assesses whether or not the new terms are substantially different to the original terms.

The Bank considers, among others:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay;
- Whether any substantial new terms are introduced that will affect the risk profile of the loan;
- Significant extension of the loan term when the borrower is not in financial difficulty;
- Significant change in the interest rate;
- Change in the currency the loan is denominated in; and/or,
- Insertion of collateral, other security or credit enhancements that will significantly affect the credit risk associated with the loan.

If the terms are substantially different, the Bank derecognizes the financial asset and recognizes a “new” asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Bank also assesses whether the new financial asset recognized is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are recognized as gain or loss on derecognition of financial assets in profit or loss. As to the impact on ECL measurement, the expected fair value of the “new” asset is treated as the final cash flow from the existing financial asset at the date of derecognition; such amount is included in the calculation of cash shortfalls from the existing financial asset that are discounted from the expected date of derecognition to the reporting date using the original effective interest rate of the existing financial asset.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Bank recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognizes a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows of the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

As to the impact on ECL measurement, the derecognition of the existing financial asset will result in the expected cash flows arising from the modified financial asset to be included in the calculation of cash shortfalls from the existing financial asset.

(ii) Derecognition other than Modification of Loans

A financial asset (or where applicable, a part of a financial asset or part of a group of financial assets) is derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party.

If the Bank neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Bank recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Bank retains substantially all the risks and rewards of ownership of a transferred financial asset, the Bank continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

(e) Financial Liabilities at Amortized Cost

Financial liabilities which include deposit liabilities and other liabilities (except for tax related payables and post-employment defined benefit obligation), are recognized when the Bank becomes a party to the contractual terms of the instrument.

Financial liabilities are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method, for maturities beyond one year less settlement payments. All interest-related charges on financial liabilities are recognized as an expense in the statement of profit or loss under the caption Interest Expense. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are charged to profit or loss on an accrual basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period when they arise.

(f) Derecognition of Financial Liabilities

Financial liabilities are derecognized from the statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

2.4 Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the statement of financial position when the Bank currently has legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and, must be legally enforceable for both entity and all counterparties to the financial instruments.

2.5 Bank Premises, Furniture, Fixtures and Equipment

Land is stated at cost less impairment losses, if any. All other items of bank premises, furniture, fixtures and equipment are carried at acquisition cost less subsequent depreciation, amortization and any impairment losses.

The cost of an asset comprises its purchase price and directly attributable cost of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized, while expenditures for repairs and maintenance are charged to expense as incurred.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Building and improvements	40 years
Office furniture, fixtures and equipment	5 years

Leasehold improvements are amortized using the estimated useful lives of 5 to 20 years or the remaining term of the lease whichever is shorter.

Fully depreciated and fully amortized assets are retained in the accounts until they are no longer in use and no further charge for depreciation and amortization is made in respect of those assets.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.14).

The residual values, estimated useful lives and method of depreciation and amortization of bank premises, furniture, fixtures and equipment, are reviewed and adjusted if appropriate, at the end of each reporting period.

An item of bank premises, furniture, fixtures and equipment including the related accumulated depreciation, amortization and any impairment losses, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year the item is derecognized.

2.6 Investment Properties

Investment properties include land and buildings acquired by the Bank, in settlement of loans from defaulting borrowers through foreclosure or dacion in payment. These properties are held either to earn rental income or for capital appreciation or for both, but not held for sale in the next twelve months or used in the rendering of services or for administrative purposes.

Investment properties are stated at cost, less accumulated depreciation and any impairment losses (see Note 2.14). The cost of an investment property comprises its purchase price and directly attributable costs incurred. For these assets, the cost is recognized initially at the lower of the outstanding loan balance or bid price, which should not be higher than the appraised value of the property.

Buildings included under investment properties have estimated useful life of ten years and are depreciated using the straight-line basis.

Direct operating expenses related to investment properties, such as repairs and maintenance, and real estate taxes are charged to profit or loss in the period in which these costs are incurred.

Investment properties including the related accumulated depreciation and any impairment losses, are derecognized upon disposal or when no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in profit or loss under the caption Miscellaneous under the Other Operating Income account in the year of retirement or disposal.

2.7 *Assets Held-for-Sale*

Assets held-for-sale pertain to motor vehicles and jewelry items, presented as part of Other Resources account in the statement of financial position, which are acquired through repossession or foreclosure where the Bank intends to sell within one year from the date of classification as held for sale and remains committed to immediately dispose the assets through an active marketing plan.

The Bank classifies an asset as held-for-sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. In the event that the sale of the asset is extended beyond one year, the extension of the period required to complete the sale does not preclude an asset from being classified as held for sale if the delay is caused by events or circumstances beyond the Bank's control and there is sufficient evidence that the Bank remains committed to its plan to sell the asset.

Assets held-for-sale are measured at the lower of their carrying amounts, immediately prior to their classification as held for sale, and their fair value less costs to sell. These assets are not subject to depreciation. If the Bank has classified an asset as held-for-sale or disposal group, but the criteria for it to be recognized as held-for-sale or disposal group are no longer satisfied, the Bank shall cease to classify the asset as such.

The Bank recognizes an impairment loss for any initial or subsequent write-down of the assets held-for-sale and disposal group to fair value less cost to sell, to the extent that it has not been previously recognized in profit or loss. On the other hand, any gain from any subsequent increase in fair value less to costs to sell of an asset up to the extent of the cumulative impairment loss that has been previously recognized is recognized in profit or loss.

Assets that ceases to be classified as held-for-sale is measured at the lower of:

(a) its carrying amount before the asset was classified as held for sale, adjusted for any depreciation, amortization or revaluations that would have been recognized had the asset not been classified as held for sale; and, (b) its recoverable amount at the date of the subsequent decision not to sell. Any adjustment to the carrying amount of an asset that ceases to be classified as held for sale resulting in either a gain or loss, is recognized in profit or loss.

The gain or loss arising from the sale or re-measurement of assets held-for-sale or disposal group is recognized in profit or loss and is included in the Net gain from assets acquired or exchanged under Miscellaneous Income or Loss on sale of acquired assets under Miscellaneous Expense in the statement of profit or loss.

2.8 *Intangible Assets*

Intangible assets include acquired branch license and computer software used in operations and administration which are accounted for under the cost model and presented under the Other Resources account in the statement of financial position. The cost of the asset is the amount of cash or cash equivalents paid or the fair value of the other considerations given to acquire an asset at the time of its acquisition.

Acquired branch license is classified as intangible assets with indefinite useful life, hence, is not subject to amortization but would require an annual test for impairment (see Note 2.14). Branch license is subsequently carried at cost less accumulated impairment losses, if any.

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and install the specific software. Costs associated with maintaining computer software and those costs associated with research activities are recognized as expense in profit or loss as incurred.

The costs of any internally generated software development are recognized as intangible assets. Any capitalized internally developed software that is not yet complete is not amortized but is subject to impairment testing as described in Note 2.14. Amortization commences upon completion of the asset.

Capitalized software costs are amortized on a straight-line basis over the estimated useful lives (ranging from three to ten years) as these intangible assets are considered finite.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset and is recognized in profit or loss.

2.9 Other Resources

Other resources pertain to other assets controlled by the Bank as a result of past events. They are recognized in the financial statements when it is probable that the future economic benefits will flow to the Bank and the asset has a cost or value that can be measured reliably.

2.10 Provisions and Contingencies

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. When time value of money is material, long-term provisions are discounted to their present values using a pretax rate that reflects market assessments and the risks specific to the obligation.

The increase in the provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements. Similarly, possible inflows of economic benefits to the Bank that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Bank can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

2.11 Other Income and Expense Recognition

Revenue is recognized to the extent that the revenue can be reliably measured; it is probable that future economic benefits will flow to the Bank; and the expenses and costs incurred and to be incurred can be measured reliably.

Revenue is recognized only when (or as) the Bank satisfies a performance obligation by transferring control of the promised services to the customer. A contract with a customer that results in a recognized financial instrument in the Bank's financial statements may partially be within the scope of PFRS 9 and partially within the scope of PFRS 15, *Revenue from Contracts with Customers*. In such case, the Bank first applies PFRS 9 to separate and measure the part of the contract that is in-scope of PFRS 9, and then applies PFRS 15 to the residual part of the contract. Expenses and costs, if any, are recognized in profit or loss upon utilization of the assets or services or at the date these are incurred. All finance costs are reported in profit or loss on accrual basis, except capitalized borrowing costs which are included as part of the cost of the related qualifying asset, if any.

The Bank also earns service fees and commissions on various banking services, and gains on sale of properties, which are supported by contracts approved by the parties involved. These revenues are accounted for by the Bank in accordance with PFRS 15. For revenues arising from various banking services, which are to be accounted for under PFRS 15, the following provides information about the nature and timing of satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies:

- (a) *Service charges and fees* are generally recognized on an accrual basis when the service has been provided. Fees arising from negotiating, or participating in the negotiation of, a transaction for a third party, such as the arrangement of the acquisition of debt instruments or other securities, are recognized on completion of the underlying transaction. Other service fees are recognized based on the applicable service contracts, usually on a time-appropriate basis.
- (b) *Gains from assets acquired/exchanged* are from the disposals of bank premises, furniture, fixtures and equipment, investment properties, or assets held-for-sale, if any.

The Bank recognizes gain on sale at a point in time, subject to the following additional criteria:

- when control of the asset is transferred to the buyer;
- when the Bank does not retain either continuing managerial involvement to the degree usually associated with ownership, or effective control over the assets sold; and,
- when the collectability of the entire sales price is reasonably assured.

These are recognized in profit or loss, as part of Miscellaneous under Other Operating Income.

- (c) *Penalties on loans*, presented as part of Miscellaneous Income, are recognized only upon collection or accrued when there is a reasonable degree of certainty as to its collectability.

Collections from accounts, which did not qualify from revenue recognition, are treated as customers' deposits and are included as part of Accounts payable under Other Liabilities account in the statement of financial position.

In 2017, revenue is recognized to the extent that the revenue can be reliably measured; it is probable that future economic benefits will flow to the Bank; and the expenses and costs incurred and to be incurred can be measured reliably.

2.12 Leases

The Bank accounts for its leases as follows:

(a) *Bank as a Lessee*

(i) *Accounting for Leases in Accordance with PFRS 16 (from January 1, 2019)*

For the outstanding lease contracts as of January 1, 2019 and any new contracts entered into on or after January 1, 2019, the Bank considers whether a contract is or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration.' To apply this definition, the Bank assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Bank;
- the Bank has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and,
- the Bank has the right to direct the use of the identified asset throughout the period of use. The Bank assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

At lease commencement date, the Bank recognizes a right-of-use asset and a lease liability on the statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Bank, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Bank amortizes the right-of-use asset on a straight-line basis from the lease commencement date over the useful life of the right-of-use asset or the term of the lease, whichever is shorter. The Bank also assesses the right-of-use asset for impairment when such indicators exist (see Note 2.14).

At the commencement date, the Bank measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Bank's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including those determined to be fixed in substance), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Bank has elected to account for any short-term leases (less than 12 months) using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the lease payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

The corresponding right-of-use assets and lease liabilities are presented as part of Bank Premises, Furniture, Fixtures and Equipment, and Other Liabilities, respectively, in the statement of financial position.

(ii) Accounting for Leases in Accordance with PAS 17 (until December 31, 2018)

Leases, which do not transfer to the Bank substantially all the risks and benefits of ownership of the asset, are classified as operating lease. Operating lease payments (net of any incentive received from the lessor) are recognized as an expense in profit or loss on a straight-line basis over the lease term. Associated costs, such as repairs and maintenance and insurance, are expensed as incurred.

The Bank determines whether an arrangement is, or contains, a lease based on the substance of the arrangement. It makes an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

(a) Bank as Lessor

Leases, which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset, are classified as operating leases. Lease income from operating leases is recognized in profit or loss on a straight-line basis over the lease term.

2.13 Foreign Currency Transactions and Translation

The accounting records of the Bank are maintained in Philippine pesos, except for the FCDU, which is maintained in United States (US) dollars. Foreign currency transactions during the year are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

The financial statements of the FCDU of the Bank, which are expressed in US dollars as its functional currency, are translated using the closing rates for statement of financial position accounts and weighted average rates for statement of profit or loss and statement of comprehensive income accounts.

Changes in the fair value of monetary financial assets denominated in foreign currency classified as AFS financial assets are analyzed between translation differences resulting from changes in the amortized cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortized cost are recognized in profit or loss, and other changes in the carrying amount are recognized in other comprehensive income.

2.14 Impairment of Non-financial Assets

The Bank's premises, furniture, fixtures and equipment (including right-of-use assets), investment properties, intangible assets and other non-financial assets are subject to impairment testing. Intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested for impairment either individually or at the cash-generating unit level.

Impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amounts which is the higher of its fair value less costs to sell and its value in use.

In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Bank's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

All assets, except for intangible assets with indefinite useful life, are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

2.15 Employee Benefits

The Bank provides post-employment benefits to employees through a defined benefit plan and defined contribution plan, and other employee benefits which are recognized as follows:

(a) Post-employment Defined Benefit Plan

A defined benefit plan is a post-employment plan that defines an amount of post-employment benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of post-employment plan remains with the Bank, even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long-term benefit fund, as well as qualifying insurance policies. The Bank's defined benefit post-employment plan covers all regular full-time employees. The pension plan is tax-qualified, noncontributory and administered by the Bank's Trust Department.

The liability recognized in the statement of financial position for defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows for expected benefit payments using a discount rate derived from the interest rate of a zero coupon government bond that is denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability. The interest rate is based from the reference rate published by Bloomberg using its valuation technology, Bloomberg Valuation (BVAL). BVAL provides evaluated prices that are based on market observations from contributed sources.

Remeasurements, comprising of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions and the return on plan assets (excluding amount included in interest) are reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate at the beginning of the period, taking account of any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. Net interest is reported as part of Miscellaneous Account in the statement of profit or loss. Remeasurements are not reclassified to profit or loss in the subsequent periods.

Past service costs are recognized immediately in profit or loss in the period of a plan amendment or curtailment.

(b) *Post-employment Defined Contribution Plans*

A defined contribution plan is a pension plan under which the Bank pays fixed contributions into an independent entity. Under this plan, the Bank has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognized in respect of defined contribution plans are expensed as they fall due. Liabilities or assets may be recognized if underpayment or prepayment has occurred and are normally of a short-term nature.

(c) *Termination Benefits*

Termination benefits are payable when employment is terminated by the Bank before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Bank recognizes termination benefits at the earlier of when it can no longer withdraw the offer of such benefits and when it recognizes costs for a restructuring that is within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(d) *Compensated Absences*

Compensated absences are recognized for the number of paid leave days (including holiday entitlement) remaining at the end of each reporting period. They are included in the Other Liabilities account in the statement of financial position at the undiscounted amount that the Bank expects to pay as a result of the unused entitlement.

2.16 Income Taxes

Tax expense recognized in profit or loss comprises the sum of current and deferred taxes not recognized in other comprehensive income or directly in equity, if any.

Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the end of the reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in profit or loss.

Deferred tax is accounted for using the liability method, on temporary differences at the end of each reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carry forward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deferred tax asset can be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow such deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Bank expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if the Bank has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

2.17 Related Party Transactions and Relationships

Related party transactions are transfers of resources, services or obligations between the Bank and its related parties, regardless whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. These parties include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Bank; (b) associates; (c) individuals owning, directly or indirectly, an interest in the voting power of an entity that gives them significant influence over the Bank and close members of the family of any such individual; and, (d) the Bank's funded post-employment benefit plan for its employees.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

Transactions amounting to 10% or more of the total assets based on the latest audited financial statements that were entered into with related parties are considered material. This is based on the requirement of SEC Memorandum Circular 2019-10, *Rules on Material Related Party Transactions for Publicly-listed Companies*.

All individual material related party transactions shall be approved by at least two-thirds vote of the BOD, with at least a majority of the independent directors voting to approve the material related party transactions. In case that a majority of the independent directors' vote is not secured, the material related party transaction may be ratified by the vote of the stockholders representing at least two-thirds of the outstanding capital stock. For aggregate related party transactions within a one year period that breaches the materiality threshold of 10% of the Company's total assets based on the latest audited financial statements, the same board approval would be required for the transaction(s) that meets and exceeds the materiality threshold covering the same related party.

Directors with personal interest in the transaction should abstain from participating in discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.

2.18 Equity

Capital stock represents the nominal value of shares that have been issued.

Additional paid-in capital includes any premiums received on the issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Deposit on subscription of shares represents the amount of money received from stockholders as deposit for its subscription to the Bank's unissued capital stock which is currently pending for its issuance.

As adopted from SEC Financial Reporting Bulletin 006 issued in 2012 and amended in 2013 and 2017, the Bank does not consider a deposit on future subscription as an equity instrument unless all of the following elements are present:

- (i) The unissued authorized capital of the entity is insufficient to cover the amount of shares indicated in the contract;
- (ii) There is BOD's approval on the increase in authorized capital stock (for which a deposit was received by the Bank);

- (iii) There is stockholders' approval of said proposed increase; and,
- (iv) The application for the approval of the proposed increase has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the transaction should be recognized as a liability. The amount of deposits for future stock subscription will be reclassified to equity account when the Bank meets the foregoing criteria.

Revaluation reserves comprise of the following:

- (a) Net unrealized fair value gain arising from remeasurements of financial assets at FVOCI; and,
- (b) Remeasurements of defined benefit post-employment plan based on the accumulated balances of actuarial gains or losses arising from experience adjustments and other changes in actuarial assumptions used in the determination of defined benefit obligation, and actual return on plan assets (excluding amount included in net interest).

Reserve for trust business represents the accumulated amount set aside by the Bank under prevailing regulations, requiring the Bank to carry to surplus 10% of its net profits accruing from trust business until the surplus shall amount to 20% of its authorized capital stock. The reserve shall not be paid out in dividends, but losses accruing in the course of the trust business may be charged against this reserve.

Deficit represents all current and prior period results of operations as reported in the statement of profit or loss.

The Bank follows the requirements of BSP Circular No.1011, *Guidelines on the Adoption of PFRS 9*, which requires financial institutions to set up general loan loss provision (GLLP) equivalent to 1.00% of all outstanding on-balance sheet loan accounts. GLLP pertains to the appropriation in the Surplus Reserves account, brought about by cases when the allowance for credit losses on loan accounts computed under the requirements of PFRS 9 is less than the 1.00% GLLP required by the BSP.

2.19 Loss per Share

Basic loss per share is computed by dividing net loss attributable to the equity holders of the Bank by the weighted average number of shares issued and outstanding, adjusted retroactively for any stock dividend, stock split or reverse stock split declared during the reporting period.

Diluted losses per share is computed by dividing net loss by the weighted average number of common shares issued and outstanding during the period assuming the conversion of potentially dilutive shares.

Currently, the Bank does not have potentially dilutive shares outstanding; hence, the dilutive loss per share is equal to the basic loss per share.

2.20 Events After the End of the Reporting Period

Any post-year-end event that provides additional information about the Bank's financial position at the end of the reporting period (adjusting event) is reflected in the financial statements. Post-year-end events that are not adjusting events, if any, are disclosed when material to the financial statements.

3 SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Bank's financial statements in accordance with PFRS requires management to make judgments and estimates that affect the amounts reported in the financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

3.1 Critical Management Judgments in Applying Accounting Policies

In the process of applying the Bank's accounting policies, management has made the following judgments, apart from those involving estimation, which have the most significant effect on the amounts recognized in the financial statements:

(a) Application of ECL to Loans and Receivables and Financial Assets at FVOCI

The Bank uses general approach and historical loss rates to calculate ECL for Loans and Receivables and external benchmarking approach for debt instruments carried at FVOCI. The allowance for impairment is based on the ECLs associated with the PD of a financial instrument in the next 12 months, unless there has been a significant increase in credit risk since origination of the financial instrument, in such case, a lifetime ECL for the instrument is recognized. This is where significant management judgment is required.

The Bank has established a policy to perform an assessment, at the end of each reporting period, whether a financial instrument's credit risk has significantly increased since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

(b) Evaluation of Business Model Applied and Testing the Cash Flow Characteristics of Financial Assets in Managing Financial Instruments

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

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

In determining the classification of a financial instrument, the Bank evaluates in which business model a financial instrument or a portfolio of financial instruments belong to taking into consideration the objectives of each business model established by the Bank (e.g., held-for-trading, generating accrual income, direct matching to a specific liability) as those relate to the Bank's investment, trading and lending strategies. Furthermore, the Bank assesses whether the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, with interest representing time value of money and credit risk associated with the principal amount outstanding.

The assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual term that changes the timing or amount of cash flows (unless it is a variable interest rate that represents time value of money and credit risk) does not meet the amortized cost criteria. In cases where the relationship between the passage of time and the interest rate of the financial instrument may be imperfect, known as modified time value of money, the Bank assesses the modified time value of money feature to determine whether the financial instrument still meets the SPPI criterion.

The objective of the assessment is to determine how different the undiscounted contractual cash flows could be from the undiscounted cash flows that would arise if the time value of money element was not modified (the benchmark cash flows). If the resulting difference is significant, the SPPI criterion is not met. In view of this, the Bank considers the effect of the modified time value of money element in each reporting period and cumulatively over the life of the financial instrument.

If more than an infrequent sale is made out of a portfolio of financial assets carried at amortized cost, the Bank assesses whether and how such sales are consistent with the objective of collecting contractual cash flows. In making this judgment, it considers certain circumstances documented in its business model manual to assess that an increase in the frequency or value of sales of financial instruments in a particular period is not necessarily inconsistent with a held-to-collect business model if the Bank can explain the reasons for those sales and why those sales do not reflect a change in the Bank's investment objective for the business model.

(c) *Distinguishing Investment Properties and Owner-occupied Properties*

The Bank determines whether a property qualifies as investment property. In making its judgment, the Bank considers whether the property generates cash flows largely independent of the other assets held by the Bank. Owner-occupied properties generate cash flows that are attributable not only to the property but also to other assets used in its banking operations.

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for use in its banking operation and services or for administrative purposes. If a portion can be sold separately (or leased out separately under finance lease), the Bank accounts for the portion separately. If a portion cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in its banking operation or services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Bank considers each property separately in making its judgment.

(d) *Determination of Branch Licenses Having Indefinite Useful Lives*

The Bank's branch licenses were regarded as having an indefinite useful lives considering there is no foreseeable limit to the period over which such assets are expected to generate net cash inflows for the Bank. The assessment of having indefinite useful lives is reviewed periodically and is updated whether events and circumstances such as the period of control over these assets and legal or similar limits on the use of these assets continue to support such assessment.

(e) *Determination of Lease Term (2019)*

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The Bank did not include renewal options as part of the lease term as the terms are renewable upon mutual agreement of both parties.

The lease term is reassessed if an option is actually exercised or not exercised or the Bank becomes obliged to exercise or not exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Bank.

(f) *Distinguishing Operating and Finance Leases (2018)*

The Bank has entered into various lease agreements as a lessee or lessor. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities. Management assessed that all of its existing lease arrangements qualify as operating leases.

(g) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provisions and contingencies are discussed in Note 2.10 and relevant disclosures on those provisions and contingencies are presented in Note 24. In dealing with the Bank's various legal proceedings, the Bank's estimate of the probable costs that may arise from claims and contingencies has been developed in consultation and coordination with the Bank's internal and external legal counsels acting in defense for the Bank's legal cases and are based upon the analysis of probable results. Although the Bank does not believe that its on-going legal proceeding will have a material adverse effect on the Bank's financial position, it is possible that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies conducted relating to those proceedings.

(h) *Going Concern Assumption*

When preparing financial statements, the management shall make an assessment of the Bank's ability to continue as a going concern. An entity shall prepare financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. When management is aware in making its assessment of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern, the entity shall disclose those uncertainties.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The degree of consideration depends on the facts in each case. Management may need to consider a wide range of factors relating to current and expected profitability, debt repayment schedules and potential sources of replacement financing before it can satisfy itself that the going concern basis is appropriate.

The management believes that the Bank, despite the fact that its level of equity is lower than the minimum capital of P1.0 billion for banks with head office in Metro Manila as mandated by BSP based on the BSP Circular No. 854, will continue as a going concern entity as the Bank was able to obtain approval from the Monetary Board of BSP to infuse capital up to July 30, 2020 or a period of 60 days after the Enhanced Community Quarantine (ECQ) is lifted to comply with the minimum capital requirement. Subsequently, the Bank obtained approval from the stockholders for the increase in its authorized capital stock; and received additional cash infusion from certain existing stockholders amounting to P496.8 million on July 13, 2020 (see Notes 17.4 and 26.2).

3.2 Key Sources of Estimation Uncertainty

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

(a) *Estimation of Allowance for ECL on Financial Assets (2019 and 2018)*

When measuring allowance for ECL for relevant categories of financial assets, management applies judgment in defining the criteria in assessing whether a financial asset has experienced SICR since initial recognition, and in the estimation of the contractual cash flows due from counterparty and those that the Bank would expect to receive, taking into account the cash flows from the realization of collateral and integral credit enhancements.

The Bank's ECL calculations are outputs of complex models with a number of underlying assumptions about future economic conditions and credit behaviour of counterparties (e.g., the likelihood of counterparties defaulting and the resulting losses).

The computation of the ECL also considers the use of reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other that may result in different levels of loss allowance.

Significant factors affecting the estimates on the ECL model include:

- criteria for assessing if there has been an SICR and when a financial asset will be transferred between the three stages;
- the Bank's definition of default for different segments of credit exposures that considers the regulatory requirements;
- establishing groups of similar financial assets (i.e., segmentation) for the purposes of measuring ECL on a collective basis;
- establishment of LGD parameters based on historical recovery rates of claims against defaulted counterparties across different group of financial instruments particularly coming from the disposal of the collaterals of the borrowers after foreclosure or repossession; and,
- establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL.

Explanation of the inputs, assumptions and estimation used in measuring ECL, and the analysis of the allowance for ECL on various groups of financial instruments is further detailed in Notes 4.1.6 and 4.1.7, respectively.

(b) Estimating Impairment Losses on Loans and Receivables (2017)

Adequate amount of allowance for impairment is provided for specific and groups of accounts, where objective evidence of impairment exists. The Bank evaluates the amount of allowance for impairment based on available facts and circumstances affecting the collectability of the accounts, including, but not limited to, the length of the Bank's relationship with the borrowers, the borrowers' current credit status, average age of accounts, value of the collaterals, collection experience and historical loss experience. The methodology and assumptions used in estimating future cash flows are reviewed regularly by the Bank to reduce any differences between loss estimates and actual loss experience.

(c) Determination of Appropriate Discount Rate in Measuring Lease Liabilities (2019)

The Bank measures its lease liabilities at present value of the lease payments that are not paid at the commencement date of the lease contract. The lease payments were discounted using a reasonable rate deemed by management equal to the Bank's incremental borrowing rate. In determining a reasonable discount rate, management considers the term of the leases, the underlying asset and the economic environment. Actual results, however, may vary due to changes in estimates brought about by changes in such factors.

(d) Fair Value Measurement for Financial Instruments

Management applies valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period.

The carrying values of the Bank's financial assets at FVOCI and the amounts of fair value changes recognized on those assets are disclosed in Notes 6 and 10, respectively.

