



EXPORT AND INDUSTRY BANK

CODE OF BUSINESS CONDUCT AND
ETHICS FOR DIRECTORS

(Approved on 27 February 2009)

TABLE OF CONTENTS

SECTION

PAGE

PREFATORY STATEMENT	1
I. OBJECTIVES	1
A. Conflicts of Interest.....	1
B. Corporate Opportunities.....	2
C. Confidentiality.....	2
D. Fair Dealing.....	2
E. Protection and Proper Use of the Bank Assets.....	2
F. Public Company Reporting.....	3
G. Financial Statements and Other Records.....	3
II