(e) *Estimating Useful Lives of Bank Premises, Furniture, Fixtures and Equipment, Buildings classified as Investment Properties, and Computer Software presented as part of Other Resources*

The Bank estimates the useful lives of bank premises, furniture, fixtures, and equipment, buildings under investment properties, and computer software are based on the period over which the assets are expected to be available for use. The estimated useful lives of those assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

The carrying amounts of these assets are presented in Notes 12, 13 and 14. Based on management's assessment as at December 31, 2019 and 2018, there is no change in the estimated useful lives of these assets during the year. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(f) *Fair Value Measurement for Investment Properties*

The Bank's investment properties are composed of parcels of land and buildings acquired from defaulting borrowers and are not held for sale within the next twelve months from the end of reporting period. The estimated fair values of these assets, as disclosed in Notes 6 and 13, are determined by in-house and independent appraisers applying the relevant valuation methodologies as described therein.

For investment properties with appraisal conducted prior to the end of the reporting period, management determines whether there are significant circumstances during the intervening period that may require adjustments or changes in the disclosure of the fair value of those properties.

A significant change in key inputs and sources of information used in the determination of the fair value disclosed for those assets may result in adjustment in the carrying amount of the assets reported in the financial statements if their fair value will indicate evidence of impairment.

(g) *Determining Realizable Amount of Deferred Tax Assets*

The Bank reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Management assessed that the carrying amount of deferred tax assets recognized in the statements of financial position as disclosed in Note 20 can be utilized in the coming years or within their prescriptive period.

(h) *Estimating Impairment of Non-financial Assets*

Except for intangible assets with indefinite useful lives, which are tested for impairment at least annually, PFRS requires that an impairment review be performed when certain impairment indications are present. In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 2.14).

Though management believes that the assumptions used in the estimation of fair values of non-financial assets are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable amount and any resulting impairment loss could have a material adverse effect on the Bank's results of operations.

Based on management's assessment, certain non-financial assets related to jewelry items were not impaired as of December 31, 2019 and 2018 (see Note 14.1).

(i) *Valuation of Post-employment Defined Benefit Plan*

The determination of the amounts of post-employment benefit obligation is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, discount rates and expected rate of salary increases. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or loss, and the carrying amount of the post-employment benefit obligation in the next reporting period. The amounts of post-employment benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment benefit obligation, as well as the effect of the changes in the assumptions used in estimating such obligation are presented in Note 19.2.

4 RISK MANAGEMENT OBJECTIVES AND POLICIES

By their nature, the Bank's activities are principally related to the use of financial instruments. The Bank accepts deposits from customers at a fixed rate, and for various periods, and seeks to earn above-average interest margins by investing these funds in high-quality assets. The Bank seeks to increase these margins by consolidating short-term funds and lending for longer periods at higher rates, while maintaining sufficient liquidity to meet all claims that might fall due.

The Bank also trades financial instruments where it takes positions in traded and over-the-counter instruments, to take advantage of short-term market movements in equities and bonds.

The Bank's Risk Management Committee (RMC) has overall responsibility for the Bank's risk management systems and sets risks management policies across the full range of risks to which the Bank is exposed. The Bank's RMC places trading limits on the level of exposure that can be taken in relation to both overnight and intra-day market positions. It provides written principles for overall risk management, as well as written policies covering specific areas, such as credit risk, liquidity risk, foreign exchange risk, and investment of excess liquidity.

4.1 Credit Risk

Credit risk is the risk that the counterparty in a transaction may default in payments and it arises from lending, treasury, and other activities undertaken by the Bank. The Bank manages its credit risk and loan portfolio through the Accounts Management Department (AMD), which undertakes several functions with respect to credit risk management. The assessment of credit risk of a portfolio of assets requires further estimations as to the PDs occurring, of the associated loss ratios, and of default correlations between counterparties; accordingly, such the credit risk is measured using PD, EAD, and LGD, for purposes of measuring ECL as required by PFRS 9.

Significant changes in the economy, or in the health of a particular industry segments that represents a concentration in the Bank's portfolio, could result in losses that are different from those provided for at the end of the reporting period. Management, therefore, carefully manages its exposure to credit risk.

4.1.1 Credit Quality Analysis

The following tables set out information about the credit quality of loans and other receivables, HTC financial assets and financial assets at FVOCI in 2019 and 2018 based on PFRS 9. As of December 31, 2019 and 2018, there are no purchased or originated credit-impaired financial assets in the Bank's financial statements.

	2019			
	Stage 1	Stage 2	Stage 3	Total
Loans and other receivables				
Performing:				
Current	P 1,424,047,958	P 252,857,443	P -	P1,681,531,078
Past due	-	402,235,503	-	402,235,503
Non-performing:				
Past due	-	23,859,378	142,851,906	166,711,284
Items in litigation	576,172	-	45,693,366	46,269,538
	1,450,221,852	678,952,324	188,545,272	2,317,719,448
Expected credit loss allowance	(5,335,318)	(8,337,025)	(75,334,866)	(89,047,209)
Carrying amount	<u>P 1,444,886,534</u>	<u>P 670,575,299</u>	<u>P 113,210,406</u>	<u>P 2,228,672,239</u>
HTC financial assets				
Carrying amount	<u>P 74,680,160</u>	<u>P -</u>	<u>P -</u>	<u>P 74,680,160</u>
Financial assets at FVOCI				
Carrying amount	<u>P 142,638,187</u>	<u>P -</u>	<u>P -</u>	<u>P 142,638,187</u>
Other resources				
Carrying amount	<u>P -</u>	<u>P -</u>	<u>P 18,301,408</u>	<u>P 18,301,408</u>
	2018 (As Restated)			
	Stage 1	Stage 2	Stage 3	Total
Loans and other receivables				
Performing:				
Current	P 1,327,592,889	P 41,685,728	P 6,245,414	P1,375,524,031
Past due	-	439,095,734	-	439,095,734
Non-performing:				
Past due	-	497,818	105,845,674	106,343,492
Items in litigation	-	557,726	21,943,179	22,500,905
	1,327,592,889	481,837,006	134,034,267	1,943,464,162
Expected credit loss allowance	(15,888,655)	(12,718,602)	(70,961,648)	(99,558,905)
Carrying amount	<u>P 1,311,704,234</u>	<u>P 469,118,404</u>	<u>P 63,072,619</u>	<u>P 1,843,905,257</u>
HTC financial assets				
Carrying amount	<u>P 72,177,756</u>	<u>P -</u>	<u>P -</u>	<u>P 72,177,756</u>
Financial assets at FVOCI				
Carrying amount	<u>P 200,294,387</u>	<u>P -</u>	<u>P -</u>	<u>P 200,294,387</u>
Other resources				
Carrying amount	<u>P -</u>	<u>P -</u>	<u>P 13,627,492</u>	<u>P 13,627,492</u>

4.1.2 Concentration of Credit Risk

The Bank monitors concentrations of credit risk by industry. An analysis of concentrations of credit risk at the end of the reporting period is shown below.

	Due from BSP, Other Banks and Loans and Reverse Repurchase Agreements	Loans and Receivables	Investment Securities
<u>December 31, 2019</u>			
Financial intermediaries	P 805,477,359	P -	P -
Other community, social and personal activities	-	165,225,792	-
Consumption	-	277,880,254	-
Real estate, renting and other related activities	-	1,104,130,362	-
Wholesale and retail trade	-	142,393,333	-
Agriculture, fishing and forestry	-	55,365,302	-
Manufacturing (various industries)	-	32,471,875	-
Others	-	542,852,345	142,638,187
	<u>P 805,477,359</u>	<u>P 2,320,319,263</u>	<u>P 142,638,187</u>
<u>December 31, 2018 (As Restated)</u>			
Financial intermediaries	P 979,919,609	P 5,000,000	P -
Other community, social and personal activities	-	378,417,557	-
Consumption	-	261,363,050	-
Real estate, renting and other related activities	-	847,919,852	-
Wholesale and retail trade	-	200,320,811	-
Agriculture, fishing and forestry	-	35,251,815	-
Manufacturing (various industries)	-	37,481,411	-
Others	-	178,917,069	200,294,387
	<u>P 979,919,609</u>	<u>P 1,944,671,565</u>	<u>P 200,294,387</u>

4.1.3 Credit Risk Management

The AMD undertakes credit analysis and review to ensure consistency in the Bank's risk assessment process. The AMD performs (a) risk ratings for corporate accounts and (b) risk scoring for consumer accounts. It also ensures that the Bank's credit policies and procedures are adequate to meet the demands of the business. The AMD is also responsible for developing procedures to streamline and expedite the processing of credit applications.

The AMD also undertakes portfolio management by reviewing the Bank's loan portfolio, including the portfolio risks associated with particular industry sectors, loan size and maturity, and development of a strategy for the Bank to achieve its desired portfolio mix and risk profile.

The Bank structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or groups of borrowers, and to geographical and industry segments. Such risks are monitored on a revolving basis and subject to an annual or more frequent review.

Exposure to credit risk is managed through regular analysis of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by changing these lending limits when appropriate. Exposure to credit risk is also managed in part by obtaining collateral and corporate and personal guarantees.

The AMD reviews the Bank's loan portfolio in line with the Bank's policy of not having significant unwarranted concentrations of exposure to individual counterparties, in accordance with the BSP's prohibitions on maintaining a financial exposure to any single person or group of connected persons in excess of 25% of its net worth.

Loan classification is an integral part of the Bank's management of credit risk. On a quarterly basis, loans are reviewed, classified and rated based on internal and external factors that affect their performance. On a quarterly basis, loan classifications of impaired accounts are assessed and the results are used as basis for the review of loan loss provisions.

Generally, accounts are classified by the Bank based on the loan credit quality as follows:

(a) *Unclassified*

These are individual credits that do not have a greater-than-normal risk and do not possess the characteristics of adversely classified loans as defined below. These are credits that have the apparent ability to satisfy their obligations in full and therefore, no loss in ultimate collection is anticipated. These are adequately secured by readily marketable collateral or other forms of support security or are supported by sufficient credit and financial information of favorable nature to assure repayment as agreed.

(b) *Loans Especially Mentioned (LEM)*

Accounts classified as LEM are individual credits that have potential weaknesses particularly on documentation or credit administration that deserve management's close attention. These potential weaknesses, if left uncorrected, may affect the repayment prospects of the loan and thus heighten the credit risk to the Bank.

A credit may also be classified as LEM if there is evidence of weakness in the borrower's financial condition or credit worthiness, or the credit is subject to an unrealistic repayment program or inadequate source of funds.

(c) *Substandard*

Accounts classified as "Substandard" are individual credits or portions thereof, which appear to involve a substantial and unreasonable degree of risk to the Bank because of unfavorable record or unsatisfactory characteristics. There exists in such accounts the possibility of future loss to the Bank unless given closer supervision. Those classified as "Substandard" must have a well-defined weakness or weaknesses that jeopardize their liquidation. Such well-defined weaknesses may include adverse trends or development of financial, managerial, economic or political nature, or a significant weakness in collateral.

(d) *Doubtful*

Accounts classified as "Doubtful" are individual credits or portions thereof which have the weaknesses inherent in those classified as "Substandard", with the added characteristics that existing facts, conditions and values make collection or liquidation in full highly improbable and in which substantial loss is probable. Positive and vigorous action is required to avert or minimize losses.

(e) *Loss*

Accounts classified as “Loss” are individual credits or portions thereof which are considered uncollectible or worthless and of such little value that their continuance as bankable assets is not warranted although the loans may have some recovery or salvage value. The amount of loss is difficult to measure and it is not practical or desirable to defer writing off these basically worthless assets even though partial recovery may be obtained in the future.

These loan classifications are also used by the Bank as inputs and basis in determining the impairment losses as described in Note 2.3.

4.1.4 Credit Risk Exposure

The Bank’s credit risk measurement is performed on different segments of financial asset portfolio such as: (a) corporate and retail loans, which generally include corporate, individual, housing and auto loans, (b) debt securities that are measured at amortized cost and at FVOCI; and, (c) jewelry loans. The Bank also established credit risk assessment procedures for sales contract receivables and other risk assets including accounts receivables.

(a) *Corporate and Retail Loans*

Loans and receivables, regardless if the accounts have been fully paid, extended or renewed in subsequent year or period, are subjected to evaluation for possible losses. The assessment of credit risk of a portfolio of assets requires further estimations as to the PDs occurring, of the associated loss ratios, and of default correlations between counterparties; accordingly, such credit risk is measured using PD, EAD, and LGD, for purposes of measuring ECL.

The Bank determines any evidence of potential deterioration in the quality of an instrument that take into consideration both quantitative and qualitative criteria. Past due accounts and those that exhibit the characteristics of classified loans shall be risk-rated following the guidelines on credit classification per BSP Manual of Regulations for Banks and under the BSP Circular No. 1011, i.e., Especially Mentioned, Substandard, Doubtful or Loss. These guidelines are used by the Bank to assign the individually assessed loan or a group of loans within a particular portfolio segment to a specific stage category under the PFRS 9 loan impairment standards (i.e., Stage 1, 2, 3).

(b) *Debt Securities Classified as Financial Assets at FVOCI and HTC Financial Assets*

For the Bank’s debt securities, credit ratings published by reputable external rating agency [such as Standard & Poor’s (S&P’s)] are used for purposes of applying the external benchmarking approach. These ratings are continuously monitored and updated. The PD associated with each rating is determined based on realized default rates over the previous 12 months, as published by the rating agency unless there is an indication of a heightened credit risk.

(c) *Jewelry Loans*

The ECL of jewelry loans is computed using loss rate approach. The provision rates are based on historical experience on sale of repossessed jewelry.

4.1.5 Expected Credit Loss Management

(a) Assessment of Significant Increase in Credit Risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Bank assesses the change in the risk of a default occurring over the remaining life of the financial instrument. In making this assessment, the Bank assesses on a periodic basis both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information as appropriate. These may include macroeconomic conditions, economic sector and geographical region relevant to the counterparty or borrower and other factors that are counterparty-specific.

As the Bank holds various arrays of financial instruments, the extent of assessment may depend on the materiality of the financial instrument or the complexity of the portfolio being assessed.

The Bank's ECL model follows a three-stage impairment approach in determining the loss allowance to be recognized in the financial statements:

- (i)* Stage 1 – comprises of all credit exposures that are considered 'performing' and with no observed SICR since initial recognition. These include those financial instruments with low credit risk. For these financial instruments, the loss allowance is determined based on a 12-month ECL.
- (ii)* Stage 2 – comprises of all financial instruments assessed to have SICR since initial recognition based on the Bank's quantitative and qualitative criteria, though not yet deemed to be credit-impaired. With reference to the Bank's credit risk assessment, Stage 2 includes credit exposures that are considered 'under-performing' in which risk ratings were downgraded to LEM. Stage 2 financial instruments may also include those financial instruments where the credit risk has improved and have been reclassified from Stage 3 subject to the Bank's observation period on the creditworthiness of the counterparty. A lifetime ECL is recognized for these financial instruments.
- (iii)* Stage 3 – comprises credit exposures which are assessed as 'credit-impaired', thus considered by the Bank as 'non-performing', which is assessed consistently with the Bank's definition of default for each loan portfolio. Generally, this includes accounts that are classified as Substandard, Doubtful and Loss. The Bank recognizes a lifetime ECL for all credit-impaired financial assets.

The Bank considers low credit risk for listed debt security when its credit risk rating is equivalent to a globally understood definition of 'investment grade' (which should be from at least one major rating agency); other debt securities are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Financial assets that are credit-impaired on initial recognition are classified as purchased or originated credit-impaired assets. ECL is only recognized or released to the extent that there is a subsequent change in the ECLs.

The criteria for determining whether credit risk has increased significantly vary by portfolio and include quantitative changes in probabilities of default and qualitative factors, including a backstop based on delinquency. The credit risk of a particular exposure is deemed to have increased significantly since initial recognition if, based on the Bank's internal credit assessment, the borrower or counterparty is determined to have well-defined credit weaknesses.

For portfolios in respect of which the Bank has limited historical data particularly debt securities and government bonds, external benchmark information is used to supplement the internally available data. The portfolios for which external benchmark information represents a significant input into measurement of ECL include exposures to low default borrower segments.

(b) Definition of Default

(i) Loans and Receivables

The Bank defines a financial asset as in default, which is aligned with the definition of credit-impaired asset, when it meets one or more of the following criteria:

- *Quantitative* – in this criterion, the Bank defines a loan instrument as in default, which is aligned with the definition of credit-impaired, when the borrower is more than 90 days past due on its contractual payments, except for the 30 days past due threshold for retail loans.
- *Qualitative* – this includes instances where the borrower is unlikely to pay its obligations and is deemed to be in significant financial difficulty, which include cases of: (i) loan restructuring for economic or legal reasons relating to the borrower's financial difficulty on terms that the Bank would not consider otherwise; (ii) borrower's death; (iv) breach of financial covenant/s; or, (v) the borrower entering bankruptcy or financial reorganization.

A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment.

An instrument is considered to be no longer in default or have cured when the borrower is able to repay the installments in arrears and the account no longer meets any of the default criteria for a consecutive period of 180 days within which the borrower shall make consecutive payments.

These criteria have been applied to all financial instruments held by the Bank and are consistent with the definition of default used for internal credit risk management purposes. Such definition has been consistently applied in determining PD, EAD, and LGD throughout the ECL calculations of the Bank.

(ii) Debt Securities Classified as Financial Assets at FVOCI and HTC Financial Assets

For the Bank's debt securities, credit ratings published by reputable external rating agency (such as S&P) are used in relation to the external benchmarking adopted by the Bank. These ratings are continuously monitored and updated. The PD associated with each rating is determined based on realized default rates over the previous 12 months, as published by the rating agency. Losses expected as a result of future events, shall also be considered in estimating the ECL.

Further, objective evidence that the security is impaired includes observable data that comes to the attention of the holder of the security about the following loss events:

- significant financial difficulty of the issuer or obligor;
- breach of contract, such as a default or delinquency in interest or principal payments;
- the financial institution, for economic or legal reasons relating to the issuer's financial difficulty, granting to the issuer a concession that the financial institution would not otherwise consider;
- it becoming probable that the issuer will enter bankruptcy or other financial reorganization;
- the disappearance of an active market for that security because of financial difficulties; or,
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of securities since the initial recognition of those assets, although the decrease cannot yet be identified with the individual securities in the portfolio, including adverse change in the payment status of issuers in the portfolio; or national or local economic conditions that correlate with defaults on the securities in the portfolio.

The disappearance of an active market because a financial institution's held securities are no longer publicly traded is not an evidence of impairment. A downgrade of an issuer's credit rating is not, by itself, evidence of impairment, although it may be evidence of impairment when considered with other available information. A decline in the fair value of a security below its cost or amortized cost is not necessarily evidence of impairment (for example, a decline in fair value of an investment in debt security that results from an increase in the risk-free interest rate).

In making an assessment of whether an investment in sovereign debt is credit-impaired, the Bank considers the following factors:

- the market's assessment of creditworthiness as reflected in the bond yields;
- the rating agencies' assessment of creditworthiness;
- the country's ability to access the capital markets for new debt issuance;
- the probability of debt being restructured, resulting in holders suffering losses through voluntary or mandatory debt forgiveness; or,
- the internal support mechanism in place to provide the necessary support as 'lender of last resort' to that country, as well as the intention, reflected in public statements, of governments and agencies to use those mechanisms. This includes an assessment of the depth of those mechanisms and, irrespective of the political intent, whether there is the capacity to fulfill the required criteria.

4.1.6 Expected Credit Loss Measurement Inputs

Integral in the Bank's established policies in measuring and calculating ECL on financial instrument is the use of appropriate model for each segment of financial asset that applies relevant inputs and assumptions, including forward-looking information as appropriate.

(a) Key Inputs and Assumptions in the Expected Credit Loss Model

The key elements used in the calculation of ECL are as follows:

- (i)* PD represents an estimate of likelihood of a borrower defaulting on its financial obligation over a given time horizon, either over the next 12 months (12-month PD) or over the remaining lifetime (lifetime PD) of the obligation. In determining PD, the Bank performed segmentation of its credit exposures based on homogenous characteristics. PD of individually assessed credit exposures is determined based on the historical losses incurred over total exposure while PD of collectively assessed credit exposure is determined based on the net flow rate which is developed from historical movements between one days past due bucket to the next.
- (ii)* LGD pertains to estimate of loss related to the amount that may not be recovered after the borrower defaults. The Bank estimates LGD parameters based on historical recovery rates of claims against defaulted counterparties, which takes into consideration the realization of any collateral that is integral to the financial asset.
- (iii)* EAD represents the gross carrying amount of the exposure in the event of default which include the amortized cost of an instrument and any accrued interest receivable. For lending commitments, the EAD includes the amount of drawn and undrawn irrevocable loan commitments under the contract, which are estimated based on historical observations and forward-looking forecast.

These three components are multiplied together and adjusted for the likelihood of survival (i.e., the exposure has not been prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to and summed at the end of the reporting period. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

(b) Overlay of Forward-looking Information

The Bank incorporates forward-looking information (FLI) in its assessment of significant increase in credit risk and calculation of ECL. The Bank has performed historical analysis and has identified the key macroeconomic variables (MEVs) impacting credit risk associated with its borrowers.

The MEVs and their associated impact on the PD, LGD and EAD vary by financial instrument. The impact of these MEVs on the PD, LGD, and EAD has been determined by performing statistical regression analysis to understand the impact changes in these variables have had historically on default rates and on the components of LGD and EAD.

The MEVs considered by the Bank includes economic data and forecasts published by government bodies (e.g., BSP and Philippine Statistics Authority). Accordingly, the Bank has identified key drivers for credit risk for each portfolio. Using an analysis on historical data, the Bank has estimated relationships between MEVs and credit risk and credit losses. Accordingly, the Bank has identified key drivers for credit risk for its corporate loans portfolio, which is gross domestic product. On the other hand, the key drivers for the Bank's retail loans portfolio include unemployment rates, employment rates, consumer price indices and retail price indices.

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty, and therefore, the actual outcomes may be significantly different to those projections. The Bank considers these forecasts to represent its best estimate of the possible outcomes.

4.1.7 Allowance for Expected Credit Losses

The following tables show the reconciliation of the loss allowance for ECL by class of financial instruments at the beginning and end of 2019.

(a) Loans and Receivables

	2019			
	Stage 1	Stage 2	Stage 3	Total
Balance at January 1, 2019	P 15,888,655	P 12,718,602	P 70,961,648	P 99,568,905
Transfers:				
From Stage 1 to Stage 2	(6,447,361)	6,447,361	-	-
From Stage 1 to Stage 3	-	-	-	-
From Stage 2 to Stage 1	-	-	-	-
From Stage 2 to Stage 3	-	(8,228,433)	8,228,433	-
From Stage 3 to Stage 2	-	-	-	-
New financial assets originated:				
Remained in Stage 1	-	-	-	-
Moved to Stages 2 and 3	-	-	2,150,539	2,150,539
Financial assets derecognized or repaid during the year	(4,105,976)	(2,560,505)	(6,005,754)	(12,672,235)
	(10,553,337)	(4,341,577)	4,373,218	(10,521,696)
Balance at December 31, 2019	P 5,335,318	P 8,377,025	P 75,334,866	P 89,047,209
	2018 (As Restated)			
	Stage 1	Stage 2	Stage 3	Total
Balance at January 1, 2018, as restated	P 15,150,202	P 19,288,838	P 57,611,424	P 92,050,464
Transfers:				
From Stage 1 to Stage 2	(7,771,526)	7,771,526	-	-
From Stage 1 to Stage 3	(118,372)	-	118,372	-
From Stage 2 to Stage 1	666,968	(666,968)	-	-
From Stage 2 to Stage 3	-	(2,598,914)	2,598,914	-
From Stage 3 to Stage 2	-	238,348	(238,348)	-
New financial assets originated:				
Remained in Stage 1	8,774,949	-	-	8,774,949
Moved to Stages 2 and 3	-	2,047,088	25,132,204	27,179,292
Financial assets derecognized or repaid during the year	(813,566)	(13,361,316)	(14,260,918)	(28,435,800)
	738,453	(6,570,236)	13,350,224	(15,438,997)
Balance at December 31, 2018	P 15,888,655	P 12,718,602	P 70,961,648	P 99,568,905

(b) *HTC financial assets and financial assets at FVOCI*

For the Bank's HTC financial assets, the Bank has recognized ECL amounting to P0.30 million in 2019 and P0.38 million, respectively. No additional ECL was recognized for financial assets at FVOCI during the year.

(c) *Loan commitments*

Allowance for ECL recognized by the Bank related to undrawn loan commitments as of December 31, 2018 amounted to P0.29 million is presented as part of Miscellaneous under the Other Liabilities account (see Note 16). Related ECL amounting to P0.29 million is presented as part of Impairment Losses (Recoveries) in the 2018 statement of profit and loss. No additional ECL was recognized in 2019.

The information on how the significant changes in the gross carrying amount of the financial instruments contributed to the changes in the amount of allowance for ECL are presented in Note 4.1.8.

4.1.8 Credit Risk Exposures

The Bank's maximum exposure to credit risk is equal to the carrying value of its financial assets, except for certain secured loans and receivables from customers, as shown below.

	<u>Gross Maximum Exposure</u>	<u>Fair Value of Collaterals</u>	<u>Net Exposure</u>	<u>Financial Effect of Collaterals</u>
<u>2019</u>				
Loans and discounts	P 2,155,584,009	P 4,208,753,392	P -	P 2,155,584,009
Sales contracts receivables	<u>113,525,563</u>	<u>149,557,988</u>	<u>-</u>	<u>113,525,563</u>
	<u>P 2,269,109,572</u>	<u>P 4,358,311,380</u>	<u>P -</u>	<u>P 2,269,109,572</u>
<u>2018</u>				
Loans and discounts	P 1,816,304,910	P 3,631,828,618	P -	P 1,816,304,910
Sales contracts receivables	<u>81,243,968</u>	<u>156,880,925</u>	<u>-</u>	<u>81,243,968</u>
	<u>P 2,667,784,773</u>	<u>P 3,788,709,543</u>	<u>P -</u>	<u>P 2,667,784,773</u>

4.1.9 Significant Changes in Gross Carrying Amount Affecting Allowance for ECL

The following tables provide information how the significant changes in the gross carrying amount of financial instruments in 2019 and 2018 contributed to the changes in the allowance for ECL (net of unearned interests, discounts and other charges).

(a) *Loans and receivables*

	2019			
	<u>Stage 1</u>	<u>Stage 2</u>	<u>Stage 3</u>	<u>Total</u>
Balance at January 1, 2019	P 1,327,592,889	P 481,837,006	P 134,034,268	P 1,943,464,163
Transfers:				
From Stage 1 to Stage 2	(170,357,004)	170,357,004	-	-
From Stage 1 to Stage 3	-	-	-	-
From Stage 2 to Stage 1	-	-	-	-
From Stage 2 to Stage 3	-	(49,457,668)	49,457,668	-
From Stage 3 to Stage 2	-	-	-	-
New financial assets originated:				
Remained in Stage 1	672,298,868	-	-	672,298,868
Moved to Stages 2 and 3	-	79,433,158	26,890,000	106,323,158
Financial assets derecognized or repaid during the year	(375,016,488)	-	(29,350,253)	(404,366,741)
	<u>126,925,376</u>	<u>200,332,494</u>	<u>46,997,415</u>	<u>374,255,285</u>
Balance at December 31, 2019	<u>P 1,454,518,265</u>	<u>P 682,169,500</u>	<u>P 181,031,683</u>	<u>P 2,317,719,448</u>
	2018			
	<u>Stage 1</u>	<u>Stage 2</u>	<u>Stage 3</u>	<u>Total</u>
Balance at January 1, 2018	P 1,520,033,341	P 423,747,892	P 140,192,597	P 2,083,973,830
Transfers:				
From Stage 1 to Stage 2	(151,144,189)	151,144,189	-	-
From Stage 1 to Stage 3	(4,662,320)	-	4,662,320	-
From Stage 2 to Stage 1	68,449,940	(68,449,940)	-	-
From Stage 2 to Stage 3	-	(25,517,179)	25,517,179	-
From Stage 3 to Stage 2	-	4,209,765	(4,209,765)	-
New financial assets originated:				
Remained in Stage 1	774,342,635	-	-	774,342,635
Moved to Stages 2 and 3	-	61,071,140	24,735,819	85,806,959
Financial assets derecognized or repaid during the year	(879,426,518)	(64,368,860)	(56,863,882)	(1,000,659,261)
	<u>(192,440,452)</u>	<u>(58,089,115)</u>	<u>(6,158,329)</u>	<u>(140,509,667)</u>
Balance at December 31, 2018	<u>P 1,327,592,889</u>	<u>P 481,837,006</u>	<u>P 134,034,268</u>	<u>P 1,943,464,163</u>

(b) *HTC financial assets and financial assets at FVOCI*

There was no significant movement in the Bank's HTC financial assets and financial assets at FVOCI during the year that affected the allowance for ECL (see Note 10).

4.1.10 Write off

The Bank writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery of the financial asset. Indicators that there is no reasonable expectation of recovery include: cessation of enforcement activity; and, where the Bank's recovery method is through foreclosure of collateral and the value of the collateral is less than the outstanding contractual amounts of the financial assets to be written-off.

The Bank may write off financial assets that are still subject to enforcement activity. There were no actual write offs done in 2019 and 2018.

4.1.11 Modification of Financial Assets

In certain cases, the Bank modifies the terms of the loans provided to the borrowers due to commercial renegotiations, or for distressed loans, with a view of maximizing recovery of the contractual amount of obligation that the Bank is owed to. Restructuring policies and practices are based on indicators or criteria which, in the management's judgment, indicate that payment will most likely continue. Such policies are continuously reviewed and updated as necessary.

The risk of default of such assets after modification is assessed at the reporting date and compared with the risk under the original terms at initial recognition, when the modification is not substantial and so does not result in derecognition of the original asset. The Bank monitors the performance of the financial asset subsequent to its modification.

The Bank may determine that the credit risk has significantly improved after restructuring (in accordance with the new terms for six consecutive months or more), so that the assets are moved from Stage 3 or Stage 2.

The Bank continues to monitor if there is a subsequent SICR in relation to such modified assets through the use of specific models for modified assets.

4.2 Liquidity Risk

Liquidity risk is the risk that there are insufficient funds available to adequately meet the credit demands of the Bank's customers and repay deposits on maturity. The Bank manages liquidity risk by holding sufficient liquid assets of appropriate quality to ensure that short-term funding requirements are met. In addition, the Bank seeks to maintain sufficient liquidity to take advantage of interest rate and exchange rate opportunities when they arise.

The analysis of the maturity profile of resources, liabilities and off-statement of financial position items as of December 31, 2019 and 2018 in accordance with the account classification of the BSP, are presented below.

	Up to three months	More than three months to one year	More than one year to five years	More than five years	Total
December 31, 2019					
Resources:					
Cash and other cash items	P 62,110,168	P -	P -	P -	P 62,110,168
Due from BSP	409,238,250	-	-	-	409,238,250
Due from other banks	304,442,486	25,823,850	-	-	330,266,336
Loans and receivables arising from reverse repurchase agreement	65,972,773	-	-	-	65,972,773
Financial assets at FVOCI	50,305,411	11,418,750	189,287,061	56,996,756	308,007,978
HTC financial assets – net	24,874,543	18,198,734	31,606,883	-	74,680,160
Loans and receivables	504,610,936	460,444,114	406,370,707	857,246,482	2,228,672,239
Other resources	32,851,101	2,442,010	36,273,471	595,197,585	595,197,585
Total Resources	1,454,405,668	518,327,458	663,538,122	1,437,874,241	4,074,145,489
Liabilities and Equity:					
Deposit liabilities	2,537,398,008	635,576,825	110,333,412	-	3,283,308,245
Other liabilities	75,100,777	13,471,588	50,569,462	15,812,594	154,954,421
Total liabilities	2,612,498,785	649,048,413	160,902,874	15,812,594	3,438,262,666
Equity	-	-	-	635,882,823	635,882,823
Total Liabilities and Equity	2,612,498,785	649,048,413	160,902,874	651,695,417	4,074,145,489
On-book gap	(1,158,093,117)	(130,720,955)	502,635,248	786,178,824	-
Cumulative on-book gap	(1,158,093,117)	(1,288,814,072)	(786,178,824)	-	-
Contingent assets	1,434,382	-	45,000,000	-	46,434,382
Contingent liabilities	(107,051)	-	-	-	(107,051)
Off-book gap	1,327,331	-	45,000,000	-	46,327,331
Cumulative off-book gap	1,327,331	1,327,331	46,327,331	46,327,331	-
Cumulative total gap	(P 1,156,765,786)	(P1,287,486,741)	(P 739,851,493)	P 46,327,331	P -
December 31, 2018 (As Restated)					
Resources:					
Cash and other cash items	P 60,299,656	P -	P -	P -	P 60,299,656
Due from BSP	279,146,370	-	-	-	279,146,370
Due from other banks	442,057,439	77,715,800	-	-	519,773,239
Loans and receivables arising from reverse repurchase agreement	181,000,000	-	-	-	181,000,000
Financial assets at FVOCI	-	-	339,758,870	78,875,017	418,633,887
HTC financial assets – net	9,862,694	24,699,128	37,615,934	-	72,177,756
Loans and receivables	367,667,672	479,461,271	452,587,178	544,179,136	1,843,895,257
Other resources	-	27,328,493	115,063,729	229,789,184	442,181,406
Total Resources	1,340,033,831	609,204,692	945,025,711	922,843,337	3,817,107,571
Liabilities and Equity:					
Deposit liabilities	2,877,027,115	100,678,949	107,624,868	-	3,085,330,932
Other liabilities	67,216,339	-	10,073,352	-	77,289,691
Total liabilities	2,944,243,454	100,678,949	117,698,220	-	3,162,620,623
Equity	-	-	-	654,486,948	654,486,948
Total Liabilities and Equity	2,944,243,454	100,678,949	117,698,220	654,486,948	3,817,107,571
On-book gap	(1,604,209,623)	508,525,743	827,327,491	268,356,389	-
Cumulative on-book gap	(1,604,209,623)	(1,095,683,880)	(268,356,389)	-	-
Contingent assets	1,434,382	-	106,047,027	-	107,481,409
Contingent liabilities	(37,568)	-	-	-	(37,568)
Off-book gap	1,396,814	-	106,047,027	-	107,443,841
Cumulative off-book gap	1,396,814	1,396,814	107,443,841	107,443,841	-
Cumulative total gap	(P 1,602,812,809)	(P 1,094,287,066)	(P 160,912,548)	P 107,443,841	P -

The Bank continually assesses business opportunities and strategies where it can effectively and sufficiently match its short-term funding requirements with adequate liquid assets through taking customers' deposits with longer maturities and originating loans with periodic repayments enough to cover credit demands of customers.

The contractual maturities of the Bank's financial liabilities as of December 31, 2019 and 2018, are presented below.

	Up to three months	More than three months to one year	More than one year to five years	Total
December 31, 2019				
Deposit liabilities	P 2,537,398,008	P 635,576,825	P 110,333,412	P 3,283,308,245
Other liabilities	<u>60,296,011</u>	<u>13,471,589</u>	<u>66,382,056</u>	<u>140,149,656</u>
	<u>P 2,597,694,019</u>	<u>P 649,048,414</u>	<u>P 176,715,468</u>	<u>P 3,423,457,901</u>
December 31, 2018				
Deposit liabilities	P 2,877,027,115	P 100,678,949	P 107,624,868	P 3,085,330,932
Other liabilities	<u>64,832,381</u>	<u>-</u>	<u>-</u>	<u>64,832,381</u>
	<u>P 2,941,859,496</u>	<u>P 100,678,949</u>	<u>P 107,624,868</u>	<u>P 3,150,163,313</u>

4.3 Foreign Exchange Risk

The Bank manages its exposure to the effects of fluctuations in the foreign currency exchange rates by maintaining foreign currency exposure within the existing regulatory guidelines and at a level that it believes to be relatively conservative for a financial institution engaged in that type of business.

The Bank's net foreign currency exposure is computed as its foreign currency-denominated resources less foreign currency-denominated liabilities. BSP regulations impose a cap of 2.5% of net worth, or US\$5 million, whichever is lower, on the consolidated excess foreign currency holding of banks in the Philippines. In the case of the Bank, its foreign currency exposure is primarily limited to the day-to-day, over-the-counter buying and selling of foreign currency in the Bank's branches. The Bank's foreign currency exposure on each day is guided by the limits set forth in the Bank's Risk Management Manual. These limits are within the prescribed ceilings mandated by the BSP. At the end of each day, the Bank reports to the BSP on its compliance with the mandated foreign currency exposure limits.

Foreign currency-denominated assets and liabilities as of December 31, 2019 and 2018 translated to closing rates consist of the following:

	2019		2018	
	US Dollar	Philippine Peso	US Dollar	Philippine Peso
Cash and other cash items	\$ 4,966,607	P251,484,146	\$ 5,171,750	P 271,930,663
Loans and receivables - net	8,590	434,955	11,312	594,713
Deposit liabilities	(4,969,262)	(251,618,583)	(5,175,220)	(272,113,048)
Other liabilities	<u>(5,935)</u>	<u>(300,518)</u>	<u>(7,842)</u>	<u>(412,328)</u>
Short-term exposure	<u>\$ -</u>	<u>P -</u>	<u>\$ -</u>	<u>P -</u>

The sensitivity of the net profit before tax and equity in regards to the Bank's financial assets and financial liabilities and the US dollar – Philippine peso exchange rate assumes a +/- 13.64% change and +/- 11.14% change in the Philippine peso/US dollar exchange rate for the years ended December 31, 2019 and 2018, respectively. These percentage changes have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months, estimated at 99% confidence level.

As the Bank's foreign currency exposure in both years as shown above is minimal, management has assessed that the effects of changes in the foreign exchange rate to the Bank's results of operations are not significant.

Exposures to foreign exchange rates vary during the year depending on the volume of the Bank's foreign currency deposit unit transactions.

4.4 Interest Rate Risk

The Bank's policy is to minimize interest rate cash flow risk exposures. The Bank's cash flow interest rate risk relates primarily to the possible changes in the prevailing interest rates of due from other banks, debt securities – bonds and floating rate loans. The volatility in the interest rates of these financial instruments will result to an increase or decrease of the Bank's interest spread, and consequently will affect its financial performance. The due from BSP was not included in the cash flow interest rate sensitivity since the potential effects on net profit or loss before tax and equity will be immaterial. All other financial assets and financial liabilities have fixed rates.

The table in the succeeding page illustrates the sensitivity of the Bank's profit or loss before tax and equity to a reasonably possible change in interest rates of the assets mentioned above. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on the Bank's financial instruments held at the end of each reporting period. All other variables are held constant.

	<u>Sensitivity Rate</u> +/- %	<u>Loss</u> <u>Before Tax</u>	<u>Equity</u>
<u>December 31, 2019</u>			
Loans and receivables	0.13%	(P 2,991,776)	P 2,094,243
Financial assets at FVOCI	0.16%	(438,763)	307,134
HTC financial assets	0.16%	(121,355)	84,949
Due from other banks	0.10%	(343,147)	240,203
		<u>(P 3,895,041)</u>	<u>P 2,726,529</u>
<u>December 31, 2018</u>			
Loans and receivables	0.11%	(P 2,023,075)	P 1,416,152
Financial assets at FVOCI	0.12%	(240,353)	168,247
HTC financial assets	0.12%	(86,613)	60,629
Due from other banks	0.07%	(359,163)	251,414
		<u>(P 2,709,204)</u>	<u>P 1,896,442</u>

The Bank's loan portfolio includes floating rate loans, which are repriced periodically by reference to the transfer pool rate which reflects the Bank's internal cost of funds. The changes in interest rates used in the analysis have been determined based on the average volatility in interest rates of the said resources, using standard deviation, in the previous 12 months.

4.5 Operational Risk

Operational risks are risks arising from the potential inadequate information systems and systems, operations or transactional problems (relating to service or product delivery), breaches in internal controls, fraud, or unforeseen catastrophes that may result in unexpected loss. Operational risks include the risk of loss arising from various types of human or technical error, settlement or payments failures, business interruption, administrative and legal risks, and the risk arising from systems not performing adequately.

The RMC of the Bank assists management in meeting its responsibility to understand and manage operational risk exposures. The RMC applies a number of techniques to efficiently manage operational risks. Among these are enumerated as follows:

- Each major business line has an embedded operational risk management officer who acts as a point person for the implementation of various operational risk tools. The operational risk officers attend annual risk briefings conducted by the RMC to keep them up-to-date with different operational risk issues, challenges and initiatives.
- With RMC's bottom up self-assessment process, which is conducted at least annually, areas with high risk potential are highlighted and reported, and control measures are identified. The results of said self-assessment exercise also serve as one of the inputs in identifying specific key risk indicators (KRIs).
- KRIs are used to monitor the operational risk profile of the Bank and of each business unit, and alert the management of impending problems in a timely fashion.
- Internal loss information is collected, reported and utilized to model operational risk.
- The RMC reviews product and operating manuals, policies, procedures and circulars, thus allowing the embedding of desired operational risk management practices in all business units.

a. Reputational Risk

Reputation risk is the risk to earnings or capital arising from negative public opinion. This affects the Bank's ability to establish new relationships or services, or to continue servicing existing relationships. This risk can expose the Bank to litigation, financial loss, or damage to its reputation. Reputation risk arises whenever technology-based banking products, services, delivery channels or processes may generate adverse public opinion such that it seriously affects the Bank's earnings or impairs its capital. This risk is present in activities such as asset management and regulatory compliance.

The Bank adopted a reputation risk monitoring and reporting framework to manage public perception.

b. Legal Risk and Regulatory Risk Management

Changes in laws and regulations and fiscal policies could adversely affect the Bank's operations and financial reporting. In addition, the Bank faces legal risks in enforcing its rights under its loan agreements, such as foreclosing of collateral. Legal risk is higher in new areas of business where the law remains untested by the courts. The Bank uses a legal review process as the primary control mechanism for legal risk. Such a legal review aims to verify and validate the existence, genuineness and due execution of legal documents, and verify the capacity and authority of counterparties and customers to enter into transactions. In addition, the Bank seeks to minimize its legal risk by using stringent legal documentation, imposing certain requirements designed to ensure that transactions are properly authorized, and consulting internal and external legal advisors.

Regulatory risk refers to the potential for the Bank to suffer financial loss due to changes in the laws or monetary, tax or other governmental regulations of the country. The Bank's Compliance Program, the design and implementation of which is overseen and coordinated by the Compliance Officer, is the primary control process for regulatory risk issues. The Compliance Officer is committed to safeguard the integrity of the Bank by maintaining a high level of regulatory compliance. It is responsible for communicating and disseminating new rules and regulations to all units, assessing and addressing identified compliance issues, performing periodic compliance testing on branches and head office units, and reporting compliance findings to the Corporate Governance Committee and the BOD.

4.6 Anti-Money Laundering Controls

The Anti-Money Laundering Act (AMLA) or RA No. 9160 was passed in September 2001 and was amended by RA No. 9194, RA No. 10167, and RA No. 10365 in March 2003, June 2012 and February 2013, respectively. Under the AMLA, as amended, the Bank is required to submit "Covered Transaction Reports" to the Anti-Money Laundering Council (AMLC) involving single transactions in cash or other equivalent monetary instruments in excess of P0.5 million within five working days. The Bank is also required to submit "Suspicious Transaction Reports" to the AMLC in the event that circumstances exist and there are reasonable grounds to believe that the transaction is suspicious. Furthermore, terrorist financing was criminalized in RA No. 10168. In addition, the AMLA requires that the Bank safe keeps, as long as the account exists, all the customer due diligence documents involving its clients, including documents that establish and record the true and full identity of its clients. Likewise, transactional documents must be maintained and stored for five years from the date of the transaction. In cases involving closed accounts, the Know Your Customer documents must be kept for five years after their closure. Meanwhile, all records of accounts with court cases must be safe kept until there is a final resolution.

On November 26, 2018, BSP Circular No. 1022 was implemented updating policies on AMLA. The Circular requires the Bank to adopt a comprehensive and risk-based Money Laundering and Terrorist Financing Prevention Program (MTPP) designed according to the covered institution's corporate structure and risk profile.

In an effort to further prevent money laundering activities, the Bank revised its Customer Due Diligence policies and guidelines in order to comply with the aforementioned Circular. Under the guidelines, each business unit is required to validate the true identity of a customer based on official or other reliable identifying documents or records before an account may be opened. Likewise, the Bank is required to risk profile its clients to Low, Normal or High with its corresponding due diligence of Reduced, Average or Enhanced, in compliance with the risk-based approach mandated by the Circular. Decisions to enter into a business relationship with a high risk (e.g politically exposed person or a private individual holding a prominent position) customer requires senior management approval.

The Bank's procedures for compliance with the AMLA are set out in its MTPP. The Bank's Compliance Officer, through the Compliance Department, monitors AMLA compliance and conducts regular compliance testing of business units.

The Compliance Officer regularly reports to the Anti-Money Laundering Committee, Corporate Governance Committee and to the BOD results of their monitoring of AMLA compliance.

4.7 Maturity Profile of Resources and Liabilities

The following table presents the resources and liabilities analyzed according to whether these are expected to be recovered or settled in less than 12 months and over 12 months from statement of financial position date:

	2019			2018 (As Restated)		
	Within 12 Months	Over 12 Months	Total	Within 12 Months	Over 12 Months	Total
Financial Assets – net:						
Cash and other cash items	P 62,110,168	P -	P 62,110,168	P 60,299,656	P -	P 60,299,656
Due from BSP	409,238,250	-	409,238,250	279,146,370	-	279,146,370
Due from other banks	330,266,336	-	330,266,336	519,773,239	-	519,773,239
Loans and receivables arising from reverse repurchase agreement	65,972,773	-	65,972,773	181,000,000	-	181,000,000
Financial assets at FVOCI	61,724,161	246,283,817	308,007,978	-	418,633,887	418,633,887
HTC financial assets - net	43,073,277	31,606,883	74,680,160	34,561,822	37,615,934	72,177,756
Loans and other receivables	965,055,050	1,263,617,189	2,228,672,239	847,128,943	996,766,314	1,843,895,257
Other resources	93,000	18,208,408	18,301,408	93,000	13,534,492	13,627,492
	<u>1,937,533,015</u>	<u>1,559,716,297</u>	<u>3,497,249,312</u>	<u>1,922,003,030</u>	<u>1,466,550,627</u>	<u>3,388,553,657</u>
Non-financial Assets – net:						
Bank premises, furniture, fixtures, and equipment	-	250,069,817	250,069,817	-	192,820,139	192,820,139
Investment properties	-	208,074,197	208,074,197	-	106,969,045	106,969,045
Other resources	35,200,111	83,552,052	118,752,163	27,235,493	101,529,237	128,764,730
	<u>35,200,111</u>	<u>541,696,066</u>	<u>576,896,177</u>	<u>27,235,493</u>	<u>401,318,421</u>	<u>428,553,914</u>
	<u>P 1,972,733,126</u>	<u>P 2,101,412,363</u>	<u>P 4,074,145,489</u>	<u>P 1,949,238,523</u>	<u>P 1,867,869,048</u>	<u>P 3,817,107,571</u>
Financial Liabilities:						
Deposit liabilities	P 3,172,974,833	P 110,333,412	P 3,283,308,245	P 2,977,706,064	P 107,624,868	P 3,085,330,932
Other liabilities	73,767,600	66,382,056	140,149,656	64,832,381	-	64,832,381
	<u>3,246,742,433</u>	<u>176,715,468</u>	<u>3,423,457,901</u>	<u>3,042,538,445</u>	<u>107,624,868</u>	<u>3,150,163,313</u>
Non-financial Liabilities:						
Other liabilities	14,804,765	-	14,804,765	2,383,958	10,073,352	12,457,310
	<u>P 3,261,547,198</u>	<u>P 176,715,468</u>	<u>P 3,438,262,666</u>	<u>P 3,044,922,403</u>	<u>P 117,698,220</u>	<u>P 3,162,620,623</u>

5 CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

5.1 Carrying Amounts and Fair Values by Category

The following table presents a comparison by category of the carrying amounts and estimated fair values of the Bank's financial assets and financial liabilities:

	Notes	2019		2018 (As Restated – see Note 2)	
		Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
Financial Assets					
At amortized cost:					
Cash and other cash items		P 62,110,168	P 62,110,168	P 60,299,656	P 60,299,656
Due from BSP	7	409,238,250	409,238,250	279,146,370	279,146,370
Due from other banks	8	330,266,336	330,266,336	519,773,239	519,773,239
Loans and receivables arising from reverse repurchase agreement	9	65,972,773	65,972,773	181,000,000	181,000,000
Loans and receivables - net	11	2,228,672,239	2,308,786,988	1,843,895,257	1,945,490,471
HTC financial assets	10	74,680,160	74,659,223	72,177,756	70,614,673
Other resources	14	18,301,408	18,301,408	13,627,492	13,627,492
		<u>3,189,241,334</u>	<u>3,269,335,146</u>	<u>2,969,919,770</u>	<u>3,069,951,901</u>
At fair value:					
Financial assets at FVOCI		<u>308,007,978</u>	<u>308,007,978</u>	<u>418,633,887</u>	<u>418,633,887</u>
		<u>P 3,497,249,312</u>	<u>P 3,577,343,124</u>	<u>P 3,388,553,657</u>	<u>P 3,488,585,788</u>

	Notes	2019		2018 (As Restated – see Note 2)	
		Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
Financial Liabilities					
At amortized cost:					
Deposit liabilities	15	P 3,283,308,245	P 3,249,545,594	P 3,085,330,932	P 3,068,723,291
Other liabilities	16	140,149,656	140,149,656	64,832,381	64,832,381
		<u>P 3,423,457,901</u>	<u>P 3,389,695,250</u>	<u>P 3,150,163,313</u>	<u>P 3,133,555,672</u>

See Notes 2.3 for the description of the accounting policies for each category of financial instruments. A description of the Bank's risk management objectives and policies for financial instruments is provided in Note 4.

5.2 Offsetting of Financial Assets and Financial Liabilities

The following financial assets presented in the statements of financial position at gross amounts are covered by enforceable master netting arrangements and similar arrangements:

	Gross amounts recognized in the statements of financial position	Related amounts not set off in the statements of financial position		Net amount
		Financial Instruments	Collateral received	
Loans and receivables –				
Receivables from customers				
December 31, 2019	P 2,158,183,824	(P 44,103,200)	P -	P 2,114,080,624
December 31, 2018	P 1,817,512,313	(P 12,600,855)	P -	P 1,804,911,458

The following financial liabilities presented in the statements of financial position at gross amounts are covered by enforceable master netting arrangements and similar agreements:

	Gross amounts recognized in the statements of financial position	Related amounts not set off in the statements of financial position		Net amount
		Financial Instruments	Collateral received	
Deposit liabilities –				
December 31, 2019	P 3,283,308,245	(P 44,103,200)	P -	P 3,239,205,045
December 31, 2018	P 3,085,330,932	(P 12,600,855)	P -	P 3,072,730,077

For financial assets and financial liabilities (i.e., receivable from customers and their corresponding hold-out deposits) subject to enforceable master netting agreements or similar arrangements, each agreement between the Bank and counterparties allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and financial liabilities will be settled on a gross basis; however, each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party.

6 FAIR VALUE MEASUREMENT AND DISCLOSURES

6.1 Fair Value Hierarchy

In accordance with PFRS 13, the fair value of financial assets and liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market value of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Bank uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

6.2 Financial Instruments Measurement at Fair Value

The table below shows the fair value hierarchy of the Bank's classes of financial assets measured at fair value in the statements of financial position on a recurring basis as of December 31, 2019 and 2018.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2019</u>				
Financial Assets at FVOCI:				
Debt securities –				
Corporate bonds	P142,638,187	P -	P -	P 142,638,187
Equity securities	127,369,791	-	-	127,369,791
Proprietary club shares	-	38,000,000	-	38,000,000
	<u>P270,007,978</u>	<u>P 38,000,000</u>	<u>P -</u>	<u>P 308,007,978</u>
 <u>December 31, 2018</u>				
Financial Assets at FVOCI:				
Debt securities:				
Corporate bonds	P133,466,135	P -	P -	P 133,466,135
Government securities	66,828,252	-	-	66,828,252
Equity securities	128,339,500	-	50,000,000	178,339,500
Proprietary club shares	-	40,000,000	-	40,000,000
	<u>P328,633,887</u>	<u>P 40,000,000</u>	<u>P 50,000,000</u>	<u>P 418,633,887</u>

The Bank has no financial liabilities measured at fair value as of December 31, 2019 and 2018.

There were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in both years.

Described below are the information about how the fair values of the Bank's Financial assets at FVOCI are determined.

(a) *Equity securities*

The fair values quoted equity securities included in Level 1 were valued based on their market prices quoted in the Philippine Stock Exchange at the end of each reporting period while the fair value of unquoted equity security under Level 3 represents the discounted amount of estimated future cash flow expected to be received.

(b) *Debt Securities*

The fair value of the Bank's debt securities which consist of government bonds categorized within Level 1 is determined directly based on published closing prices available from the electronic financial data service providers which had been based or referenced on price quoted or actually dealt in an active market (i.e., BVAL reference rates) at the end of each reporting period.

(c) *Propriety Club Shares*

Proprietary golf club shares are included in Level 2 as their prices are not derived from market considered as active due to lack of trading activities among market participants at the end or close to the end of each reporting period.

6.3 *Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed*

The table below and in the succeeding page summarizes the fair value hierarchy of the Bank's financial assets and liabilities which are not measured at fair value in the statements of financial position but for which fair values is disclosed.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2019</u>				
<i>Financial assets:</i>				
At amortized cost:				
Cash and other cash items	P 62,110,168	P -	P -	P 62,110,168
Due from BSP	409,238,250	-	-	409,238,250
Due from other banks	330,266,336	-	-	330,266,336
Loans and receivables arising from reverse repurchase agreement	65,972,773	-	-	65,972,773
Loans and receivables - net	-	-	2,308,786,988	2,308,786,988
HTC financial assets	63,356,491	-	11,302,732	74,659,223
Other resources	-	-	18,301,408	18,301,408
	<u>P 930,944,018</u>	<u>P -</u>	<u>P 2,338,391,128</u>	<u>P 3,269,335,146</u>
<i>Financial liabilities:</i>				
At amortized cost:				
Deposit liabilities	P -	P -	P 3,249,545,594	P 3,249,545,594
Other liabilities	-	-	63,477,454	63,477,454
	<u>P -</u>	<u>P -</u>	<u>P 3,313,023,048</u>	<u>P 3,313,023,048</u>

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2018 (As Restated)</u>				
<i>Financial assets:</i>				
At amortized cost:				
Cash and other cash items	P 60,299,656	P -	P -	P 60,299,656
Due from BSP	279,146,370	-	-	279,146,370
Due from other banks	519,773,239	-	-	519,773,239
Loans and receivables arising from reverse repurchase agreement	181,000,000	-	-	181,000,000
Loans and receivables - net	-	-	1,945,490,471	1,945,490,471
HTC financial assets	52,957,537	-	17,657,136	70,614,673
Other resources	-	-	13,627,492	13,627,492
	<u>P 1,093,176,802</u>	<u>P -</u>	<u>P 1,976,775,099</u>	<u>P 3,069,951,901</u>
<i>Financial liabilities:</i>				
At amortized cost:				
Deposit liabilities	P -	P -	P 3,068,723,291	P 3,068,723,291
Other liabilities	-	-	68,234,144	68,234,144
	<u>P -</u>	<u>P -</u>	<u>P 3,136,957,435</u>	<u>P 3,136,957,435</u>

Fair values of the foregoing financial assets and financial liabilities measured and presented in the statements of financial position at amortized cost are estimated as follows:

(a) *Due from BSP and Other Banks, and Loans and Receivables Arising from Reverse Repurchase Agreement*

Due from BSP pertains to deposits made by the Bank to the BSP for clearing and reserve requirements, overnight and term deposit facilities, while loans and receivables arising from reverse repurchase agreement pertain to loans and receivables from BSP arising from overnight lending from excess liquidity. Due from other banks includes items in the course of collection. The fair value of floating rate placements and overnight deposits is their carrying amount. The estimated fair value of fixed interest-bearing deposits is based on the discounted cash flows using prevailing money market interest rates for debt with similar credit risk and remaining maturity, which for short-term deposits approximate the nominal value.

(b) *Loans and Receivables and Other Resources*

Loans and receivables and certain accounts under other resources are net of any impairment losses. The estimated fair value of loans and receivables and other resources represents the discounted amount of estimated future cash flows expected to be received for instruments with maturities of beyond one year. Expected cash flows are discounted at current market rates to determine fair value.

(c) *Held-to-Collect Financial Assets*

HTC financial assets consist of government and corporate bonds. The fair value of these investment securities is determined by direct reference to published price quoted in an active market for traded securities (i.e., BVAL reference rates for 2019 and 2018, and PDEX for the prior years).

(d) *Deposit Liabilities*

The estimated fair value of demand deposits with no stated maturity, which includes noninterest-bearing deposits, is the amount repayable on demand. The estimated fair value of interest-bearing deposits without quoted market price is based on discounted cash flows using interest rates for new debts with similar remaining maturity. The carrying amounts of deposits which are generally short-term in nature approximate their fair values.

(e) *Other Liabilities*

Other liabilities are recognized initially at their fair value and subsequently measured at amounts to which they are to be paid. Fair value of these short-term liabilities approximates their carrying values.

6.4 Fair Value Disclosures for Investment Properties

The total estimated fair values of the Bank's investment properties and assets held for sale amounted to P244.1 million and P137.4 million as of December 31, 2019 and 2018, respectively. The fair value hierarchy of those properties categorized as Level 3, are shown below.

	<u>2019</u>	<u>2018</u>
<i>Investment properties:</i>		
Land	P 142,065,689	P 83,034,689
Buildings	<u>79,450,797</u>	<u>34,557,607</u>
	<u>221,516,486</u>	<u>117,592,296</u>
<i>Assets held for sale:</i>		
Jewelry items	21,300,559	17,612,301
Motor vehicles	<u>1,308,041</u>	<u>2,225,045</u>
	<u>22,608,600</u>	<u>19,837,346</u>
	<u>P 244,125,086</u>	<u>P 137,429,642</u>

The fair value disclosed for the Bank's investment properties as of December 31, 2019 and 2018 was based on the appraisals performed by the Bank's in-house and independent and qualified appraisers having appropriate and recent experience in the fair value measurement of similar properties in the relevant locations. To some extent, the valuation process was conducted by the appraisers in discussion with the Bank's management with respect to the determination of the inputs such as the size, age, and condition of the land and building, and the comparable prices in the corresponding property location. In estimating the fair values of the investment properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Bank's investment properties is their current use.

The fair values of the Bank's investment properties were determined based on the following approaches:

(a) *Fair Value Measurement for Land*

The Level 3 fair value of land was derived using the observable recent prices of the reference properties and was adjusted for differences in key attributes such as property size, zoning, and accessibility. The most significant input into this valuation approach is the price per square meter; hence, the higher the price per square meter, the higher the fair value of the properties.

(b) *Fair Value Measurement for Buildings*

The Level 3 fair value of the buildings was determined using the cost approach that reflects the cost to a market participant to construct an asset of comparable usage, construction standards, design and layout, adjusted for obsolescence. The more significant inputs used in the valuation include direct and indirect costs of construction such as but not limited to, labor and contractor's profit, materials and equipment, surveying and permit costs, electricity and utility costs, architectural and engineering fees, insurance and legal fees. These inputs were derived from various suppliers and contractor's quotes, price catalogues, and construction price indices. Under this approach, higher estimated costs used in the valuation will result in higher fair value of the properties.

(c) *Fair Value Measurement for Assets held-for-sale:*

The Level 3 fair value of the motor vehicle presented as part of Asset held-for-sale was derived using the observable recent prices of the reference the motor vehicle brand, year model and variant. This was adjusted for differences in the condition of the motor vehicle at the date of foreclosure.

The Level 3 fair value of the jewelry items presented as part of Asset held-for-sale was determined by the Bank's appraiser using the observable recent prices of the such jewelry item or the related the materials. This was adjusted for differences in the condition of the jewelry item at the date loan availment.

There has been no change to the valuation techniques used during the year. Also, there were no transfers into or out of Level 3 fair value hierarchy in 2019 and 2018.

7 DUE FROM BANGKO SENTRAL NG PILIPINAS

The balance of this account consists of the following:

	<u>2019</u>	<u>2018</u>
Demand deposit	P 117,238,259	P 229,146,370
Term deposit facility	250,000,000	50,000,000
Overnight deposit liability	<u>42,000,000</u>	<u>-</u>
	<u>P 409,238,250</u>	<u>P 279,146,370</u>

The aggregate balance of noninterest-bearing Demand Deposit Account, and interest-bearing Overnight Deposit Facility and Special Deposit Accounts, all denominated in local currency, are maintained with the BSP primarily to meet a portion of the reserve requirements and to serve as a clearing account for interbank claims.

Interest-bearing deposits with the BSP bear annual interest at rates ranging from 2.50% to 5.20% in both 2019 and 2018, and 2.50% to 3.50% in 2017. Total interest earned from these deposits amounted to P3.9 million, P9.3 million, P8.9 million in 2019, 2018 and 2017, respectively, and is shown as part of the Interest Income on Due from BSP, Other Banks and Receivables Arising from Reverse Repurchase Agreement account in the statements of profit or loss.

8 DUE FROM OTHER BANKS

This account represents deposits with local banks which are composed of the following:

	<u>2019</u>	<u>2018</u>
Time deposits	P 250,572,901	P 455,987,838
Savings deposits	78,803,565	63,587,663
Demand deposits	<u>889,870</u>	<u>197,738</u>
	<u>P 330,266,336</u>	<u>P 519,773,239</u>

Savings deposits represent clearing and other depository accounts with other banks, which bear annual interest rates ranging from 0.13% to 0.50% in 2019, 0.13% to 0.88% in 2018, and 0.25% to 0.88% in 2017.

Time deposits include special savings deposits, which bear annual effective interest rates ranging from 1.00% to 1.80% in 2019, 0.25% to 6.88% in 2018, and 1.00% to 2.16% in 2017 and have average maturities of one to 12 months.

Interest income earned from these savings and time deposits amounted to P8.1 million in both 2019 and 2018, and P2.0 million in 2017 and is shown as part of Interest Income on Due from BSP, Other Banks and Receivables Arising from Reverse Repurchase Agreement account in the statements of profit or loss.

The breakdown of this account by currency is as follows:

	<u>2019</u>	<u>2018</u>
Philippine peso	P 76,549,539	P 241,437,625
United States dollar	<u>253,716,797</u>	<u>278,335,614</u>
	<u>P 330,266,336</u>	<u>P 519,773,239</u>

For statements of cash flows purposes, deposits amounting to P76.5 million and P77.7 million as of December 31, 2019 and 2018, respectively, are not considered as cash and cash equivalents since these have maturities of more than three months (see Note 26).

9 LOANS AND RECEIVABLES ARISING FROM REVERSE REPURCHASE AGREEMENT

The Bank has repurchase agreements with BSP as of December 31, 2019 and 2018 from overnight lending from excess liquidity, which earn annual effective interest of 4.75% in 2019 and 2018, and 3.0% in 2017. These loans normally mature within 30 days. Interest income earned from these financial assets amounted to P6.8 million in 2019, P5.9 million in 2018 and P3.4 million in 2017 and are shown as part of Interest Income on Due from BSP, Other Banks and Receivables Arising from Reverse Repurchase Agreement account in the statements of profit or loss.

10 INVESTMENT SECURITIES

10.1 Held-to-Collect Financial Assets

This account consists of:

	<u>2019</u>	<u>2018</u>
Government debt securities:		
Quoted	P 63,204,429	P 55,000,000
Unquoted	<u>11,771,420</u>	<u>17,657,136</u>
	74,975,849	72,657,136
Allowance for impairment	(295,689)	(376,407)
Unamortized discount	<u>-</u>	<u>(102,973)</u>
	<u>P 74,680,160</u>	<u>P 72,177,756</u>

Quoted government debt securities represent debt securities issued by the Republic of the Philippines, which earn annual effective interests ranging from 3.50% to 6.00% in 2019 and 3.75% to 4.85% in 2018. These securities will mature in various dates within 2019 to 2022.

Unquoted government debt securities is composed of 10 years - debt securities issued by the local government of Infanta, Quezon which will mature in 2021. These securities earn an annual effective interest rate of 13.7%, 5.9% and 5.5% in 2019, 2018 and 2017, respectively.

The interest income earned by the Bank from HTC financial assets amounted to P5.7 million, P8.0 million and P1.6 million in 2019, 2018 and 2017, respectively and is presented as part of Interest Income on Investment Securities in statements of profit or loss.

Changes in the Bank's holdings of HTC financial assets in 2019 are summarized below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 72,177,756	P 43,002,915
Additions	41,603,765	34,209,517
Reversal of impairment	79,438	375,127
Maturities	(40,095,232)	(5,886,716)
Amortization of discount	<u>914,433</u>	<u>476,913</u>
Balance at end of year	<u>P 74,680,160</u>	<u>P 72,177,756</u>

Certain government securities amounting to P10.0 million were earmarked for trust duties and tagged as non-tradable by the Bureau of Treasury (see Note 21).

10.2 Financial Assets at Fair Value Through Other Comprehensive Income

Financial assets at fair value through other comprehensive income as of December 31 consist of:

	<u>2019</u>	<u>2018</u>
Quoted:		
Corporate debt securities	P 142,638,187	P 133,466,135
Equity securities	127,369,791	128,339,500
Proprietary club shares	38,000,000	40,000,000
Government debt securities	-	66,828,252
Unquoted:		
Equity securities	<u>-</u>	<u>50,000,000</u>
	<u>P 308,007,978</u>	<u>P 418,633,887</u>

The fair value gains in the Bank's financial assets at FVOCI amounted to P10.2 million and P2.3 million in 2019 and 2018, respectively, which are recognized in other comprehensive income and presented in the statements of comprehensive income under items that will be reclassified subsequently to profit or loss.

Quoted government debt securities, represent debt securities issued by the Republic of the Philippines, which earn annual effective interests ranging from 4.25% to 4.88% in 2018.

Quoted corporate bonds are marketable debt securities issued by top corporations in the Philippines. These debt securities earn annual effective interests ranging from 4.25% to 6.80% in 2019 and 4.25% to 8.0% in 2018.

Quoted equity securities pertain to shares of stock of domestic corporations whose shares of stock are publicly traded in the PSE. These securities earned dividend amounting to P7.9 million, P8.1 million and P8.5 million in 2019, 2018 and 2017, respectively, and is presented as part of Dividends under Miscellaneous income in the statements of profit or loss (see Note 18.1).

Proprietary club shares consist of golf shares of Wack Wack Golf & Country Club. Unquoted equity securities pertain to non-marketable preference shares issued by a private corporation. These securities earned dividend amounting to P4.4 million in 2018, respectively, and is recorded as part of Dividends under Miscellaneous income in the 2018 statement of profit or loss (see Note 18.1). No dividend income was received in 2019.

The interest income earned by the Bank from FVOCI financial assets amounted to P9.5 million, P3.3 million and P7.4 million in 2019, 2018 and 2017, respectively and is presented as part of Interest Income on Investment Securities in statements of profit or loss.

Changes in the Bank's holdings of financial assets at FVOCI are summarized below.

	<u>2019</u>	<u>2018</u>
Balance at the beginning of year	P 418,633,887	P 376,153,794
Disposals	(120,781,725)	(29,806,037)
Fair value gains – net	10,155,816	2,286,130
Additions	<u>-</u>	<u>70,000,000</u>
Balance at end of year	<u>P 308,007,978</u>	<u>P 418,633,887</u>

The Bank's financial assets at FVOCI, which are subject to credit risk exposure (see Note 4.1.4), have been reviewed for indications of impairment. Based on such review, the management determines that the related losses are immaterial to the financial statements. Accordingly, the Bank did not recognize any impairment losses on these financial assets in both years.

The fair values of quoted government debt securities and equity securities have been determined under Level 1 hierarchy, while proprietary club shares have been determined under Level 2 hierarchy (see Note 6.2).

11 LOANS AND RECEIVABLES

The details of this account follows:

	<u>2019</u>	2018 (As Restated – see Note 2)
Receivables from customers	P2,158,183,824	P1,817,512,313
Sales contract receivables	113,525,563	81,243,968
Other receivables	<u>48,609,876</u>	<u>45,915,284</u>
	2,320,319,263	1,944,671,565
Unearned interests, discounts and other charges	(2,599,815)	(1,207,403)
Allowance for impairment	(89,047,209)	(99,568,905)
	<u>P2,228,672,239</u>	<u>P1,843,895,257</u>

Included in receivables from customers are non-accruing loans amounting to P216.6 million and P117.2 million as of December 31, 2019 and 2018, respectively.

Receivables from customers are composed of the following:

	<u>2019</u>	<u>2018</u>
Time loans	P1,887,776,727	P1,677,180,132
Bills discounted	44,103,200	12,600,855
Past due loans	171,852,814	95,112,485
Items in litigation	44,790,342	21,656,953
Restructured loans	<u>9,660,741</u>	<u>10,961,888</u>
	<u>P2,158,183,824</u>	<u>P1,817,512,313</u>

Receivables from customers bear annual effective interest rates ranging from 1.13% to 74% in 2019 and 2018, and from 1.13% to 55.0% in 2017. Total interest earned amounted to P194.9 million, P191.8 million, and P193.0 million in 2019, 2018, and 2017, respectively, and are presented as Interest income on loans and receivables in the statements of profit and loss.

The breakdown of total receivables from customers as to type of interest rate follows:

	<u>2019</u>	<u>2018</u>
Variable interest rates	P1,862,866,134	P1,528,223,788
Fixed interest rates	<u>295,317,690</u>	<u>289,288,525</u>
	<u>P2,158,183,824</u>	<u>P1,817,512,313</u>

Sales contract receivables represent the outstanding balance related to the sale of investment properties (see Note 13). The terms of payment ranges from 2 to 25 years in 2019 and 2018.

Annual interest rates on these receivables range from 6.0% to 16.8% in 2019, 2018 and 2017.

Changes in the amounts of allowance for impairment of loans and receivables are summarized below.

	<u>2019</u>	2018 (As Restated – see Note 2)
Balance at beginning of year	P 99,568,905	P 115,007,901
Impairment losses (recoveries) - net	668,308	(13,411,954)
Transfer of allowance due to foreclosures	(11,190,004)	(2,027,042)
Balance at end of year	<u>P 89,047,209</u>	<u>P 99,568,905</u>

The breakdown of allowance for impairment on loans and receivables is shown below.

	<u>2019</u>	2018 (As Restated – see Note 2)
Receivables from customers	P 77,181,794	P 89,889,970
Sales contract receivables	298,240	497,305
Other receivables	<u>11,567,175</u>	<u>9,181,630</u>
	<u>P 89,047,209</u>	<u>P 99,568,905</u>

12 BANK PREMISES, FURNITURE, FIXTURES AND EQUIPMENT

The gross carrying amounts and accumulated depreciation and amortization of bank premises, furniture, fixtures and equipment at the beginning and end of 2019 and 2018 are shown below.

	<u>Land</u>	<u>Building and Improvements</u>	<u>Office Furniture, Fixtures and Equipment</u>	<u>Leasehold Improvements</u>	<u>Right-of-Use Assets</u>	<u>Total</u>
December 31, 2019						
Cost	P 71,375,102	P 137,841,469	P 175,401,178	P 44,357,386	P 92,889,702	P 521,864,837
Accumulated depreciation and amortization	-	(59,089,541)	(159,598,531)	(33,356,559)	(19,750,389)	(271,795,020)
Net carrying amount	<u>P 71,375,102</u>	<u>P 78,751,928</u>	<u>P 15,802,647</u>	<u>P 11,000,827</u>	<u>P 73,139,313</u>	<u>P 250,069,817</u>
December 31, 2018						
Cost	P 71,375,102	P 137,587,349	P 174,744,588	P 42,467,183	P -	P 426,174,222
Accumulated depreciation and amortization	-	(55,349,173)	(147,650,104)	(30,354,806)	-	(233,354,083)
Net carrying amount	<u>P 71,375,102</u>	<u>P 82,238,176</u>	<u>P 27,094,484</u>	<u>P 12,112,377</u>	<u>P -</u>	<u>P 192,820,139</u>
January 1, 2018						
Cost	P 71,375,102	P 137,597,653	P 159,313,116	P 41,955,540	P -	P 410,241,411
Accumulated depreciation and amortization	-	(51,230,491)	(134,034,619)	(23,528,300)	-	(208,793,410)
Net carrying amount	<u>P 71,375,102</u>	<u>P 86,367,162</u>	<u>P 25,278,497</u>	<u>P 18,427,240</u>	<u>P -</u>	<u>P 201,448,001</u>

A reconciliation of the carrying amounts of bank premises, furniture, fixtures and equipment at the beginning and end of 2019 and 2018, is shown below.

	<u>Land</u>	<u>Building and Improvements</u>	<u>Office Furniture, Fixtures and Equipment</u>	<u>Leasehold Improvements</u>	<u>Right-of-use Assets</u>	<u>Total</u>
Balance at January 1, 2019, net of accumulated depreciation and amortization	P 71,375,102	P 82,238,176	P 27,094,485	P 12,112,376	P 92,889,702	P 288,157,439
Additions	-	627,621	1,718,964	3,780,698	-	6,127,283
Disposals	-	-	(608,845)	-	-	(608,845)
Reclassification/Transfer	-	(18,500)	257,001	(257,700)	-	(19,199)
Depreciation and amortization charges for the year	-	(4,095,368)	(12,658,958)	(4,634,548)	(19,750,389)	(41,139,263)
Balance at December 31, 2019, net of accumulated depreciation and amortization	<u>P 71,375,102</u>	<u>P 78,751,928</u>	<u>P 15,802,647</u>	<u>P 11,000,827</u>	<u>P 73,139,313</u>	<u>P 250,069,817</u>
Balance at January 1, 2018, net of accumulated depreciation and amortization	P 71,375,102	P 86,367,162	P 25,278,497	P 18,427,240	P -	P 201,448,001
Additions	-	18,500	14,445,808	517,293	-	14,981,601
Reclassification/Transfer	-	-	622,594	-	-	622,594
Depreciation and amortization charges for the year	-	(4,147,486)	(13,252,414)	(6,832,157)	-	(24,232,057)
Balance at December 31, 2018, net of accumulated depreciation and amortization	<u>P 71,375,102</u>	<u>P 82,238,176</u>	<u>P 27,094,485</u>	<u>P 12,112,376</u>	<u>P -</u>	<u>P 192,820,139</u>

In 2019 and 2017, the Bank disposed certain furniture, fixtures and equipment with carrying amount of P0.6 million and P0.9 million, respectively. The resulting gains on asset disposal in 2019 and 2017 amounting to P0.7 million and P0.4 million, respectively, is presented as Gain on Sale of Bank Premises under Miscellaneous Income in the statements of profit or loss (see Note 18.1). No similar transaction in 2018.

Depreciation and amortization expenses amounting to P41.1 million, P24.2 million, and P23.8 million in 2019, 2018, and 2017, respectively, and are shown as part of the Depreciation and Amortization account in the statements of profit or loss.

As of December 31, 2019 and 2018, the gross carrying amount of the Bank's fully-depreciated assets that are still used in operations amounts to P192.0 million and P140.0 million, respectively.

The BSP requires that investments in fixed assets do not exceed 50% of the Bank's unimpaired capital. As of December 31, 2019 and 2018, the Bank has satisfactorily complied with this BSP requirement.

The Bank leases office space for its various branches. With the exception of short-term leases, each lease, in respect of right-of-use asset, is presented in the statement of financial position as part of Bank Premises, Furniture, Fixtures, and Equipment and in respect of the related obligation as lease liability under Other Liabilities. The Bank has 20 right-of-use assets leased with terms ranging from one to 20 years with renewal options and annual escalation rates from 5.0% to 10.0% in both 2019 and 2018.

Each lease imposes a restriction that the right-of-use asset can only be used by the Bank. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Bank is prohibited from selling or pledging the underlying leased assets as security. The Bank must keep those premises in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Bank must insure the leased assets and incur maintenance fees on such items in accordance with the lease contracts.

The use of extension and termination options gives the Bank added flexibility in the event it has identified more suitable premises in terms of cost and/or location or determined that it is advantageous to remain in a location beyond the original lease term. An option is only exercised when consistent with the Bank's business expansion unit's strategy and the economic benefits of exercising the option exceeds the expected overall cost.

13 INVESTMENT PROPERTIES

The gross carrying amounts and accumulated depreciation and impairment of investment properties at the beginning and end of 2019 and 2018 are shown below.

	<u>Land</u>	<u>Buildings</u>	<u>Total</u>
December 31, 2019			
Cost	P 142,065,689	P 79,450,797	P 221,516,486
Accumulated depreciation	-	(11,764,314)	(11,764,314)
Allowance for impairment	-	(1,677,975)	(1,677,975)
Net carrying amount	<u>P 142,065,689</u>	<u>P 66,008,508</u>	<u>P 208,074,197</u>
December 31, 2018			
Cost	P 83,034,689	P 34,557,607	P 117,592,296
Accumulated depreciation	-	(8,945,276)	(8,945,276)
Allowance for impairment	-	(1,677,975)	(1,677,975)
Net carrying amount	<u>P 83,034,689</u>	<u>P 23,934,356</u>	<u>P 106,969,045</u>
January 1, 2018			
Cost	P 52,265,758	P 34,807,933	P 87,073,691
Accumulated depreciation	-	(4,472,630)	(4,472,630)
Allowance for impairment	(550,090)	-	(550,090)
Net carrying amount	<u>P 51,715,668</u>	<u>P 30,335,303</u>	<u>P 82,050,971</u>

A reconciliation of the carrying amounts of investment properties at the beginning and end of 2019 and 2018 is shown below.

	<u>Land</u>	<u>Buildings</u>	<u>Total</u>
Balance at January 1, 2019, net of accumulated depreciation and impairment	P 83,034,689	P 23,934,356	P 106,969,045
Additions	87,709,421	48,109,890	135,819,311
Disposals	(28,678,421)	(1,513,723)	(30,192,144)
Depreciation charges for the year	<u>-</u>	<u>(4,522,016)</u>	<u>(4,522,016)</u>
Balance at December 31, 2019, net of accumulated depreciation and impairment	<u>P 142,065,689</u>	<u>P 66,008,508</u>	<u>P 208,074,197</u>
Balance at January 1, 2018, net of accumulated depreciation and impairment	P 51,715,668	P 30,335,303	P 82,050,971
Additions	40,132,746	9,486,295	49,619,041
Disposals	(9,363,815)	(9,389,549)	(18,753,364)
Depreciation charges for the year	-	(4,819,718)	(4,819,718)
Impairment recoveries (losses)	<u>550,090</u>	<u>(1,677,975)</u>	<u>(1,127,885)</u>
Balance at December 31, 2018, net of accumulated depreciation and impairment	<u>P 83,034,689</u>	<u>P 23,934,356</u>	<u>P 106,969,045</u>

Additions in 2019 and 2018 include real and other properties acquired through foreclosure of assets value based on the carrying amount of the related loan and receivable (see Note 11).

In 2018, the Bank recognized impairment losses amounted to P1.1 million and is recognized as part of Miscellaneous (Others) under Other Operating Income section in the 2018 statement of profit or loss (see Note 18.1). No similar transaction in 2019.

The Bank disposed of certain investment properties which resulted in a gain of P49.8 million, P2.9 million, and P12.8 million in 2019, 2018 and 2017, respectively, and is presented as Net Gain from assets acquired or exchanged which part of Miscellaneous account under Other Operating Income section in the statements of profit or loss (see Note 18.1).

Income earned by the Bank from its investment properties leased to third parties under operating lease agreements amounted to P2.1 million, P1.1 million, and P1.5 million in 2019, 2018 and 2017, respectively, and is presented as Rental income under the Miscellaneous Income account in the statements of profit or loss (see Notes 18.1 and 24.2).

Direct operating expenses, other than depreciation expense, incurred on these investment properties amounted to P8.0 million, P3.7 million, and P4.2 million for the years ended December 31, 2019, 2018 and 2017, respectively, and are presented as Litigation and Asset Acquired Expenses in the statements of profit or loss.

The total fair values of investment properties as of December 31, 2019 and 2018 amounted to P221.5 million and P117.6 million, respectively, as determined by the Bank's in-house and independent appraisers (see Note 6.4).

As of December 31, 2019 and 2018, there is no restriction on the realizability of investment properties or the remittance of income and proceeds of disposal therefrom. In addition, the Bank has not entered into a significant commitment to purchase, construct or develop any investment property in the near future.

14 OTHER RESOURCES

The details of this account follows:

	Notes	<u>2019</u>	<u>2018</u>
Computer software – net	14.2	P 38,621,806	P 45,190,106
Branch licenses	14.3	32,500,000	32,500,000
Assets held-for-sale – net	14.1	22,608,600	19,837,346
Deferred tax assets – net	20	9,617,219	4,001,785
Security deposits	14.5, 22.4	7,673,877	7,701,323
Stationery and supplies on hand		7,126,251	8,023,929
Deposit to Bancnet		7,000,000	2,000,000
Sundry debits	14.4	3,061,165	8,584,692
Deposit with Philippine Clearing House Corp. (PCHC)		2,500,000	2,500,000
Prepaid expenses	14.6	1,214,622	3,716,073
Documentary stamps		995,100	973,950
Utility deposit		831,198	1,129,836
Other investments		203,333	203,333
Petty cash fund		93,000	93,000
Miscellaneous		<u>3,007,400</u>	<u>5,936,849</u>
		<u>P 137,053,571</u>	<u>P 142,392,222</u>

14.1 Assets Held-for-Sale

Non-financial assets include vehicles and jewelry items foreclosed from borrowers. Certain jewelries were subsequently sold in 2019, 2018 and 2017 and recognized gain on sale amounting to P2.2 million, P2.0 million and P1.2 million, respectively, and is presented as part of Net gain from assets acquired or exchanged in Miscellaneous account under Other Operating Income section in the statements of profit or loss (see Note 18.1). In 2018, the Bank recognized impairment recoveries amounting to P3.6 million, and is presented as part of Others under Miscellaneous under Other Operating Income section in the statements of profit or loss (see Note 18.1). There are no recoveries noted in 2019.

The breakdown of this account is as follows:

	<u>2019</u>	<u>2018</u>
Jewelry items	P 21,300,559	P 17,612,301
Motor vehicles	<u>3,611,670</u>	<u>4,179,080</u>
	24,912,229	21,791,381
Accumulated depreciation	(<u>2,303,629</u>)	(<u>1,954,035</u>)
	<u>P 22,608,600</u>	<u>P 19,837,346</u>

Changes in the carrying amounts of jewelry items are summarized below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 17,612,301	P 59,156,824
Foreclosures	18,268,358	10,434,735
Disposals	(<u>14,580,100</u>)	(<u>51,979,258</u>)
Balance at end of year	<u>P 21,300,559</u>	<u>P 17,612,301</u>

Changes in the carrying amounts of motor vehicles are summarized below.

	<u>2019</u>	<u>2018</u>
Net carrying amount at beginning of year	P 2,225,045	P 2,221,936
Additions	1,239,859	1,849,410
Disposal	(1,102,591)	(348,943)
Depreciation	(1,054,272)	(874,764)
Reclassification to PPE	<u>-</u>	<u>(622,594)</u>
Net carrying amount at end of year	<u>P 1,308,041</u>	<u>P 2,225,045</u>

14.2 Computer Software

Computer software pertains to the cost of system software and other expenditures related to software upgrade which is amortized by the Bank over a period of five to ten years.

The movements in the Computer software account follow:

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 45,190,106	P 45,790,162
Additions	4,639,714	9,962,496
Amortization charges for the year	<u>(11,208,014)</u>	<u>(10,562,552)</u>
Balance at end of year	<u>P 38,621,806</u>	<u>P 45,190,106</u>

Amortization of computer software amounting to P11.2 million in 2019, P10.6 million in 2018 and P9.8 million in 2017 are shown as part of the Depreciation and Amortization account in the statements of profit or loss.

14.3 Branch License

Branch licenses pertain to the cost of licenses acquired by the Bank in 2004 and in 2006 for a consideration of P11.0 million and P20.0 million, respectively. The Bank also incurred P1.5 million representing relocation costs of the branches acquired in 2004. The Bank has utilized the branch license by establishing the branch banking operations on which the Bank will continuously operate. Accordingly, no impairment loss is required to be recognized in 2019, 2018 and 2017.

14.4 Sundry Debits

Sundry debits and sundry credits mainly pertain to ATM deposit and withdrawal transactions, including fees and charges thereon, which are yet to be classified, cleared and applied against proper customers' accounts within one month from date of entry (see Note 16).

14.5 Security Deposits

Security deposits include refundable deposits for the lease of the various branches of the Bank from several parties. Refundable security deposits are remeasured at amortized cost using the effective interest rates ranging from 5.76% to 7.42% determined at the inception of the lease contracts. The fair values on initial recognition of the security deposits were determined by calculating the present value of the future cash flows anticipated until the end of the lease term using discount rates determined by reference to market interest rate of comparable financial instrument.

14.6 Prepaid Expenses

Prepaid expenses are mainly composed of prepaid insurances, annual fees, and other prepaid expenses, etc.

15 DEPOSIT LIABILITIES

Savings deposits have interest rate of 0.25% per annum in 2019, 2018 and 2017. Peso term deposit interest rates ranging from 0.25% to 6.00% per annum in 2019, 2.50% to 4.00% per annum in 2018, and 0.31 to 3.25% per annum in 2017. US Dollar term deposit interest rates ranging from 0.50% to 1.32% per annum in 2019, from 1.25% to 0.60% per annum in 2018 and 0.03% to 1.30% per annum in 2017.

The breakdown of the interest expense incurred related to each type of deposit liabilities is shown below.

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Savings:			
Philippine peso	P 33,942,763	P 29,641,353	P 25,067,893
US dollar	22,322	24,945	23,534
Time:			
Philippine peso	6,952,490	4,714,322	2,277,653
US dollar	3,461,636	3,672,910	949,695
Demand	<u>1,198,779</u>	<u>993,670</u>	<u>837,995</u>
	<u>P 45,577,990</u>	<u>P 39,047,200</u>	<u>P 29,156,770</u>

The breakdown of deposit liabilities as to currency is shown below.

	<u>2019</u>	<u>2018</u>
Philippine peso	<u>P3,031,689,662</u>	P2,813,217,883
US dollar	<u>251,618,583</u>	<u>272,113,049</u>
	<u>P3,283,308,245</u>	<u>P3,085,330,932</u>

Under existing BSP regulations, deposit liabilities are subject to regular and liquidity reserve of 8.00% in both 2019 and 2018. The Bank has reserves from its balance in Due from BSP account amounting to P131.3 million and P268.9 million as of December 31, 2019 and 2018, respectively (see Note 7). The Bank is in compliance with these BSP regulations as of the end of reporting period.

16 OTHER LIABILITIES

This account consists of the following:

	Notes	2019	2018
Lease liabilities	16.1	P 78,266,026	P -
Accrued expenses	16.3	28,941,326	23,568,958
Accounts payable	16.2	27,088,813	24,350,695
Post-employment benefit obligation	19.2	12,945,669	9,055,547
Deposit for future stock subscription	17.1	3,200,000	3,200,000
Cashiers and manager's checks		2,004,271	14,676,552
Sundry credits	14.4	1,493,457	1,078,724
Security deposits		656,342	995,305
Income tax payable		314,525	-
Miscellaneous		43,992	363,910
		<u>P 154,954,421</u>	<u>P 77,289,691</u>

16.1 Lease Liabilities

The movements in the lease liability recognized in the 2019 statement of financial position are as follows:

Balance as at January 1, 2019	P 92,889,702
Repayments of lease liability	(<u>14,623,676</u>)
Balance as of December 31, 2019	<u>P 78,266,026</u>

The total interest expense incurred on the lease liability amounted to P7.2 million and is presented as part of Others under the Interest Expense section of 2019 statement of profit or loss.

As at December 31, 2019, the Bank has no committed leases which had not yet commenced.

The Bank has elected not to recognize lease liabilities for short-term leases. Payments made under such leases are expensed on a straight-line basis. The expenses relating to short-term leases amounted to P8.7 million, and is presented as part of Occupancy under Other Operating Expenses in the 2019 statement of profit or loss (see Note 24.1).

The maturity analysis of lease liabilities at December 31, 2019 is as follows:

	Within <u>One Year</u>	<u>1 to 2 years</u>	<u>2 to 3 years</u>	<u>3 to 4 years</u>	<u>4 to 5 years</u>	More than <u>Five Years</u>	<u>Total</u>
Lease payments	P 22,170,358	P19,667,165	P17,393,386	P17,561,200	P 3,920,924	P 26,162,633	P106,875,666
Finance charges	(<u>5,889,752</u>)	(<u>4,605,492</u>)	(<u>3,417,818</u>)	(<u>2,238,181</u>)	(<u>1,452,008</u>)	(<u>11,006,382</u>)	(<u>28,609,640</u>)
Net present value	<u>P 16,280,606</u>	<u>P15,061,666</u>	<u>P13,975,568</u>	<u>P15,323,019</u>	<u>P 2,468,916</u>	<u>P 15,156,251</u>	<u>P78,266,026</u>

16.2 Accounts Payable

Accounts payable is mainly composed of collections of Philhealth contributions from various clients of the Bank, which are remitted to Philhealth daily, advance collections from borrowers and payable to third party vendors and contractors for purchases of goods and services.

16.3 Accrued Expenses

Accrued expenses are mainly composed of gross receipts taxes, insurance premium to PDIC, and various accruals for utilities, security and janitorial services.

17 EQUITY

17.1 Capital Stock

As of December 31, 2019 and 2018, the Bank has total authorized capital stock of 100,000,000 common shares at P10 par value per share. As of those dates, total issued and outstanding shares consisted of 100,000,000 and 99,999,800 shares, respectively, amounting to P1.0 billion.

On November 28, 2001, the SEC approved the listing of the Bank's shares totaling 44,100,000. The shares were initially listed at an offer price of P11.55 per share. There are 21 holders, 60 holders and 53 holders of the Bank's total outstanding shares as of December 31, 2019, 2018, and 2017, respectively. Such listed shares closed at P8.49 and P7.59 per share as of December 31, 2019 and 2018, respectively.

In 2017 and 2016, the BOD approved and confirmed the issuance of additional shares with P10.0 per shares from unsubscribed portion of the authorized capital stock amounting to P78,000,000 which divided into 7,800,000 shares and P180,000,000 which divided into 18,000,000 shares, respectively. The additional shares are initially classified as Deposit on Subscription Shares account (see Note 2.18).

Subsequently, the Monetary Board of the BSP approved the issuance of the additional shares totaling to P258,000,000 and accordingly reclassify the Deposit on Subscription Shares amounting to P258,000,000 to Capital Stock account under the statements of changes in equity.

In 2019 and 2018, the Bank's BOD approved and confirmed the issuance of additional shares from unsubscribed portion of the authorized capital stock in the amount of P2,000 and P14,348,020, respectively, divided into 200 and 1,434,802 shares, respectively, with a par value of P10 per share.

Also in 2018, the Bank received P3,200,000 from the Bank's existing stockholders as a deposit for future stock subscription which was presented under Other Liabilities section in the statements of financial position since the Bank is still in the process of applying for the increase in authorized capital stock (see Notes 2.18, 15 and 16).

17.2 Revaluation Reserves

The components and reconciliation of items of other comprehensive income presented in the statements of changes in equity at their aggregate amount under Revaluation Reserves account, are shown below.

	<u>Financial assets at FVOCI</u>	<u>Defined Benefit Plan</u>	<u>Total</u>
Balance as of January 1, 2019	P 20,443,943	P 9,415,629	P 29,859,572
Remeasurements of defined benefit post-employment plan	-	(6,461,149)	(6,461,149)
Fair value gain on financial asset at FVOCI	<u>9,714,387</u>	<u>-</u>	<u>9,714,387</u>
Other comprehensive income before tax	10,155,816	(6,461,149)	3,694,667
Tax income	<u>441,429</u>	<u>-</u>	<u>441,429</u>
Other comprehensive income after tax	<u>10,597,245</u>	<u>(6,461,149)</u>	<u>4,136,096</u>
Balance as of December 31, 2019	<u>P 31,041,188</u>	<u>P 2,954,480</u>	<u>P 33,995,668</u>
Balance as of January 1, 2018	P 17,693,072	P 4,806,535	P 22,499,607
Remeasurements of defined benefit post-employment plan	-	6,584,421	6,584,421
Fair value gain on financial asset at FVOCI	<u>2,286,130</u>	<u>-</u>	<u>2,285,130</u>
Other comprehensive income before tax	2,286,130	6,584,421	8,870,551
Tax income (expense)	<u>464,741</u>	<u>(1,975,327)</u>	<u>(1,510,586)</u>
Other comprehensive income after tax	<u>2,750,871</u>	<u>4,609,094</u>	<u>7,359,965</u>
Balance as of December 31, 2018	<u>P 20,443,943</u>	<u>P 9,415,629</u>	<u>P 29,859,572</u>

Presented below are the components and reconciliation of items of other comprehensive income presented in the 2017 statement of comprehensive income

	<u>AFS Securities</u>	<u>Defined Benefit Plan</u>	<u>Total</u>
Balance as of January 1, 2017	<u>P 13,942,386</u>	<u>(P 513,924)</u>	<u>P 13,428,462</u>
Remeasurements of defined benefit post-employment plan	-	7,600,655	7,600,655
Fair value gain on AFS securities	4,947,901	-	4,947,901
Fair value loss on impaired AFS securities	340,000	-	340,000
Fair value gains on disposed AFS Financial assets reclassified to profit or loss	<u>(1,283,303)</u>	<u>-</u>	<u>(1,283,303)</u>
Other comprehensive income before tax	4,004,598	7,600,655	11,605,253
Tax income (expense)	<u>(558,695)</u>	<u>(2,280,196)</u>	<u>(2,838,892)</u>
Other comprehensive income after tax	<u>3,445,903</u>	<u>5,320,459</u>	<u>8,766,362</u>
Balance as of December 31, 2017	<u>P 17,388,289</u>	<u>P 4,806,535</u>	<u>P 22,194,824</u>

17.3 Capital Management and Regulatory Capital

The BSP, as a lead regulator, sets and monitors capital requirements for the Bank. In implementing current capital requirements, the BSP requires the Bank to maintain a prescribed ratio of qualifying capital to risk-weighted assets.

Under current banking regulations, the combined capital accounts of the Bank should not be less than an amount equal to 10% of its risk assets. The qualifying capital of the Bank for purposes of determining the capital-to-risk assets ratio is total equity excluding:

- (a) unbooked valuation reserves and other capital adjustments as may be required by the BSP;
- (b) total outstanding unsecured credit accommodations to directors, officers, stockholders and related interests;

- (c) deferred tax asset or liability;
- (d) goodwill;
- (e) accumulated equity in earnings of investee where the Bank holds 50% or less but where the equity method of accounting has been applied; and,
- (f) appraisal increment on bank premises, furniture, fixtures and equipment other than those allowed to be recognized in connection with a merger or acquisition.

Risk assets consist of total assets after exclusion of cash on hand, due from BSP, loans covered by hold-out on or assignment of deposits, loans or acceptances under letters of credit to the extent covered by margin deposits, and other non-risk items as determined by the Monetary Board of the BSP.

The Bank's regulatory capital position at the end of each reporting period follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Tier 1 Capital	P 518,744,944	P 543,121,066	P 546,974,158
Tier 2 Capital	<u>8,331,532</u>	<u>12,937,352</u>	<u>16,604,532</u>
Total Qualifying Capital	<u>P 527,076,476</u>	<u>P 556,058,418</u>	<u>P 563,578,690</u>
Total Risk Weighted Assets	<u>P3,904,428,503</u>	<u>P3,502,455,195</u>	<u>P3,468,456,203</u>
Total qualifying capital expressed as a percentage of total risk weighted assets	13.50%	15.88%	16.25%
Tier 1 Capital Adequacy Ratio (CAR)	13.29%	15.51%	15.77%

* Computed CAR includes the Deposit for Subscription of Shares amounting to P258.0 million in 2017

The amount of surplus funds available for dividend declaration is determined also on the basis of regulatory net worth after considering certain adjustments.

The Bank's policy is to maintain a strong capital base as to maintain investor, creditor and market confidence and to sustain future development of the business. The impact of the level of capital on shareholder's return is also recognized and the Bank recognizes the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position.

17.4 Compliance with the Minimum Capital Regulatory Requirement

On October 9, 2014, the Monetary Board of the BSP issued Circular No. 854 increasing the minimum capital requirement for all bank categories: universal, commercial, thrift, rural, and cooperative banks. As mandated by this new circular, the revised capitalization requirement applicable to the Bank is P1.0 billion for head office in Metro Manila which should be complied with on or before 2019. The Bank has developed a feasible capital build-up program that it will implement within the five-year period required by the BSP to meet this new minimum capital requirements.

In view of the foregoing, the BOD has implemented various measures to improve the Bank's operating condition within a reasonable period. These measures include formulation of a capital build up plan in compliance with BSP Circular No. 854 and implementation of business improvement plan.

On May 16, 2019, the BOD approved to amend the Bank's Articles of Incorporation increasing the authorized capital stock from P1.0 billion to P1.5 billion subject to the approval of the Bank's stockholders on the next annual stockholders meeting. The Bank plans to accept new investors or infuse capital from the existing shareholders. Accordingly, to execute the plan and complete the necessary documentations, the Bank requested BSP for an extension to infuse capital. On December 13, 2019, the Monetary Board of the BSP grants the Bank a 120 days extension (reckoned from the date of Bank's receipt of BSP approval on December 23, 2019) of the Bank's compliance to infuse capital of P500.0 million and address the minimum capital requirement of the Bank. Further on April 29, 2020, the Bank's request for additional extension to infuse capital due to the impact of the subsequent events disclosed in Note 26 has been approved by the Monetary Board of BSP up to July 30, 2020 or a period of 60 days after the Enhanced Community Quarantine (ECQ) is lifted. ECQ in Metro Manila was lifted on June 1, 2020.

On May 28, 2019, the stockholders approved the Bank's increased in authorized capital stock amounting to P500.0 million. Also, in addition to the cash infusion from existing stockholder amounting to P3.2 million in 2018 which was recognized as Deposit for future stock subscription as part of Other Liabilities as of December 31, 2019 and 2018, the Bank received additional cash infusion amounting to P496.8 million on July 13, 2020. Further, on July 13, 2020, the Bank and certain existing stockholders executed subscription agreements to fully subscribe the related increase in the Bank's authorized capital stock (see Note 26.2).

In addition, the Bank implemented the following:

- obtained additional cash infusion from existing stockholders amounting to P3.2 million in 2018 which is recognized as deposit for future stock subscription pending application by the Bank for the increase in the authorized capital stock;
- implemented programs and policy to strengthen the Bank's marketing strategy on its loan products;
- strengthening the risk management oversight through regular meetings; and,
- rationalization and review of the Bank's business relationship with its related parties.

17.5 Minimum Liquidity Ratio

On February 8, 2018, the BSP issued Circular No. 996, *Amendments to the Liquidity Coverage Ratio Framework for Stand-Alone Thrift Banks, Rural Banks, Cooperative Banks and Quasi-Banks*, which provide guidance on and prescribes the prudential requirement for covered institutions to maintain eligible stock of liquid assets proportionate to the level of total qualifying liabilities (i.e., both on and off-balance sheet liabilities). Eligible liquid assets shall include cash and other liquid assets that are immediately liquefiable and free from encumbrances.

The minimum liquidity ratio (MLR) of 20% shall be complied with on an ongoing basis absent a period of financial stress effective January 1, 2019. However, the Bank was only able to comply with the MLR requirement starting June 2019.

The Bank's MLR as of December 31, 2019 are analyzed below (in thousands).

Eligible stock of liquid assets	P	942,280
Total qualifying liabilities		<u>3,496,852</u>
MLR		<u><u>26.94%</u></u>

17.6 Appropriations

In compliance with the requirements of the BSP, Circular No. 1011, which requires financial institutions to set up GLLP equivalent to 1% of all outstanding 'Stage 1' on-balance sheet loan accounts, the Bank appropriated P11.4 million and recognized as part of Surplus Reserves account which pertains to GLLP.

18 MISCELLANEOUS INCOME AND MISCELLANEOUS EXPENSES

Presented below are the details of these accounts:

18.1 Miscellaneous Income

	Notes	<u>2019</u>	<u>2018</u>	<u>2017</u>
Net gain from assets acquired or exchanged	13, 14	P 51,915,862	P 4,854,421	P 13,958,370
Income from trust department	21	9,511,416	6,362,666	4,634,590
Penalty on loans		9,311,705	30,791,348	15,873,863
Dividends	10	7,920,942	12,557,921	12,868,001
Legal and appraisal fees		2,646,261	2,632,723	33,097
Rental income	13, 24.2	2,102,948	1,090,825	1,476,314
Income from re-ordered and pre-encoded checks		1,534,918	1,137,873	1,225,400
Gain on sale of bank premises	12	676,967	-	408,172
Trading gain	10	133,477	9,376	1,283,303
Unrealized foreign exchange gains (losses) – net		(118,684)	606,026	43,376
Interbank ATM transactions		(64,803)	(71,496)	2,229,438
Others	13, 14	<u>8,694,074</u>	<u>9,571,926</u>	<u>3,316,618</u>
		<u>P 94,265,083</u>	<u>P 66,979,762</u>	<u>P 57,350,542</u>

Net gains from assets acquired or exchanged represent gains arising from the disposal of investment properties and other non-financial assets foreclosed from defaulting borrowers.

18.2 Miscellaneous Expenses

	Note	2019	2018	2017
Office supplies		P 3,135,652	P 2,457,070	P 3,866,472
Fines and penalties		2,670,536	2,863,754	2,018,308
Management and professional fees		2,530,767	2,925,434	1,433,706
Representation and entertainment		1,628,977	1,461,141	957,832
Association dues		1,486,751	345,032	-
BSP supervision fees		1,432,692	1,378,292	1,497,885
Meals and other incentives		1,310,614	1,865,324	3,626,328
Interest expense on post-employment defined benefit obligation	19.2	679,166	730,144	816,300
Transportation and travel		498,928	789,525	946,007
PCHC charges		477,339	528,629	3,633,338
Annual fees for PSE and SEC,		321,683	-	-
Advertising and publicity		56,112	193,320	483,171
Rental fee on motor vehicles		25,856	45,646	-
Bancnet		-	685,269	1,708,623
Others		<u>17,017,603</u>	<u>15,107,028</u>	<u>3,998,202</u>
		<u>P 33,272,676</u>	<u>P 31,375,568</u>	<u>P 24,986,172</u>

Others includes seminar and training expense, penalty on BSP - Agri-Agra loan compliance, Bank giveaways and other branch related expenses.

19 EMPLOYEE BENEFITS

19.1 Salaries and Employee Benefit Expense

Expenses recognized for salaries and other employee benefits are presented below.

	2019	2018	2017
Short-term employee benefits	P 95,123,761	P 97,269,749	P 97,890,463
Post-employment defined benefits	<u>3,193,978</u>	<u>4,271,675</u>	<u>5,237,332</u>
	<u>P 98,317,739</u>	<u>P101,541,424</u>	<u>P103,127,795</u>

19.2 Post-employment Defined Benefit Plan

(a) Characteristics of the Defined Benefit Plan

The Bank maintains a funded, tax-qualified, noncontributory post-employment benefit plan that is being administered by the Bank's Trust Department. The post-employment plan covers all regular full-time employees.

The normal retirement age is 60 with a minimum of five years of credited service. The plan also provides for an early retirement at age 50 with a minimum of five years of credited service and late retirement after age 60, both subject to the approval of the Bank's BOD. Normal retirement benefit is an amount equivalent to 100% of the final monthly covered compensation (average monthly basic salary during the last 12 months of credited service) for every year of credited service.

(b) *Explanation of Amounts Presented in the Financial Statements*

Actuarial valuations are made annually to update the post-employment benefit costs and the amount of contributions. All amounts presented below are based on the actuarial valuation report obtained from an independent actuary in 2019 and 2018.

The amounts of post-employment benefit obligation recognized in the statements of financial position (as part of Other Liabilities account – see Note 16) are determined as follows:

	<u>2019</u>	<u>2018</u>
Present value of the obligation	P 27,462,372	P 19,359,028
Fair value of plan assets	(14,516,703)	(10,303,481)
	<u>P 12,945,669</u>	<u>P 9,055,547</u>

The movements in the present value of the defined benefit post-employment obligation are as follows:

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 19,359,028	P 22,652,779
Current service cost	2,514,812	3,541,531
Interest expense	1,451,927	1,291,208
Remeasurements – actuarial losses (gains) arising from:		
Experience adjustments	697,383	(3,589,795)
Changes in financial assumptions	5,167,530	(3,274,393)
Benefits paid	(1,728,309)	(1,262,302)
Balance at end of year	<u>P 27,462,372</u>	<u>P 19,359,028</u>

The movements in the fair value of plan assets are presented below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 10,303,481	P 9,843,233
Contributions to the plan	5,765,006	1,441,252
Benefits paid	(1,728,309)	(1,262,302)
Interest income	772,761	561,064
Return on plan assets (excluding amounts included in net interest)	(596,236)	(279,766)
Balance at end of year	<u>P 14,516,703</u>	<u>P 10,303,481</u>

The composition of the fair value of plan assets at the end of each reporting period by category and risk characteristics is shown below.

	<u>2019</u>	<u>2018</u>
Cash and cash equivalents	P 2,373,085	P 674,465
Debt securities –		
Corporate bonds	7,053,750	6,440,000
Quoted equity securities –		
Holding firms	5,062,524	3,121,113
Miscellaneous Receivable	<u>28,344</u>	<u>67,903</u>
	<u>P 14,516,703</u>	<u>P 10,303,481</u>

The fair value of the above equity securities (categorized under Level 1) are determined based on quoted market prices in an active market, while the fair value of corporate debt securities (categorized under Level 2) are derived from benchmark government bonds with similar maturities.

The plan assets earned returns of P0.6 in 2019, and P0.3 million in both 2018 and 2017.

Plan assets of the post-employment plan include cash deposits of P0.6 million and P1.6 million maintained in the Bank as of December 31, 2019 and 2018, respectively.

The components of amounts recognized in profit or loss and in other comprehensive income in respect of the defined benefit post-employment plan are as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Reported in profit or loss:</i>			
Current service cost	P 2,514,812	P 3,541,531	P 4,421,032
Net interest expense	<u>679,166</u>	<u>730,144</u>	<u>816,300</u>
	<u>P 3,193,978</u>	<u>P 4,271,675</u>	<u>P 5,237,332</u>
<i>Reported in other comprehensive income (loss):</i>			
Actuarial gains (losses) arising from changes in:			
Experience adjustments	(P 697,383)	P 3,589,795	P 2,577,818
Financial assumptions	(5,167,530)	3,274,393	5,392,187
Return on plan assets (excluding amounts included in net interest expense)	<u>(596,236)</u>	<u>(279,766)</u>	<u>(369,350)</u>
	<u>(P 6,461,149)</u>	<u>P 6,584,422</u>	<u>P 7,600,655</u>

Current service cost is presented in the statements of profit or loss as part of Salaries and Employee Benefits under the Other Operating Expenses account.

The net interest expense is presented in Interest expense on post-employment defined benefit obligation under Other Operating Expenses account (see Note 18.2).

Amounts recognized in other comprehensive income were included within item that will not be reclassified subsequently to profit or loss.

In determining the amounts of the defined benefit post-employment obligation, the following significant actuarial assumptions were used:

	<u>2019</u>	<u>2018</u>
Discount rates	5.29%	7.50%
Expected rate of salary increases	3.70%	3.50%

Assumptions regarding future mortality experience are based on published statistics and mortality tables. The average remaining working lives of an individual retiring at the age of 60 is 25 years.

These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of a zero coupon government bond with terms to maturity approximating to the terms of the retirement obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Retirement Plan*

The plan exposes the Bank to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

(i) *Investment and Interest Risks*

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bond will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments in debt securities and if the return on plan asset falls below this rate, it will create a deficit in the plan. As of end of 2019, the plan investments are 49% placed in corporate debt securities with the remaining assets invested in cash, equity securities and miscellaneous. Due to the long-term nature of the plan obligation, a level of continuing equity investments is still an appropriate element of the Bank's long-term strategy to manage the plan efficiently.

(ii) *Longevity and Salary Risks*

The present value of the defined benefit obligation is calculated by reference to the best estimate of the mortality of the plan participants during their employment, and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(d) *Other Information*

The information on the sensitivity analysis for certain significant actuarial assumptions, the Bank's asset-liability matching strategy, and the timing and uncertainty of future cash flows related to the retirement plan are described below and in the succeeding page..

(i) *Sensitivity Analysis*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the defined benefit obligation as of December 31, 2019 and 2018 are as follows:

	<u>Impact on Post-employment Defined Benefit Obligation</u>		
	<u>Change in Assumption</u>	<u>Increase in Assumption</u>	<u>Decrease in Assumption</u>
<u>December 31, 2019</u>			
Discount rate	+/-1.0 %	(P 2,453,472)	P 3,050,104
Salary growth rate	+/- 2.0 %	6,680,981	(4,451,172)
<u>December 31, 2018</u>			
Discount rate	+/-1.0 %	(P 1,676,592)	P 1,390,484
Salary growth rate	+/-2.0 %	3,644,439	(2,573,650)

The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognized in the statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) *Asset-liability Matching Strategies*

To efficiently manage the retirement plan, the Bank ensures that the investment positions are managed in accordance with its asset-liability matching strategy to ensure that long-term investments are in line with the obligations under the retirement scheme. This strategy aims to match the plan assets to the retirement obligations by investing in long-term fixed interest securities (i.e., government or corporate bonds) with maturities that match the benefit payments as they fall due and in the appropriate currency. The Bank monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the retirement obligations. In view of this, investments are made in reasonably diversified portfolio, such that the failure of any single investment would not have a material impact on the overall level of assets.

A larger portion of the plan assets as of December 31, 2019 and 2018 are invested in corporate debt and equity securities. In view of the long-term nature of the plan obligation, the Bank may re-allocate its plan assets and increase the level of its investments in equity and debt securities. The Bank believes that a combination of corporate debt securities and equity securities offer the best returns over the long term with an acceptable level of risk. Corporate debt securities and equities included in the plan assets are investments in a diversified portfolio of local blue chip entities.

There has been no change in the Bank's strategies to manage its risks from previous periods.

(iii) *Funding Arrangements and Expected Contributions*

The plan is currently underfunded by P12.9 million based on the latest actuarial valuation. While there are no minimum funding requirement in the country, the size of the underfunding may pose a cash flow risk in about ten years' time when a significant number of employees is expected to retire.

The Bank expects to make contribution of P5.3 million to the plan during the next reporting period.

The maturity profile of undiscounted expected benefit payments from the plan follows:

	<u>2019</u>	<u>2018</u>
Within one year	P 3,812,512	P 3,394,978
More than one year to five years	7,646,765	6,241,853
More than five years to ten years	14,673,499	15,075,336
More than 10 years to 15 years	27,338,056	18,833,304
More than 15 years to 20 years	38,224,498	48,480,963
More than 20 years	<u>363,611,693</u>	<u>338,674,679</u>
	<u>P 455,307,023</u>	<u>P 430,701,113</u>

The weighted average duration of the defined benefit obligation at the end of the reporting period is 20 years.

20 CURRENT AND DEFERRED TAXES

The components of tax expense relating to profit or loss and other comprehensive income for the years ended December 31 are as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Reported in the statement of profit or loss:</i>			
Current tax expense:			
Final tax at 20%, 15% and 7.5%	P 5,289,108	P 4,337,642	P 4,284,893
Minimum corporate income tax (MCIT) at 2% – RBU	3,498,918	2,392,314	2,532,460
Regular corporate income tax (RCIT) – FCDU	<u>877,166</u>	<u>894,314</u>	<u>27,862</u>
	9,665,192	7,624,688	6,845,215
Deferred tax income (expense) relating to origination and reversal of temporary differences	<u>(5,174,005)</u>	<u>2,120,064</u>	<u>823,339</u>
	<u>P 4,491,187</u>	<u>P 9,744,752</u>	<u>P 7,668,554</u>

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Reported in the statement of other comprehensive income:</i>			
Deferred tax (income) expense relating to:			
Fair valuation of financial assets at FVOCI (AFS securities in 2017)	(P 441,429)	(P 464,741)	P 558,695
Remeasurement of defined benefit post-employment plan	<u>-</u>	<u>1,975,327</u>	<u>2,280,196</u>
	<u>(P 441,429)</u>	<u>P 1,510,586</u>	<u>P 2,838,891</u>

A reconciliation of tax on pretax loss computed at the applicable statutory rates to tax expense reported in the statements of profit or loss follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Tax on pretax loss at 30%	(P 5,475,310)	(P 9,414,446)	(P 23,815,620)
Adjustments for income subjected to lower income tax rates	(3,139,933)	(7,860,313)	(2,177,962)
Tax effects of:			
Unrecognized deferred tax assets	10,812,938	23,909,540	34,549,342
Non-deductible interests and other expenses	3,582,745	4,963,884	3,728,996
Tax exempt income	(583,755)	(1,928,587)	(4,383,890)
Non-taxable income	<u>(705,406)</u>	<u>74,674</u>	<u>(232,312)</u>
	<u>P 4,491,187</u>	<u>P 9,744,752</u>	<u>P 7,668,554</u>

The net deferred tax assets presented under Other Resources account as of December 31 relate to the following (see Notes 13 and 16):

	<u>2019</u>	<u>2018</u>
Deferred tax assets:		
Lease liability	P 22,145,605	P -
Allowance for impairment	8,026,146	8,026,146
Defined benefit post-employment obligation	2,716,663	2,716,663
Accrued rent under PAS 17	<u>-</u>	<u>203,810</u>
	<u>32,888,414</u>	<u>10,946,619</u>
Deferred tax liabilities:		
Right-of-use assets	(21,941,795)	-
Fair value gains on financial assets at FVOCI	(1,329,400)	(1,770,829)
Profit on assets sold under installment method	<u>-</u>	<u>(5,714,005)</u>
	<u>(23,271,195)</u>	<u>(6,944,833)</u>
Net deferred tax assets	<u>P 9,617,219</u>	<u>P 4,001,785</u>

Deferred tax expense (income) charged to profit or loss and other comprehensive income for the years ended December 31 are as follows.

	Profit or Loss			Other Comprehensive Income		
	2019	2018	2017	2019	2018	2017
Lease liability	P 22,145,605	P -	P -	P -	P -	P -
Right-of-use assets	(21,941,795)	-	-	-	-	-
Profit on assets sold under installment method	5,174,005	1,300,876	(1,296,218)	-	-	-
Accrued rent under PAS 17	(203,810)	(1,617,684)	(1,564,117)	-	-	-
Defined benefit post-employment obligation	-	(849,126)	2,989,194	-	1,975,327	2,280,196
Past-service cost amortization	-	50,630	94,480	-	-	-
Allowance for impairment	-	-	600,000	-	-	-
Fair value gains on financial assets at FVOCI (AFS securities in 2017)	-	-	-	(441,429)	(464,741)	558,695
Net deferred tax expense (income)	<u>(P 5,174,005)</u>	<u>P 2,120,064</u>	<u>P 823,339</u>	<u>(P 441,429)</u>	<u>P 1,510,586</u>	<u>P 2,838,891</u>

The Bank is subject to the MCIT, which is computed at 2% of gross income, as defined under the tax regulations, or RCIT, whichever is higher. For the years ended December 31, 2019, 2018 and 2017, the Bank is liable for MCIT of P3.5 million, P2.4 million and P2.5 million, respectively since it is in taxable loss position in those years.

Based on the financial and operating forecasts of the Bank, management believes that it may not be able to generate taxable income in the near future, enough to utilize in full the benefits of certain temporary differences, MCIT and net operating loss carry over (NOLCO) after it has applied the remaining and available MCIT and NOLCO incurred in prior years. Accordingly, the Bank has not recognized the corresponding deferred tax assets as of December 31, 2019 and 2018 as follows:

	2019		2018	
	Tax Base	Tax Effect	Tax Base	Tax Effect
NOLCO	P 194,966,008	P 58,489,802	P 239,578,148	P 71,873,444
Allowance for impairment	81,021,063	24,306,319	71,800,280	21,540,085
MCIT	<u>8,424,110</u>	<u>8,424,110</u>	<u>7,039,897</u>	<u>7,039,897</u>
	<u>P 284,411,181</u>	<u>P 91,220,231</u>	<u>P 318,418,325</u>	<u>P 100,453,426</u>

The details of the Bank's MCIT and the period until which they can be applied against RCIT are as follows:

Year Incurred	Amount	Expired	Balance	Year of Expiry
2019	P 3,498,918	P -	P 3,498,918	2022
2018	2,392,732	-	2,392,732	2021
2017	2,532,460	-	2,532,460	2020
2016	<u>2,114,705</u>	<u>(2,114,705)</u>	<u>-</u>	
	<u>P 10,538,815</u>	<u>(P 2,114,705)</u>	<u>P 8,424,110</u>	

The breakdown of NOLCO, which can be claimed as deduction from future taxable income within three years from the year the taxable loss was incurred, is shown below.

Year Incurred	Original Amount	Expired	Remaining Balance	Year of Expiry
2019	P 34,821,669	P -	P 34,821,669	2022
2018	94,462,733	-	94,462,733	2021
2017	65,681,606	-	65,681,606	2020
2016	<u>79,433,809</u>	<u>(79,433,809)</u>	<u>-</u>	
	<u>P 274,399,817</u>	<u>(P 79,433,809)</u>	<u>P 194,966,008</u>	

The Bank claimed itemized deductions in all years presented.

21 TRUST OPERATIONS

Investments amounting to P1.4 billion and P1.3 billion held by the Bank as of December 31, 2019 and 2018, respectively, in fiduciary or agency capacity (for a fee) for its customers are not included in the statements of financial position since these are not resources of the Bank (see Note 25.3).

In compliance with the requirements of the General Banking Act relative to the Bank's trust functions:

- (a) Investment in government securities of P10.0 million deposited with BSP as security for the Bank's faithful compliance with its fiduciary obligations (see Note 10); and,
- (b) A certain percentage of the Bank's trust income is transferred to surplus reserve. This yearly transfer is required until the surplus reserve for trust function is equivalent to 20% of the Bank's regulatory capital. As of December 31, 2019, 2018 and 2017, the reserve for trust operations amounted to P3.5 million, P2.6 million and P1.9 million, respectively, and is shown as Surplus Reserves in the statements of changes in equity.

Income from trust operations, net of the related expenses amounted to P9.5 million, P6.4 million and P4.6 million for the years ended December 31, 2019, 2018 and 2017, respectively, and are shown as part of Miscellaneous Income in the statements of profit or loss (see Note 18.1).

22 RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Bank enters into varying transactions with its related parties, certain directors, officers, stockholders, and related interests (DOSRI), and with its funded retirement plan.

The summary of the Bank's significant transactions and the related outstanding balances with DOSRI and other related parties as of and for the years ended December 31, 2019 and 2018 are as follows (in thousands):

Related Party Category	Notes	Amounts of Transaction			Outstanding Balance	
		2019	2018	2017	2019	2018
Stockholders:	22.2					
Deposit liabilities		P 7,863	P 6,216	P 5,308	P 9,546	P 534
Interest expense		27	36	290	-	36
Related Parties Under Common Ownership:						
Lease transactions						
Right-of-use assets	22.4	55,078	-	-	55,078	-
Lease liabilities	22.4	59,028	-	-	59,028	-
Depreciation expense	22.4	11,805	-	-	-	-
Interest expense	22.4	5,329	-	-	-	-
Rent expense	22.4	2,586	15,652	13,186	2	15,652
Rent income	22.4	1,055	1,152	1,734	-	1,152
Loans and receivables	22.1	18,000	18,913	16,108	14,636	15,574
Security Services		17,162	16,056	-	1	16,056
Insurance expense	22.5	8,456	10,667	27,017	-	10,667
Deposit liabilities	22.2, 22.3	7,159	981,297	572,526	1,288,682	1,348,428
Medical, dental and hospitalization	22.6	3,418	1,734	2,026	-	1,734
Interest income	22.1	1,887	2,052	1,744	1,887	2,052
Interest expense	22.2	1,515	1,844	815	-	-

Related Party Category	Notes	Amounts of Transaction			Outstanding Balance	
		2019	2018	2017	2019	2018
Officers and Employees:						
Loans and receivables	22.1	P 3,462	P 4,498	P 2,805	P 4,167	P 3,404
Deposit liabilities	22.2	987	562	2,427	2,871	260
Interest expense	22.2	1	173	10	-	173
Key Management Personnel –						
Compensation	22.7	13,545	12,124	12,269	-	-

All of the Bank's loans and receivables from related parties have been reviewed for indications of impairment. Based on management's assessment, no impairment losses are required to be recognized on these financial assets at the end of each reporting period.

22.1 Loans to Related Parties/DOSRI

Under existing policies of the Bank, these loans are made equally with the same terms as loans granted to other individuals and businesses of comparable risks. The General Banking Act and BSP regulations limit the amount of the loans granted by a bank to a single borrower to 25% of equity. The amount of individual loans to DOSRI, of which 70% must be secured, should not exceed the amount of the unencumbered deposit and book value of the investment in the Bank. Generally, aggregate loans to DOSRI should not exceed the total equity or 15% of the total loan portfolio (net of loans secured by hold-out on deposits) of the Bank, whichever is lower.

DOSRI loans bear annual interest rates of 12.50%, 8.13% to 19.30%, and 11.08% to 19.30% in 2019, 2018 and 2017, respectively. Existing loans are secured and are payable within 11 years.

Total loan releases and collections in 2019 amounted to P3.46 million and P2.95 million, respectively. In 2018, loan releases and collections amounted to P3.3 million and P3.4 million, respectively.

22.2 Deposit Liabilities to Related Parties/DOSRI

As of December 31, 2019 and 2018, deposit liabilities to related parties amount to P1.3 billion and P1.4 billion, respectively. In 2015, P300.0 million of such deposits are being held by the Bank as collateral against loans and receivables from related parties. The hold-out deposit was released and the related loans and receivables was paid in 2016. The related interest expense incurred by the Bank from these deposits amounted to P1.5 million in 2019, and P2.1 million in 2018.

22.3 Transactions with the Retirement Plan

The Bank's retirement fund for its defined benefit post-employment plan maintained for qualified employees, is administered and managed by the Bank's Trust Department under a trust agreement. The carrying amount and the composition of the plan assets as of December 31, 2019 and 2018 is disclosed in Note 19.2.

Total deposits of the retirement fund to the Bank amounted to P0.04 million as of December 31, 2018 (nil in 2019).

Equity securities of the retirement fund consist of investments in corporations listed in the PSE, which includes P0.02 million and P0.4 million investments in the shares of stock of the Bank as of December 31, 2019 and 2018, while debt securities is composed of investments in corporate bonds.

The retirement fund neither provides any guarantee or surety for any obligation of the Bank nor its investments in the Bank's shares of stock covered by any restriction and liens.

The contributions made by the Bank to the retirement plan amounted to P5.8 million and P1.4 million in 2019 and 2018, respectively (see Note 19.2).

22.4 Lease Transactions

The Bank, as a lessee, has lease agreements with related parties under common ownership (see Note 24.1). In relation to these lease agreements, the Bank made certain security deposits totaling P7.7 million and P7.8 million as of December 31, 2019 and 2018, respectively, and are presented as part of Other Resources account in the statements of financial position (see Note 14). Rent expense arising from these leases are presented as part of Occupancy in the statements of profit or loss.

Under PFRS 16, the Bank, as a lessee, recognized right-of-use assets related to lease of space from related parties amounting to P55.1 million as of December 31, 2019, which is presented as part of Bank Premises, Furniture, Fixtures and Equipment (see Note 12). Amortization of the right-of-use assets arising from this transaction amounting to P11.8 million is presented as part of Depreciation and amortization under Other Expenses in 2019 statement of profit or loss. Total interest expense on lease liability amounting to P5.3 million is included as part of Others under Interest expense in the 2019 statement of profit or loss. Outstanding balance arising from these transactions amounted to P59.0 million as of December 31, 2019 and is included as part of Lease liabilities under Other Liabilities (see Note 16). The expenses relating to short-term leases amounted to P2.5 million as part of Occupancy under Other Operating Expenses account in the 2019 statement of profit or loss.

The Bank also has lease agreements for the lease of its investment properties to certain related parties under common ownership. Rent income recognized on these leases are presented as Rental income under Miscellaneous Income account in the statements of profit or loss (see Notes 13, 18.1 and 24.2).

Lease agreements with related parties are either subject to fixed rental rate or 5% to 10% escalation rates. These are generally settled through cash payments with no interest charged on the outstanding balance, if any, at the end of each reporting period.

22.5 Insurance Expense

The Bank is covered by life and non-life insurance policies provided by its related parties under common ownership. These include group life insurance, fidelity insurance, money, securities and payroll robbery insurance, and commercial general liability. The related insurance expense incurred by the Bank is presented as part of Insurance in the statements of profit or loss. No related outstanding liability as of December 31, 2019 and 2018.

22.6 Medical, Dental and Hospitalization

The Bank has an existing agreement with a related party under common ownership to provide comprehensive health care for its employees. The related expense incurred by the Bank under this agreement is presented as part of Salaries and Employee Benefit Expense in the statements of profit or loss. No related outstanding liability as of December 31, 2019 and 2018.

22.7 Key Management Personnel Compensation

The compensation provided to key management personnel is broken down as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Short-term employee benefits	P 12,812,242	P 11,359,742	P 10,516,595
Post-employment benefits	<u>722,678</u>	<u>764,682</u>	<u>1,752,766</u>
	<u>P 13,534,920</u>	<u>P 12,124,424</u>	<u>P 12,269,361</u>

23 LOSSES PER SHARE

Losses per share is computed as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Net loss	(P 22,742,221)	(P 41,126,237)	(P 87,053,953)
Divided by the weighted average number of outstanding common shares	<u>1,000,000,000</u>	<u>99,998,000</u>	<u>72,764,998</u>
Loss per share	(P <u>0.23</u>)	(P <u>0.41</u>)	(P <u>1.20</u>)

The Bank has no potentially dilutive shares (i.e., options, warrants, convertible instruments, contingently issuable shares if the conditions are satisfied, etc.); hence, no information on diluted loss per share is presented as it is the same with the basic loss per share.

24 COMMITMENTS AND CONTINGENCIES

24.1 Operating Lease Commitments – Bank as Lessee (2018)

The Bank leases the premises where some of its branches and extension offices are situated for a period of one to ten years, renewable upon mutual agreement between the parties and with terms of one to seven years (see Note 22.4). These leases are accounted for as operating leases which either require fixed rental rate over the term of the lease or with stipulated annual escalation rate of 5% to 10%.

As of December 31, 2018, future minimum rental payments under these operating leases contracts are as follows:

Within one year	P 23,442,300
After one year but not more than five years	56,868,814
More than five years	<u>39,871,144</u>
	<u>P 120,182,258</u>

The Bank's total rent expense (shown as Occupancy account in the statements of profit or loss) amounted to P36.4 million and P30.1 million in 2018 and 2017, respectively.

24.2 Operating Lease Commitments – Bank as Lessor

The Bank is a lessor under non-cancellable operating lease agreements for the lease of its certain investment properties. The leases have terms of five to ten years, with renewal options, and include annual escalation rate of 5% to 10%. The future minimum lease payments under these non-cancellable operating leases are as follows as of December 31, 2018:

Within one year	P	767,402
After one year but not more than five years		<u>306,741</u>
	P	<u>1,704,143</u>

The total rent income on investment properties amounted to P1.1 million, P1.0 million and P1.5 million in 2019, 2018 and 2017, respectively, and is presented as Rental income under Miscellaneous in the statements of profit or loss (see Notes 13, 18.1 and 22.4).

24.3 Others

In the normal course of the Bank's operations, there are other outstanding commitments and contingent liabilities such as guarantees and commitments to extend credit, which are not reflected in the financial statements. Management believes that as of December 31, 2019, losses, if any, which may arise from these commitments and contingencies will not have a material effect on the Bank's financial statements.

25 NOTES TO STATEMENTS OF CASH FLOWS

The following information supplement those presented in the statements of cash flows for the periods presented with respect to the Bank's non-cash operating and investing activities:

	Notes	2019	2018	2017
Settlement of loans receivable arising from property/jewelry foreclosures	13, 14	P 135,819,311	P 61,903,186	P 55,675,286
Unrealized fair value losses on FVOCI securities	10	(10,597,245)	(2,750,871)	(3,198,379)

For statements of cash flows purposes, the amount of due from other banks as of December 31, 2019 and 2018 considered as cash and cash equivalents follows:

	Note	2019	2018
Due from other banks	8	P 330,266,336	P 519,773,239
Due from other banks not considered as cash and cash equivalents	8	(77,715,800)	(77,715,800)
		<u>P 252,550,536</u>	<u>P 442,057,439</u>

26 EVENT AFTER THE REPORTING PERIOD

26.1 Novel strain of corona virus (COVID-19)

In December 2019, COVID-19 was reported to have surfaced in China. The World Health Organization has declared the outbreak as a ‘public health emergency of international concern’. COVID-19 started to become widespread in the Philippines in early March 2020 causing the government to declare the country in a state of public health emergency followed by implementation of enhanced quarantine and social distancing measures and restrictions within the Luzon area with other cities and provinces in the country enacting similar measures thereafter. This resulted in a wide-ranging business interruption such as disrupting supply chains and affecting production and sales across a range of industries.

The Bank has determined that these events are non-adjusting subsequent events. Accordingly, such events had no effect on the Bank’s financial statements as of and for the year ended December 31, 2019.

The Bank in compliance with the BSP Memorandum No. 2020 – 017, *Implementing Rules and Regulations (IRR) of Section 4(aa) of Republic Act No. 11469, Otherwise Known as the “Bayanihan to Heal As One Act”*, implemented a 30-day grace period to all loans with principal and/or interest falling due within the ECQ period, without incurring interest on interest, penalties, fees and other charges. The 30-day grace period shall apply to each loan of individuals and entities with multiple loans. The accrued interest for the 30-day grace period may be paid by the borrower on staggered basis over the remaining life of the loan. Nonetheless, this shall not preclude the borrower from paying the accrued interest in full on the new due date.

On April 30, 2020, President Rodrigo R. Duterte, through Executive Order No. 112, has approved Resolution No. 30 of the Inter-Agency Task Force IATF for the Management of Emerging Infectious Disease containing the omnibus guidelines for the implementation of ECQ and general community quarantine (GCQ) for the period May 1 to May 15, 2020 that will apply to all regions, provinces, cities, or areas placed under ECQ or GCQ to prevent the spread of COVID-19. Such extension was transformed into a Modified Enhanced Community Quarantine initially until May 31, 2020.

In order for the Bank to fully adapt to the new normal, management plans to pursue digitalization initiatives, streamline and/or restructure business operations and introduce new products and services suitable to the new normal.

During the ECQ, the Bank’s new loan releases are only limited to existing borrowers. This has resulted in a minimal increase in the total loan portfolio of the Bank by P5.2 million or 0.3% as of May 31, 2020 as compared to the Bank’s loan portfolio as of December 31, 2019. Past due loans increased by P182.6 million or 106.2% as of May 31, 2020 from P171.9 million as of December 31, 2019 to P354.4 million (95% are classified as secured) as of May 31, 2020. The increase in past due loans mostly arises from the type of loans which are identified by the Bank as greatly affected by the COVID-19 pandemic including loans to individuals for housing purposes, for consumption purposes, for other purposes, and loans to small and medium-sized enterprise.

The Bank did not experience massive withdrawals from its depositors. Total deposit liabilities only declined by P162.2 million or 4.9% as of May 31, 2020 as compared to the balance as of December 31, 2019. The branches continue to maintain reasonable amount in the cash in vault to sustain regular withdrawals. The Bank, likewise, has maintained an ample amount of liquidity buffer in its account with the BSP. The Bank is expecting that the full impact of the pandemic on their borrowers will be felt after the government-imposed quarantine period.

Liquidity position remains to be stable. Depositor withdrawal is expected to be at normal levels. The Bank anticipates lower collection due to limited loan releases and affected capacity of certain borrowers to pay. Liquidity ratios are still forecasted to be compliant with the minimum required by the BSP.

The Bank's expect that the CAR will remain stable and comply with its minimum requirement of 10%.

The Bank's assessment will further depend on certain developments, including the duration and spread of the outbreak, impact on Bank's customers, employees, and the accessibility and effectiveness of government support programs.

26.2 Execution of Subscription Agreement with Stockholders

On May 28, 2019, the stockholders approved the Bank's increased in authorized capital stock amounting to P500.0 million. Also, in addition to the cash infusion from existing stockholder amounting to P3.2 million in 2018 which was recognized as Deposit for future stock subscription as part of Other Liabilities as of December 31, 2019 and 2018, the Bank received additional cash infusion amounting to P496.8 million on July 13, 2020 from certain existing stockholders. Also, on July 13, 2020, the Bank and certain existing stockholders executed the relevant subscription agreements to fully subscribed the related increase in the Bank's authorized capital stock (see Note 17.4).

27 OTHER INFORMATION REQUIRED BY THE SECURITIES AND EXCHANGE COMMISSION

Republic Act (RA) No. 11232, *An Act Providing for the Revised Corporation Code of the Philippines* (the Revised Corporation Code) took effect on March 8, 2019. The new provisions of the Revised Corporation Code or any amendments thereof have no significant impact to the Company's financial statements.

28 SUPPLEMENTARY INFORMATION REQUIRED BY THE BSP

Presented below are the supplementary information required by the BSP under Section 174 (Appendix 55) of the BSP Manual of Regulations for Banks (MORB) to be disclosed as part of the notes to financial statements based on BSP Circular 1074, *Amendments to Regulations on Financial Audit of Banks*.

(a) Selected Financial Performance Indicators

The following are some indicators of the Bank's financial performance.

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Return on average capital			
<u>Net profit</u>	-3.52%	-6.19%	-12.57%
Average total capital accounts			
Return on average resources			
<u>Net profit</u>	-0.58%	-1.03%	-2.09%
Average total resources			
Net interest margin			
<u>Net interest income</u>	6.09%	6.82%	6.18%
Average interest earning resources			

(b) Capital Instruments Issued

As of December 31, 2019, the Bank has capital instruments considered in the computation of the Bank's regulatory and qualifying capital in accordance with Circular 781, *Basel III Implementing Guidelines on Minimum Capital Requirements*, which may include, instruments recorded as part of equity or a financial liability qualifying as Tier 2. As of December 31, 2019, the Bank's equity amounted to P635.8 million. The Bank is yet to comply the revised capitalization requirement of P1.0 billion as mandated by the BSP Circular No. 854.

(c) Significant Credit Exposures for Loans

The Bank's concentration of credit as to industry for its receivables from customers gross of allowance for ECL follows (amounts in thousands):

	<u>2019</u>		<u>2018</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
Real estate, renting and other related activities	P 1,104,130	47.58%	P 847,920	43.60%
Other community, social and personal activities	165,226	7.12%	378,418	19.46%
Consumption	277,880	11.98%	261,363	13.44%
Wholesale and retail trade	142,393	6.14%	200,321	10.30%
Agriculture, forestry and fishing	55,365	2.39%	35,252	1.81%
Manufacturing (various industries)	32,472	1.40%	37,481	1.93%
Financial intermediaries	-	0.00%	5,000	0.26%
Others	<u>542,853</u>	<u>23.39%</u>	<u>178,917</u>	<u>9.20%</u>
	<u>P 2,320,319</u>	<u>100%</u>	<u>P 1,944,672</u>	<u>100%</u>

The BSP considers that loan concentration exists when the total loan exposure to a particular industry exceeds 30% of the total loan portfolio plus the outstanding interbank loans receivable or 10% of Tier 1 capital.

(d) *Credit Status of Loans*

The breakdown of receivable from customers as to status is shown below (in thousands).

	<u>2019</u>		
	<u>Performing</u>	<u>Non-performing</u>	<u>Total Loan Portfolio</u>
Gross carrying amount:			
Corporate	P 900,562	P 83,538	P 984,100
Individual	314,307	60,443	374,750
CTS	329,001	-	329,001
Housing	154,317	3,839	158,156
Auto Loan	22,484	11,905	34,389
Salary	10,343	6,037	16,380
Others	<u>422,312</u>	<u>1,231</u>	<u>423,543</u>
	2,153,326	166,993	2,320,319
Allowance for ECL	(9,443)	(79,604)	(89,047)
Net carrying amount	<u>P 2,143,883</u>	<u>P 87,389</u>	<u>P 2,231,272</u>
	<u>2018</u>		
	<u>Performing</u>	<u>Non-performing</u>	<u>Total Loan Portfolio</u>
Gross carrying amount:			
Corporate	P 705,160	P 47,827	P 752,987
Individual	291,186	8,747	299,933
CTS	254,990	-	254,990
Housing	158,424	7,971	166,395
Auto Loan	33,515	17,501	51,016
Salary	8,444	6,110	14,554
Consumer	<u>376,185</u>	<u>28,612</u>	<u>404,797</u>
	1,827,904	116,768	1,944,572
Allowance for ECL	(42,560)	(57,009)	(99,569)
Net carrying amount	<u>P 1,785,344</u>	<u>P 59,759</u>	<u>P 1,845,103</u>

As at December 31, 2019 and 2018, the nonperforming loans (NPLs) not fully covered by allowance for credit losses follow:

	<u>2019</u>	<u>2018</u>
Gross NPLs	P 166,993	P 116,768
NPLs fully covered by allowance for impairment	(79,604)	(57,009)
	<u>P 87,389</u>	<u>P 59,759</u>

(e) *Analysis of Loan Portfolio as to Type of Security*

The breakdown of total receivables from customers as to secured and unsecured and the type of security for secured accounts is presented below:

	<u>2019</u>	<u>2018</u>
Secured:		
Real estate mortgage	P1,730,643,563	P1,377,059,011
Chattel mortgage	33,716,546	57,341,425
Hold-out deposit	44,103,200	12,600,855
Jewelries	201,437,050	204,188,700
Others	<u>98,733,245</u>	<u>145,450,578</u>
	2,108,633,604	1,796,640,569
Unsecured	<u>49,550,220</u>	<u>20,871,744</u>
	<u>P2,158,183,824</u>	<u>P1,817,512,313</u>

(f) *Information on Related Party Loans*

In the ordinary course of business, the Bank has loan transactions with each other, their other affiliates, and with certain DOSRI. Under existing policies of the Bank, these loans are made substantially on the same terms as loans to other individuals and businesses of comparable risks.

Under the current BSP regulations, the amount of individual loans to a DOSRI, 70% of which must be secured, should not exceed the amount of the encumbered deposit and book value of the investment in the Bank and/or any of its lending and nonbank financial subsidiaries. In the aggregate, loans to DOSRIs, generally, should not exceed the total equity or 15% of the total loan portfolio of the Bank. However, non-risk loans are excluded in both individual and aggregate ceiling computation.

The following table shows the information relating to the loans, other credit accommodations and guarantees granted to DOSRI as of December 31 in accordance with BSP reporting guidelines (amounts in thousands):

	<u>DOSRI Loans</u>		<u>Related Party Loans (inclusive of DOSRI)</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Total outstanding loans	P 14,636	P 15,574	P 14,636	P 15,574
% of loans to total loan portfolio	0.66%	0.86%	0.15%	0.86%%
% of unsecured loans to total DOSRI/related party loans	-	-	-	-
% of past due loans to total DOSRI/related party loans	-	-	-	-
% of non-performing loans to total DOSRI/related party loans	-	-	-	-

Secured DOSRI loans are collateralized by hold-out on deposits and are payable within three months to five years.

(g) *Secured Liabilities and Assets Pledged as Security*

As at December 31, 2019 and 2018, the Bank has no secured liabilities and assets pledged as security.

(h) *Contingencies and Commitments Arising from Off-balance Sheet Items*

The summary of the Bank's commitments and contingent accounts arising from transactions not given recognition in the statements of financial position, expressed at their equivalent peso contractual amounts as of December 31, 2019 and 2018 are as follows:

	<u>Note</u>	<u>2019</u>	<u>2018</u>
Trust department accounts	21	P1,357,294,801	P1,286,183,310
Commitments		45,000,000	106,047,027
Others		1,541,433	1,471,950

29 SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE

The following supplementary information on to be disclosed as part of the notes to financial statements. This supplementary information is not a required disclosure under PFRS. All information are presented in their absolute amounts.

On taxes, duties and license fees paid or accrued during the taxable year required under RR No. 15-2010:

(a) *Gross Receipts Tax (GRT)*

In lieu of value-added taxes, the Bank is subject to the GRT imposed on all banks and non-bank financial intermediaries pursuant to Sections 121 of the amended Tax Code.

In 2019, the Bank reported total GRT amounting to P7,853,128, which is shown as part of Taxes and Licenses account in the 2019 statement of profit or loss [see Note 27(f)].

(b) *Documentary Stamp Tax (DST)*

The Bank is enrolled under the Electronic DST System. In general, the Bank's DST transactions arise from the execution of debt instruments, security documents, and bills of exchange.

For the year ended December 31, 2019, DST affixed amounted to P17.16 representing documentary stamps imposed mainly on debt instruments documents issued during the year, of which P8.78 million were charged to the Banks's clients, hence, not reported as part of Taxes and Licenses in the 2019 statement of profit or loss [see Note 29(f)].

(c) *Customs Duties and Tariff Taxes*

The Bank has not paid or accrued any customs duties and tariff fees as it has no importation for the year ended December 31, 2019.

(d) *Excise Tax*

The Bank did not have any transaction in 2019 which is subject to excise tax.

(e) *Withholding Taxes*

The details of total withholding taxes for the year ended December 31, 2019 are shown below.

Compensation and employee benefits	P	2,279,201
Final		7,776,003
Expanded		<u>2,626,564</u>
	P	<u>12,681,768</u>

(f) *Taxes and Licenses*

The details of Taxes and Licenses account shown in the 2019 statement of profit or loss follows:

	<u>Note</u>	
GRT	27(a)	P 7,853,128
DST	27(b)	8,384,764
Local taxes and business permits		2,357,010
Real property taxes		<u>699,833</u>
		<u>P 19,294,735</u>

(g) *Deficiency Tax Assessments and Tax Cases*

As of December 31, 2019, the Bank does not have any final deficiency tax assessment from the BIR nor does it have tax cases outstanding or pending in courts or bodies outside of the BIR in any of the open taxable years.

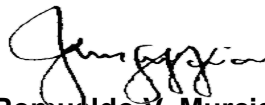
Report of Independent Auditors to Accompany Supplementary Information Required by the Securities and Exchange Commission Filed Separately from the Basic Financial Statements

Punongbayan & Araullo
20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines
T +63 2 8988 22 88

The Board of Directors and the Stockholders
Citystate Savings Bank, Inc.
2nd Floor, Citystate Centre
709 Shaw Boulevard, Pasig City

We have audited the financial statements of Citystate Savings Bank, Inc. for the year ended December 31, 2019, on which we have rendered our report dated July 27, 2020. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of Revised Securities Regulation Code Rule 68, and is not a required part of the basic financial statements prepared in accordance with Philippine Financial Reporting Standards. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PUNONGBAYAN & ARAULLO



By: Romualdo V. Murcia III
Partner

CPA Reg. No. 0095626
TIN 906-174-059
PTR No. 8116550, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 0628-AR-4 (until Sept. 4, 2022)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002511-022-2019 (until Sept. 4, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

July 27, 2020

CITYSTATE SAVINGS BANK, INC.
List of Supplementary Information
December 31, 2019

<u>Schedule</u>	<u>Content</u>	<u>Page No.</u>
Schedules Required under Annex 68-J of the Revised Securities Regulation Code Rule 68		
A	Financial Assets	1
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	2
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	*
D	Long-term Debt	*
E	Indebtedness to Related Parties (Long-term Loans from Related Companies)	*
F	Guarantees of Securities of Other Issuers	*
G	Capital Stock	3
Other Required Information		
	Reconciliation of Retained Earnings Available for Dividend Declaration	4
	Map Showing the Relationship Between the Company and its Related Entities	5

** These schedules and supplementary information are not included as these are not applicable to Citystate Savings Bank, Inc.*

CITYSTATE SAVINGS BANK, INC.
SEC Released Amended SRC Rule 68
Schedule A - Financial Assets
December 31, 2019
(Amounts in Philippine Pesos)

Name of Issuing Entity & Association	Face Value	Amounts Shown on Balance Sheet	Value based on Market	
			Quotation at end of Reporting Period	Income Received & Accrual
A: GOVERNMENT SECURITIES:				
<i>NATIONAL GOVERNMENT:</i>				
<i>Bureau Of Treasury</i>				
Retail Treasury Bond (3-8)	20,000,000.00			212,500.00
Retail Treasury Bond (3-9)	20,000,000.00			208,541.66
Retail Treasury Bond (5-11)	30,000,000.00			331,458.34
FMIC PIBD0721C574	10,000,000.00	9,980,376.12	10,036,580.87	353,572.68
FMIC PIBD0721C574	10,000,000.00	9,994,638.21	10,050,923.43	472,173.50
FMIC PIBL1218D090	10,000,000.00			(113,773.05)
FMIC PIBL1218H249	5,000,000.00			232,414.71
FMIC PIBL121B038	20,000,000.00			(152,950.94)
FMIC ISIN PIBL1219B054	25,000,000.00	24,874,543.21	24,906,922.21	1,254,144.91
FMIC ISIN PIBL1219D141	10,000,000.00	9,872,755.25	9,885,606.54	358,798.48
FMIC ISIN PIBL1219F229	938,525.00	920,808.25	922,006.86	28,145.60
FMIC ISIN PIBL1219F229	2,561,475.00	2,513,493.93	2,516,765.73	76,150.09
FMIC ISIN PIBL1219G273	5,000,000.00	4,891,676.23	4,898,043.68	101,956.33
<i>LGU:</i>				
INFANTA WATER BOND-DBP	50,000,000.00	11,644,288.66		1,075,446.80
<i>BANKS:</i>				
METROBANK LTNCD	20,000,000.00	20,191,419.88	20,191,419.88	810,451.39
BPI CAPITAL FIXED RATE BONDS	50,000,000.00	50,355,411.15	50,355,411.15	3,389,059.72
<i>PRIVATE CORPORATIONS:</i>				
PETRON CORPORATION	29,000,000.00	29,027,709.91	29,027,709.91	1,325,921.57
DOUBLE DRAGON PROP. CORP (FIXED	44,300,000.00	43,063,646.21	43,063,646.21	2,756,797.99
GT CAPITAL HOLDINGS INC.				
SERIES A	1,690,000.00	1,673,100.00	1,673,100.00	78,680.02
SERIES B	7,500,000.00	7,500,000.00	7,500,000.00	384,240.40
SAN MIGUEL CORP				
SUBSERIES 2D	11,418,750.00	11,418,750.00	11,418,750.00	690,073.43
SUBSERIES 2E	13,306,500.00	13,661,340.00	13,661,340.00	860,576.35
SUBSERIES 2F	10,336,500.00	10,446,756.00	10,446,756.00	766,170.80
SUBSERIES 2H	72,000,000.00	72,048,000.00	72,048,000.00	4,589,917.20
DOUBLE DRAGON PROPERTIES CORP	10,569,000.00	10,621,845.00	10,621,845.00	711,532.93
HBC, INC.	50,000,000.00			1,937,500.00
<i>CLUB SHARES:</i>				
WACK-WACK Country Club and Golf Course		37,000,000.00	37,000,000.00	
Forest Hills Country Club		50,000.00	50,000.00	
	538,620,750.00	381,750,558.01	370,274,827.47	22,739,500.91

CITYSTATE SAVINGS BANK, INC.

Schedule B - Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

December 31, 2019

Name and Designation of Debtor	Balance at beginning of period	Additions	Deductions		Ending Balance		Balance at the end of period
			Amounts collected	Amounts written-off	Current	Not current	
<i>Due from Related Parties (Loans & Discounts)</i>							
Eternal Gardens	15,266,128.94		629,716.06		14,636,412.88		14,636,412.88
Cabangon, Cecilia	308,070.55		308,070.55		-		-
<i>Advances to Officers & Employees</i>							
Salary Loan Employees (Officers)	3,403,920.01	3,461,724.02	2,698,289.42		4,167,354.61		4,167,354.61
<i>Sub-total</i>	<i>18,978,119.50</i>	<i>3,461,724.02</i>	<i>3,636,076.03</i>	<i>-</i>	<i>18,803,767.49</i>	<i>-</i>	<i>18,803,767.49</i>
FORTUNE GEN INSURANCE	282,189.94	36,219.46	282,189.94	-	36,219.46		36,219.46
FORTUNE LIFE	120,735.40	24,109.37	120,735.40		24,109.37		24,109.37
ALC FORTUNE CORP		158,418.65			158,418.65		158,418.65
THREE FROGS REALTY	358,861.41				358,861.41		358,861.41
FERMIN VENTURA	0.30		0.30		-		-
RENATO BULAON	19,689.38		19,689.38		-		-
ANNABELL DE LEON	5,000.00		5,000.00		-		-
JOSE TABUZO	2,500.00		2,500.00		-		-
MILA CURAN	21,000.00		21,000.00		-		-
MARIANNCE CRUZ	28,200.00	20,500.00	28,200.00		20,500.00		20,500.00
SHARON ENRIQUEZ	96,200.00	190,606.40	96,200.00		190,606.40		190,606.40
ROCHELLE JINAYON	46,200.00	54,812.16	46,200.00		54,812.16		54,812.16
MELANIE DAKIS	16,759.44		16,759.44		-		-
BEVERLY VILLANUEVA	1,000.00	1,000.00	1,000.00		1,000.00		1,000.00
ALLANFRED REDIDO	65,342.00	1,500.00	65,342.00		1,500.00		1,500.00
BALTAZAR BAUTISTA		14,827.95			14,827.95		14,827.95
FREDA BARTOLOME - RINGOR		3,966,000.00			3,966,000.00		3,966,000.00
ROMMEL ESPERO		7,765.00			7,765.00		7,765.00
DARICE TAMAYO		12,500.00			12,500.00		12,500.00
MARY ANN MANALASTAS		119,527.80			119,527.80		119,527.80
MARTIN JERRY MACHADO		9,305.56			9,305.56		9,305.56
ROMALIA AGUILAR		126.22			126.22		126.22
JOSE MAMAUAG		667.77			667.77		667.77
EDILBERTO TUAZON		403.21			403.21		403.21
GLEN SAMSON		299.01			299.01		299.01
GILY ESPIRITU		103.00			103.00		103.00
MA. TERESA CUNANAN		169.64			169.64		169.64
MARLO PASCUAL		380.67			380.67		380.67
GABRIEL CHAVEZ		299.01			299.01		299.01
GIAN ULYSIE BALDOZ		4,553.56			4,553.56		4,553.56
MINERVA ROQUE		348.07			348.07		348.07
PERSEUS CARREON		35.00			35.00		35.00
MANNY VANERACION		30.00			30.00		30.00
HAZEL YAP		2.50			2.50		2.50
<i>Sub-total</i>	<i>1,063,677.87</i>	<i>4,624,510.01</i>	<i>704,816.46</i>	<i>-</i>	<i>4,983,371.42</i>	<i>-</i>	<i>4,983,371.42</i>
<i>GRAND TOTAL</i>	<i>20,041,797.37</i>	<i>8,086,234.03</i>	<i>4,340,892.49</i>	<i>-</i>	<i>23,787,138.91</i>	<i>-</i>	<i>23,787,138.91</i>

CITYSTATE SAVINGS BANK, INC.
Schedule G – Capital Stock
December 31, 2019

Title of Issue	Number of Shares Authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, Officers and Employees	Others
Common Stock	-	-	-	7,499,250	8,283,330	3,521,000
	-	-	-	5,484,000	4,302,500	3,100,074
	-	-	-	12,702,594	1,650,000	2,143,350
	-	-	-	2,846,250	110	1,650,000
	-	-	-	2,641,700	1	550,000
	-	-	-	1,115,053	654,001	550,000
	-	-	-	896,410	1	220,000
	-	-	-	764,130	23,351	164,240
	-	-	-	717,300	10	142,857
	-	-	-	726,000	1	121,790
	-	-	-	-	-	-
	-	-	-	296,415	1	110,700
	-	-	-	182,000	10	87,950
	-	-	-	314,200	100	82,501
	-	-	-	182,000	100	52,300
	-	-	-	127,000	100	42,210
	-	-	-	63,600	-	22,110
	-	-	-	52,200	-	15,800
	-	-	-	700	-	9,500
	-	-	-	1,689,982	-	8,800
	-	-	-	13,800	-	4,400
	-	-	-	12,000	-	4,040
	-	-	-	7,700	-	100,000
	-	-	-	6,700	-	3,300
	-	-	-	5,600	-	1,700
	-	-	-	714,450	-	1,650
	-	-	-	714,450	-	1,650

-	-	-	18,000,000	-	1,650
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,100
-	-	-	-	-	1,200
-	-	-	-	-	1,000
-	-	-	-	-	1,000
-	-	-	-	-	1,000
-	-	-	-	-	13,000
-	-	-	-	-	1,000
-	-	-	-	-	700
-	-	-	-	-	2
-	-	-	-	-	500
-	-	-	-	-	2,400
-	-	-	-	-	220
-	-	-	-	-	200
-	-	-	-	-	140
-	-	-	-	-	110
-	-	-	-	-	110
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	50
-	-	-	-	-	40
-	-	-	-	-	40
-	-	-	-	-	1
-	-	-	-	-	1
-	-	-	-	-	1
-	-	-	-	-	500

-	-	-	-	-	2,500
-	-	-	-	-	2,000
-	-	-	-	-	1,500
-	-	-	-	-	4,000
-	-	-	-	-	52,100
-	-	-	-	-	100
-	-	-	-	-	87,700
-	-	-	-	-	17,349
-	-	-	-	-	12,800
-	-	-	-	-	1,000
-	-	-	-	-	2,700
-	-	-	-	-	2,700
-	-	-	-	-	1,000
-	-	-	-	-	10,900
-	-	-	-	-	18,200
-	-	-	-	-	120,000
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	700
-	-	-	-	-	200
-	-	-	-	-	5,000
-	-	-	-	-	1,000
-	-	-	-	-	7,000
-	-	-	-	-	300
-	-	-	-	-	22,100
-	-	-	-	-	20,700
-	-	-	-	-	3,700
-	-	-	-	-	1
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	110
-	-	-	-	-	110
-	-	-	-	-	1,000
-	-	-	-	-	10,000
-	-	-	-	-	1,000
-	-	-	-	-	9,900
-	-	-	-	-	200
-	-	-	-	-	23
-	-	-	-	-	100

-	-	-	-	-	1
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	1
-	-	-	-	-	100
-	-	-	-	-	1
-	-	-	-	-	1
-	-	-	-	-	1
-	-	-	-	-	200
-	-	-	-	-	100
-	-	-	-	-	1,800
-	-	-	-	-	1,000
-	-	-	-	-	200
-	-	-	-	-	1,800
-	-	-	-	-	2,800
-	-	-	-	-	400
-	-	-	-	-	600
-	-	-	-	-	100
-	-	-	-	-	900
-	-	-	-	-	500
-	-	-	-	-	1,600
-	-	-	-	-	900
-	-	-	-	-	1
-	-	-	-	-	100
-	-	-	-	-	1,000
-	-	-	-	-	500
-	-	-	-	-	500
-	-	-	-	-	1,000
-	-	-	-	-	100
-	-	-	-	-	700
-	-	-	-	-	200
-	-	-	-	-	200
-	-	-	-	-	1,500
-	-	-	-	-	500
-	-	-	-	-	4,000
-	-	-	-	-	900
-	-	-	-	-	200
-	-	-	-	-	100
-	-	-	-	-	100

-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	300
-	-	-	-	-	100
-	-	-	-	-	6,300
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	800
-	-	-	-	-	200
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	200
-	-	-	-	-	500
-	-	-	-	-	100
-	-	-	-	-	400
-	-	-	-	-	1,000
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	200
-	-	-	-	-	100
-	-	-	-	-	100
-	-	-	-	-	14,102,114
-	-	-	-	-	-

Common Stock	100,000,000	100,000,000	-	57,775,484	14,913,616	27,310,900
---------------------	-------------	-------------	---	------------	------------	------------

*Note: Additional subscription of unsubscribed shares of stock of 258,000,000 at par value of P10.00 is under listing process.

-

CITYSTATE SAVINGS BANK, INC.
2nd Floor, Citystate Centre
709 Shaw Boulevard, Pasig City

**Reconciliation of Retained Earnings Available for Dividend Declaration
For the Year Ended December 31, 2019**

Unappropriated Deficit at Beginning of Year, As Restated	(P 380,147,565)
Prior Years' Outstanding Reconciling Items, net of tax	
Deferred tax income	(<u>10,742,809</u>)
Unappropriated Deficit Not Available for Dividend Declaration at Beginning of Year	(390,890,374)
Net Loss Realized during the Year	
Net loss per audited financial statements	(22,742,221)
Non-actual/unrealized income	
Deferred tax income	-
Other Transactions during the Year	
Appropriation for trust business	(11,439,248)
Appropriation for trust business	(<u>951,142</u>) (<u>12,390,390</u>)
Deficit	(P <u>426,022,985</u>)

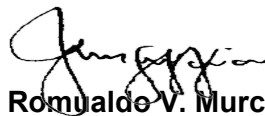
Report of Independent Auditors on Components of Financial Soundness Indicators

Punongbayan & Araullo
20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines
T +63 2 8988 22 88

The Board of Directors
Citystate Savings Bank, Inc.
2nd Floor, Citystate Centre
709 Shaw Boulevard, Pasig City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of Citystate Savings Bank, Inc. (the Bank) as at December 31, 2019 and 2018 and for the years then ended, on which we have rendered our report dated July 27, 2020. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Bank's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Bank's financial statements as at December 31, 2019 and 2018 and for the years then ended and no material exceptions were noted.

PUNONGBAYAN & ARAULLO



By: Romualdo V. Murcia III
Partner

CPA Reg. No. 0095626
TIN 906-174-059
PTR No. 8116550, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 0628-AR-4 (until Sept. 4, 2022)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002511-022-2019 (until Sept. 4, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

July 27, 2020

CITYSTATE SAVINGS BANK, INC.
Supplemental Schedule of Financial Soundness Indicators
December 31, 2019 and 2018

Ratio	Formula	Ratio	
		2019	2018
Current ratio	Total Current Resources	P 2,082,816,819	P 2,074,727,924
	Total Current Liabilities	3,261,547,200	3,044,922,403
		0.64	0.68
Acid test ratio	Cash and cash equivalents + Financial assets at Fair Value through Profit or Loss	942,267,687	1,112,397,021
	Total Current Liabilities	3,261,547,200	3,044,922,403
		28.89	36.53
Solvency ratio	Total Liabilities	3,438,262,666	3,162,620,623
	Total Resources	4,074,145,489	3,817,107,571
		84.39	82.85
Debt-to-equity ratio	Total Liabilities	3,438,262,666	3,162,620,623
	Total Equity	635,882,823	654,486,948
		5.41	4.83
Assets-to-equity ratio	Total Resources	4,074,145,489	3,817,107,571
	Total Equity	635,882,823	654,486,948
		6.41	5.83
Interest rate coverage ratio	Earnings before Interest and Taxes	35,980,746	9,169,018
	Interest Expense	54,231,780	40,550,503
		0.66	0.23
Return on equity	Net Profit	(22,742,221)	(41,126,237)
	Average Total Equity	645,184,885	664,196,074
		(3.52)	(6.19)
Return on assets	Net Profit	(22,742,221)	(41,126,237)
	Average Total Resources	3,945,626,530	3,976,549,360
		(0.58)	(1.03)
Net profit margin	Net Profit	(22,742,221)	(41,126,237)
	Interest Income	228,798,941	226,332,990
		(0.10)	(0.18)
Other Ratios:			
Net Interest Margin	Net Interest Income	174,567,161	185,782,487
	Average interest earning resources	2,866,700,758	2,726,071,960
		0.06	0.07
Capital to risk assets ratio	Total qualifying capital	527,076,476	556,058,418
	Risk resources	3,904,428,503	3,502,455,195
		0.13	0.16

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Nov 26, 2020
2. SEC Identification Number
A 1997-9587
3. BIR Tax Identification No.
005-338-421-000
4. Exact name of issuer as specified in its charter
Citystate Savings Bank, Inc.
5. Province, country or other jurisdiction of incorporation
Makati City, Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Citystate Centre Building, 709 Shaw Blvd., Pasig City
Postal Code
1600
8. Issuer's telephone number, including area code
(632) 8470-3333
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	100,000,000
11. Indicate the item numbers reported herein
Item No. 9 only

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Citystate Savings Bank, Inc.
CSB

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendments to Articles of Incorporation (AOI) of Citystate Savings Bank, Inc.

Background/Description of the Disclosure

Amendment to the Article Seventh First Paragraph.

Date of Approval by Board of Directors	Nov 25, 2020
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	-
Date of Approval by Relevant Regulatory Agency, if applicable	TBA
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article No.	From	To
SEVENTH, 1st Paragraph	The authorized capital stock of the Bank is ONE BILLION FIVE HUNDRED MILLION PESOS (PhP 1,500,000,000.00), divided into ONE HUNDRED FIFTY MILLION (150,000,000) common shares with a par value of TEN PESOS (PhP 10.00) per share.	The authorized capital stock of the Bank is ONE BILLION EIGHT HUNDRED MILLION PESOS (PhP 1,800,000,000.00), divided into ONE HUNDRED EIGHTY MILLION (180,000,000) common shares with a par value of TEN PESOS (PhP 10.00) per share

Rationale for the amendment(s)

The Bank is amending the Article SEVENTH, First Paragraph of its AOI to comply with Section 121 of the BSP Manual of Regulations for Banks particularly the Minimum Required Capitalization of P1B for a Thrift Bank with Trust License.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

-

Other Relevant Information

-

Filed on behalf by:

Name	Ariel Ajesta
Designation	Chief Compliance Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Dec 1, 2020

2. SEC Identification Number

A 1997-9587

3. BIR Tax Identification No.

005-338-421-000

4. Exact name of issuer as specified in its charter

Citystate Savings Bank, Inc.

5. Province, country or other jurisdiction of incorporation

Makati City, Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

Citystate Centre Building, 709 Shaw Boulevard, Pasig City

Postal Code

1600

8. Issuer's telephone number, including area code

(632) 8470-3333

9. Former name or former address, if changed since last report

N/A

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	100,000,000

11. Indicate the item numbers reported herein

Item No. 9 only

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Citystate Savings Bank, Inc.
CSB

PSE Disclosure Form 4-4 - Amendments to By-Laws
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendments to By-Laws of Citystate Savings Bank, Inc.

Background/Description of the Disclosure

Amendments to the Article VI, Section 3, Internal and External Auditor

Date of Approval by Board of Directors	Dec 1, 2020
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	-
Date of Approval by Relevant Regulatory Agency, if applicable	TBA
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article VI, Section 3	The Internal and External Auditors shall receive such compensation or fee as may be determined by the President or such other officer(s) as the Board of Directors may authorize.	The Internal and External Auditors shall receive such compensation or fee as may be determined by the Audit Committee or such other officer(s) as the Board of Directors may authorize.

Rationale for the amendment(s)

The Bank is amending the Article VI, Section 3 of its By-Laws to comply with Section 133 of the BSP Manual of Regulations for Banks particularly the Audit Committee shall be responsible for the remuneration and fees of the internal auditor and external auditor, respectively.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

-

Other Relevant Information

-

Filed on behalf by:

Name	Ariel Ajesta
Designation	Chief Compliance Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Nov 25, 2020

2. SEC Identification Number

A 1997-9587

3. BIR Tax Identification No.

005-338-421-000

4. Exact name of issuer as specified in its charter

Citystate Savings Bank, Inc.

5. Province, country or other jurisdiction of incorporation

Makati City, Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

Citystate Centre Building, 709 Shaw Boulevard, Pasig City

Postal Code

1600

8. Issuer's telephone number, including area code

(632) 8470-3333

9. Former name or former address, if changed since last report

N/A

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	100,000,000

11. Indicate the item numbers reported herein

Item No. 9 only

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.




Citystate Savings Bank, Inc.
CSB

PSE Disclosure Form 4-30 - Material Information/Transactions
References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Approval of the Increase in Authorized Capital Stock of the Bank and Subscription by Top Ventures Investments and Management Corp.

Background/Description of the Disclosure

In compliance with the disclosure requirements of the Philippine Stock Exchange, Inc. (PSE) and the Securities and Exchange Commission (SEC), please be advised that in today's regular board meeting, the Board of Directors approved the following:

1. Increase in Authorized Capital Stock of the Bank from P1.5B to P1.8B;
2. Subscription by Top Ventures Investments and Management Corp. in the amount of P6,000,000.00 divided into 600,000 shares at par value of P10.00 per share.

Other Relevant Information

-

Filed on behalf by:

Name	Ariel Ajesta
Designation	Chief Compliance Officer

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended
Sep 30, 2020
2. SEC Identification Number
A 1997-9587
3. BIR Tax Identification No.
005-338-421-000
4. Exact name of issuer as specified in its charter
Citystate Centre Building, 709 Shaw Blvd., Pasig City
5. Province, country or other jurisdiction of incorporation or organization
Makati City, Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
Citystate Centre Building, 709 Shaw Boulevard, Pasig City
Postal Code
1600
8. Issuer's telephone number, including area code
(632) 8470-3333
9. Former name or former address, and former fiscal year, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	100,000,000

11. Are any or all of registrant's securities listed on a Stock Exchange?
Yes No
If yes, state the name of such stock exchange and the classes of securities listed therein:
Philippine Stock Exchange / Common Stock
12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the

Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

Yes No

(b) has been subject to such filing requirements for the past ninety (90) days

Yes No

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Citystate Savings Bank, Inc.
CSB

PSE Disclosure Form 17-2 - Quarterly Report
References: SRC Rule 17 and
Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	Sep 30, 2020
Currency (indicate units, if applicable)	Php

Balance Sheet

	Period Ended	Fiscal Year Ended (Audited)
	Sep 30, 2020	Dec 31, 2019
Current Assets	1,128,759,060	801,614,754
Total Assets	4,333,013,809	4,074,145,489
Current Liabilities	3,019,787,360	3,283,308,245
Total Liabilities	3,687,530,958	3,438,262,666
Retained Earnings/(Deficit)	-396,964,477	-426,022,985
Stockholders' Equity	645,482,851	635,882,823
Stockholders' Equity - Parent	-	-
Book Value per Share	6.45	6.36

Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Gross Revenue	89,545,598	73,440,601	231,606,653	213,745,803
Gross Expense	71,849,870	87,819,640	222,394,360	249,442,264

Non-Operating Income	-219,069	-456,192	-251,448	-8,920,318
Non-Operating Expense	-	-	-	-
Income/(Loss) Before Tax	17,914,795	-13,922,848	9,463,740	-26,776,143
Income Tax Expense	1,198,601	1,636,569	3,538,432	4,812,864
Net Income/(Loss) After Tax	16,716,195	-15,559,417	5,925,308	-31,589,007
Net Income Attributable to Parent Equity Holder	-	-	-	-
Earnings/(Loss) Per Share (Basic)	0.17	-0.16	0.06	-0.32
Earnings/(Loss) Per Share (Diluted)	-	-	-	-

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.26	-0.54
Earnings/(Loss) Per Share (Diluted)	-	-

Other Relevant Information
-

Filed on behalf by:

Name	Ariel Ajesta
Designation	Chief Compliance Officer

COVER SHEET

A 1 9 9 7 - 9 5 8 7

S.E.C Registration Number

C I T Y S T A T E S A V I N G S B A N K I N C .

(Company's Full Name)

C I T Y S T A T E C E N T R E B U I L D I N G

7 0 9 S H A W B O U L E V A R D P A S I G C I T Y

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

ARIEL V. AJESTA

Contact Person

8 4 7 0 - 3 3 3 3

Company Telephone Number

1 2 3 1

Month Day
Fiscal Year

1 7 - Q

FORM TYPE

Month Day
Annual Meeting

G S E D

Secondary License Type, If Applicable

C R M D

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

_____ LCU

Document I.D

Cashier

S T A M P S

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2) (b) THEREUNDER**

1. For the quarterly period ended September 30, 2020
2. Commission identification number A1997-9587 3. BIR Tax Identification No. 005-338
421-000
4. Exact name of issuer as specified in its charter: Citystate Savings Bank, Inc.
Makati City, Metro Manila, Philippines
5. Province, country or other jurisdiction of incorporation or organization
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office Citystate Centre Building, 709 Shaw Boulevard, Pasig City 1600
Postal Code
8. Issuer's telephone number, including area code (632) 8470-3333
9. Former name, former address and former fiscal year, if changed since last report N/A
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common Stock	100,000,000

11. Are any or all of the securities listed on a Stock Exchange?

Yes [] No []

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange Common Stock

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports).

Yes [] No []

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [] No []

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CSBI's unaudited "interim" financial statements are shown in Annex "A" of this report comprising of the following:

- a) Consolidated Statements of Condition as of September 30, 2020 and December 31, 2019;
- b) Consolidated Statements of Income and Expenses for the quarter ended September 30, 2020 (with comparative figures for the same period ended September 30, 2019);
- c) Consolidated Statements of Income and Expenses for the period ended September 30, 2020 (with comparative figures for the same period ended September 30, 2019);
- d) Consolidated Statements of Changes in Equity for the quarter ended September 30, 2020 (with comparative figures for the period ended September 30, 2019);
- e) Consolidated Statement of Cash Flow for the period ended September 30, 2020 (with comparative figures for the quarter ended September 30, 2019);
- f) Notes to the Financial Statements.

The unaudited "interim" financial statements of CSBI reflect all adjustments which are of normal recurring nature that transpired during the quarter ended September 30, 2020. The bank followed the same accounting policies and methods of computation in the "interim" financial statements as compared with the most recent annual financial statements.

The interim financial statements were prepared in compliance with generally accepted accounting principles in the Philippines as mandated by the Securities and Exchange Commission.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

For the Period Ended September 30, 2020

Interest Income

Total gross interest income increased by 5.23% after nine months of operation in the amount of P182.922 million against last year's P173.832 million. This was mainly due to the 12.28% increase in the interest income from Loans and Receivables of P142.132 million last year to P159.583 million this year as a result of increase in loan availment during the period. Meanwhile, Due from BSP and Other Banks Interest Income decreased by 20.40% from P14.094 million last year to P11.218 million this year; likewise Available-for-sale Securities Interest Income decreased to P12.121 million from P17.607 million due to termination of some placements during the period. The aforementioned were comparative figures for the period ending September 30, 2019 and September 30, 2020.

Interest Expense

Interest Expense on Deposit Liabilities at the end of third quarter amounted to P27.917 million as compared to last year's figure of P34.256 million or an 18.50% decreased. For the third quarter, Interest Expense decreased by P7.089 million from P35.006 million last year to P27.917 million this year. The Interest Expense of P27.917 million is 15.26% of the Interest Income of P182.922 million.

Other Income/Expenses

Other Income generated after nine months of operations amounted to P48.684 million, higher as compared to the P39.913 million recorded over the same period last year. This was due to increased in miscellaneous income from P21.275 million to P41.535 million. On the other hand, Trading Gains decreased from 133.477 last year to 0.00 this year and Service Charges and Fees from P18.505 million to P7.149 million this year.

The Bank's Other Expenses decreased by 9.31% or P19.959 million from P214.436 million to P194.477 million after nine months of operation. The variance was mainly due to the decreased in Depreciation and amortization from P27.898 million to P27.787 million; Occupancy decreased by 2.35% from P23.050 million to P22.508 million this year; Employees Benefits decreased by 11.02% from P71.014 million to P63.185 million due to resigned employees/ reduced manpower during pandemic; Insurance decreased by 4.48% from P10.703 million to P10.224 million; Fuel and Oil decreased by 21.88% from P6.398 million to P4.998 million this year; Communication, light and water decreased by 15.00% from P19.976 million to P16.980 million this year due to limited number of branches opened during pandemic; Miscellaneous expense decreased by 18.71% from P25.553 million to P20.773 million this year; Depreciation and amortization decreased by 0.40% from P27.899 million to P27.787 million this year; Repairs and maintenance decreased by 37.21% from P1.260 million to P0.791 million this year; Taxes and licenses decreased by 33.03% or P2.676 million from P8.101 million to P5.425 million this year this is due to decrease in deposit liabilities.

Security, janitorial and messengerial services increased by 7.93% from P17.673 million to P19.075 million this year.

Net Income/Loss

The Bank recorded a net income of P5.925 million after nine months of operation versus P31.589 million net loss for the same period last year.

Total Resources

The bank's Total Resources was up to P4.333 billion or 6.35% higher as compared to P4.074 billion from 2019 year-end level. Due from Bangko Sentral ng Pilipinas increased by 126.84% or P519.089 million from P409.238 million year-end balance last year to P928.327 million at the end of third quarter. Meanwhile, Other Resources decreased by 13.54% from P137.054 million year-end balance to P118.490 million this quarter. Investment Properties decreased by 11.83% or P24.608 million from P208.074 year-end level to P183.467 million this quarter. Bank Premises, Furniture, Fixtures and Equipment was lower by 4.50% from P250.070 million at year end to P238.806 million this quarter. Due from Other Banks decreased by 53.86% from P330.266 million to P152.371 million. Cash and Other Cash Items declined by 22.62% from P62.110 million year-end balance to P48.061 million this quarter.

Total Deposit Liabilities

Deposits generated by the bank's thirty (30) branches decreased by P263.521 million from P3.283 billion year-end balance to P3.020 billion at the end of third quarter of 2020. Of this amount, P2.008 billion or 66.48% comprised savings deposits while the remaining 33.52% or P1.012 billion is in the form of demand and time deposits. The Total Deposit Liabilities of P3.020 billion is 81.89% of the Total Liabilities and 70% of the Total Liabilities and Equity.

Other Liabilities

This account increased by 76.79% from P154.954 million to P667.744 million for the third quarter of 2020. The ending balance of P667.744 million is 18.11 % of the total liabilities.

Capital Funds/Equity

Capital Funds/Equity was up by P9.600 million from P635.883 million year-end balance to P645.483 million at the end of third quarter of 2020.

Sources of Funds

Deposit generation provided the main source of loanable funds, Deposit Liabilities decreased by 8.03% from P3.283 billion to P3.019 billion after nine months of operation. Marketing programs are being implemented to increase and improve on deposit mix to attain higher interest margin.

Marketing Programs

To maintain its competitive advantage in public awareness and to reach a wider scope of audience, the Bank continues to be aggressive in its advertising campaign through print, radio advertisements, social media and company website.

Key Performance Indicators

The Bank monitors its performance with the other players in the banking industry in terms of the following indicators:

Key Performance Indicators	CSB September 2020	Industry June 2020
<u>Capital Adequacy</u> Capital to Risk Assets Ratio	15.31%	14.21%
<u>Asset Quality</u> Non-Performing Loan (NPL) Ratio Non-Performing Loan (NPL) Cover	9.98% 36.47%	5.79% 62.50%
<u>Liquidity</u> Loans to Deposit	70.24%	90.73%
<u>Profitability</u> Return on Average Equity Net Interest Margin	10.52% 1.61%	7.49% 5.63%
<u>Cost Efficiency</u> Cost to Income	109.18%	64.04%

The Bank's Capital Adequacy Ratio (CAR) stood at 15.31% versus the industry ratio of 14.21%. The bank's NPL ratio of 9.98% is higher compared with the industry's 5.79% average. The Bank will continue to be highly selective in its lending operation and shall improve its loan collection process. Allowance for Probable Losses over Non-performing loans is lower at 36.47% versus the industry's 62.50%.

The Bank's loan to deposit ratio of 70.24% is lower compared with the thrift banking industry's 90.73%.

In terms of profitability, the bank's Return on Ave. Equity (ROE) is 10.52%, higher than the industry average of 7.49%. Its Net Interest Margin is also lower at 1.61% as against the industry's 5.63%.

The Bank's cost to income at 109.18% is higher against the industry's 64.04%.

The Bank continues to adopt measures to provide a strong and stable financial condition.

The manner by which the Bank calculates the above indicators is as follows:

<i>Key Performance Indicator</i>	<i>Formula</i>
Capital to Risk Assets Ratio	BSP prescribed formula: $\frac{\text{Total Qualifying Capital}}{\text{Market and Credit Risk Weighted Exposures}}$
Non-performing Loan (NPL) Ratio	$\frac{\text{Non-performing Loans}}{\text{Gross Loans}}$
Non-performing Loan (NPL) Cover	$\frac{\text{Allowance for Probable Losses}}{\text{Non-performing Loans}}$
Loans to Deposits Ratio	$\frac{\text{Total Loans}}{\text{Total Deposits}}$
Return on Average Equity	$\frac{\text{Net Income After Income Tax}}{\text{Average Total Capital Accounts}}$
Net Interest Margin	$\frac{\text{Net Interest Income}}{\text{Average Interest Earning Assets}}$
Cost to Income	$\frac{\text{Total Operating Expenses}}{\text{Net Interest Income + Other Income}}$

A schedule showing financial soundness indicators in two (2) comparative periods is as follows:

	September 2020	September 2019
1. Liquidity Ratio	0.37:1	0.20:1
2. Solvency Ratios		
a) current ratio	0.37:1	0.20:1
b) current liabilities to net worth ratio	4.68:1	5.35:1
3. Debt-to-equity ratio	1.03:1	0.15:1
4. Asset-to-equity ratio	6.71:1	6.50:1
5. Interest rate Coverage ratio	8.29:1	4.84:1
6. Profitability Ratio		
a) Return on Asset Ratio	0.39%	-0.36%
b) Return on Net Worth Ratio	2.59%	-2.36%

Earnings per Share

Basic earnings per share are as follows:

	<u>September 30, 2020</u>	<u>September 30, 2019</u>
Net Income	P 5,925,308	P (31,589,007)
Divided by the number of outstanding shares	<u>100,000,000</u>	<u>100,000,000</u>
Basic earnings per share	<u>0.06</u>	<u>(0.32)</u>

Dividends

No dividends declared during the quarter ended September 30, 2020.

PART II - OTHER INFORMATION

No other information for this period.

SIGNATURES

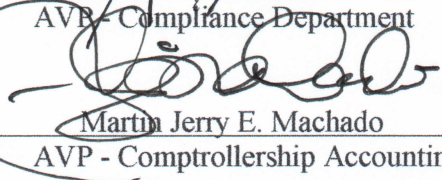
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer Citystate Savings Bank, Inc.

Signature and Title  Ariel V. Ajesta

AVB - Compliance Department

Date November 13, 2020

Principal Financial/Accounting Officer/Comptroller  Martin Jerry E. Machado

AVP - Comptrollership Accounting Dept.

Signature and Title _____

Date November 13, 2020

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF FINANCIAL POSITION
SEPTEMBER 30, 2020 AND DECEMBER 31, 2019
(Amounts in Philippine Pesos)

	<u>2020</u> <u>Unaudited</u>	<u>2019</u> <u>Audited</u>
<u>R E S O U R C E S</u>		
CASH AND OTHER CASH ITEMS	48,060,619	62,110,168
DUE FROM BANGKO SENTRAL NG PILIPINAS	928,327,451	409,238,250
DUE FROM OTHER BANKS	152,370,990	330,266,336
LOANS AND RECEIVABLES ARISING FROM REVERSE REPURCHASE AGREEMENT	76,177,355	65,972,773
FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME	258,021,387	308,007,978
HELD TO COLLECT FINANCIAL ASSETS	73,861,686	74,680,160
LOANS AND RECEIVABLES - Net	2,255,431,691	2,228,672,239
BANK PREMISES, FURNITURE, FIXTURES AND EQUIPMENT - Net	238,806,351	250,069,817
INVESTMENT PROPERTIES - Net	183,466,561	208,074,197
OTHER RESOURCES - Net	118,489,717	137,053,571
	<u>4,333,013,809</u>	<u>4,074,145,489</u>
DEPOSIT LIABILITIES		
Demand	703,145,493	736,569,218
Savings	2,007,663,616	2,070,290,265
Time	308,978,251	476,448,762
Total Deposit Liabilities	3,019,787,360	3,283,308,245
OTHER LIABILITIES		
	667,743,597	154,954,421
Total Liabilities	<u>3,687,530,958</u>	<u>3,438,262,666</u>
EQUITY	<u>645,482,851</u>	<u>635,882,823</u>
TOTAL LIABILITIES AND EQUITY	<u>4,333,013,809</u>	<u>4,074,145,489</u>

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF COMPREHENSIVE INCOME
For the Period Ended September 30,2020
(With Comparative Figures for the Period Ended September 30,2019)
(Amounts in Philippine Pesos)

	<u>2020</u>	<u>2019</u>
INTEREST INCOME		
Loans and receivables	159,582,919	142,131,685
Due from BSP and other banks	11,218,118	14,093,556
Available-for-sale securities	12,121,215	17,607,099
	<u>182,922,252</u>	<u>173,832,340</u>
INTEREST EXPENSE		
Deposit liabilities	27,917,337	34,256,207
Others	-	750,034
	<u>27,917,337</u>	<u>35,006,241</u>
NET INTEREST INCOME	155,004,915	138,826,099
IMPAIRMENT LOSSES - Net	<u>(251,448)</u>	<u>(8,920,318)</u>
NET INTEREST INCOME AFTER IMPAIRMENT LOSSES	155,256,362	147,746,417
OTHER OPERATING INCOME		
Service charges and fees	7,148,936	18,505,324
Trading gains	-	133,477
Miscellaneous	41,535,466	21,274,660
	<u>48,684,401</u>	<u>39,913,463</u>
OTHER OPERATING EXPENSES		
Employee benefits	63,185,320	71,014,496
Security, janitorial and messengerial services	19,074,771	17,672,917
Depreciation and amortization	27,786,888	27,897,884
Occupancy	22,507,840	23,049,678
Communication, light and water	16,979,957	19,976,287
Taxes and licenses	5,424,951	8,100,562
Insurance	10,224,442	10,703,441
Fuel and oil	4,997,874	6,397,942
Repairs and maintenance	791,252	1,260,111
Litigation and asset acquired expenses	2,730,746	2,809,994
Miscellaneous	20,772,984	25,552,712
	<u>194,477,023</u>	<u>214,436,023</u>
PROFIT (LOSS) BEFORE TAX	9,463,740	(26,776,143)
TAX EXPENSE	<u>3,538,432</u>	<u>4,812,864</u>
NET PROFIT (LOSS)	5,925,308	(31,589,007)
OTHER COMPREHENSIVE INCOME (LOSS)		
Fair value gain (loss)	(4,174,719)	19,577,974
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>1,750,589</u>	<u>(12,011,033)</u>
Earnings Per Share	<u>0.06</u>	<u>(0.32)</u>

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF COMPREHENSIVE INCOME
For the Quarter Ended, September 30, 2020
(With Comparative Figures for the Quarter Ended, September 30, 2019)
(Amounts in Philippine Pesos)

	<u>2020</u>	<u>2019</u>
INTEREST INCOME		
Loans and receivables	53,959,192	49,750,714
Due from BSP and other banks	4,319,929	5,840,694
Available-for-sale securities	3,810,354	5,241,029
	<u>62,089,475</u>	<u>60,832,436</u>
INTEREST EXPENSE		
Deposit liabilities	7,493,427	11,825,802
Others	-	750,034
	<u>7,493,427</u>	<u>12,575,837</u>
NET INTEREST INCOME	54,596,048	48,256,600
IMPAIRMENT LOSSES - Net	<u>(219,069)</u>	<u>(456,192)</u>
NET INTEREST INCOME AFTER IMPAIRMENT LOSSES	54,815,117	48,712,792
OTHER OPERATING INCOME		
Service charges and fees	2,473,635	5,217,384
Trading gains	-	-
Miscellaneous	24,982,488	7,390,781
	<u>27,456,123</u>	<u>12,608,165</u>
OTHER OPERATING EXPENSES		
Employee benefits	21,213,851	24,286,194
Security, janitorial and messengerial services	6,360,797	5,964,919
Depreciation and amortization	8,771,666	9,242,039
Occupancy	7,429,241	7,437,158
Communication, light and water	5,353,114	6,734,414
Taxes and licenses	1,487,070	2,844,158
Insurance	3,359,685	3,666,093
Fuel and oil	1,537,932	2,119,349
Repairs and maintenance	340,141	407,713
Litigation and asset acquired expenses	1,099,804	584,697
Miscellaneous	7,403,142	11,957,071
	<u>64,356,443</u>	<u>75,243,803</u>
PROFIT (LOSS) BEFORE TAX	17,914,795	(13,922,848)
TAX EXPENSE	<u>1,198,601</u>	<u>1,636,569</u>
NET PROFIT (LOSS)	16,716,195	(15,559,417)
OTHER COMPREHENSIVE INCOME (LOSS)		
Fair value gain (loss)	3,299,877	2,001,546
TOTAL COMPREHENSIVE INCOME (LOSS)	20,016,072	(13,557,870)
Earnings Per Share	<u>0.17</u>	<u>(0.16)</u>

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED SEPTEMBER 30, 2020

(With Comparative Figures for the Period Ended September 30, 2019)

(Amounts in Philippine Pesos)

	<u>2020</u>	<u>2019</u>
CAPITAL STOCK		
Balance at the beginning of the period	1,000,000,000	1,000,000,000
Deposit for Shares of Stock		-
	1,000,000,000	1,000,000,000
Balance at the end of the period		
ADDITIONAL PAID-IN CAPITAL		
	2,222,444	2,222,444
REVALUATION RESERVES		
Balance at the beginning of the period	37,951,918	29,859,572
Total Comprehensive Income (Loss)	(281,532)	12,098,898
	-	-
Balance at the end of the period	37,670,387	41,958,470
SURPLUS RESERVES		
Reserve for trust operations during the period	2,554,497	2,554,497
Prior period adjustment		2,554,497
RETAINED EARNINGS		
Balance at the beginning of the period	(403,840,927)	(357,190,126)
Net income (Loss)	5,925,308	(31,589,008)
Transfe to reserve	951,142	
Prior period adjustment		
	(396,964,477)	(388,779,134)
Balance at the end of the period		
TOTAL CAPITAL FUNDS	645,482,851	657,956,277

CITYSTATE SAVINGS BANK, INC.
STATEMENTS OF CASH FLOWS
For the Period Ended, September 30,2020
(With Comparative Figures for the Period Ended,September 30,2019)
(Amounts in Philippine Pesos)

	<u>2020</u>	<u>2019</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (Loss) before tax	9,463,740	(26,776,144)
Adjustments for:		
Gain / (Loss) from sale of ASS	19,263,811	5,014,140
Depreciation and amortization	27,786,888	27,897,884
Punong bayan audit adjustments	<u>-</u>	<u>-</u>
Operating income before working capital changes	56,514,439	6,135,880
Decrease (Increase) in loans and receivables	(10,214,582)	(530,234,885)
Decrease (Increase) in investment properties (ROPA)	24,607,636	16,147,097
Decrease(Increase) in other resources	18,563,854	37,339,992
(Decrease) Increase in deposit liabilities	(263,520,885)	376,327,936
(Decrease)Increase in other liabilities	<u>512,789,176</u>	<u>10,701,451</u>
Cash from operations	338,739,638	(83,582,528)
Cash paid for income taxes	<u>(3,538,432)</u>	<u>(4,812,864)</u>
 Net Cash From Operating Activities	 <u>335,201,206</u>	 <u>(88,395,392)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of bank premises, furniture, fixtures and equipment	(11,263,466)	(20,110,888)
(Increase) Decrease in available-for-sale securities	<u>49,986,591</u>	<u>24,046,153</u>
Net Cash (Used) in Investing Activities	<u>38,723,125</u>	<u>3,935,265</u>
CASH FLOWS FROM FINANCING ACTIVITY		
Payment of dividends	-	-
Issuance of capital stock	<u>-</u>	<u>-</u>
Net Cash Used in Financing Activities	<u>-</u>	<u>-</u>
 NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	 <u>373,924,331</u>	 <u>(84,460,127)</u>
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		
Cash and other cash items	50,060,214	60,299,656
Due from Bangko Sentral ng Pilipinas	322,038,728	279,146,370
Due from other banks	<u>324,472,384</u>	<u>519,773,259</u>
	<u>696,571,325</u>	<u>859,219,285</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD		
Cash and other cash items	48,060,619	50,060,214
Due from Bangko Sentral ng Pilipinas	<u>928,327,451</u>	<u>322,038,728</u>
Due from other banks	<u>152,370,990</u>	<u>324,472,384</u>
	<u>1,128,759,060</u>	<u>696,571,325</u>
	(58,263,404)	78,187,833

CITYSTATE SAVINGS BANK, INC.

SUMMARY OF AGING FOR ACCOUNTS RECEIVABLES

As of September 30, 2020

Branch	Below 30 days	31 to 90 days	91 to 120 days	121 to 180 days	181 to 360 days	361 days or more	Total
HEAD OFFICE	12,659,200.51	10,419,141.09	27,070,171.98	-	3,625.00	8,188,475.57	58,340,614.15
HEAD OFFICE BRANCH	11,834.00	5,717.62	-	4,633.33	16,799.22	30,366.02	69,350.19
CHINO ROCES							-
BINONDO	-	-	174.96	-	54.99	-	229.95
PANADEROS	-	493.95	-	-	-	-	493.95
BACLARAN							-
GREENHILLS	-	-	-	-	-	-	-
PASAY	-	-	-	165.00	299.01	-	464.01
STA LUCIA							-
PEREA	-	-	-	-	-	-	-
ANTIPOLO	719.72	-	-	-	-	-	719.72
KATIPUNAN	-	-	-	-	299.01	-	299.01
DAGUPAN	-	-	-	-	-	-	-
URDANETA							-
BALIUAG							-
MEYCAUAYAN	-	279.92	-	-	-	-	279.92
PLARIDEL	-	184.97	-	-	30.00	-	214.97
BATANGAS	-	-	-	-	299.01	-	299.01
PALAWAN							-
STA. ROSA							-
CEBU	-	-	-	-	-	-	-
TOTAL	12,671,754.23	10,425,817.55	27,070,346.94	4,798.33	21,406.24	8,218,841.59	58,412,964.88
	12,671,754.23	10,425,817.55	27,070,346.94	4,798.33	21,406.24	8,218,841.59	58,412,964.88
	-	-	-	-	-	-	-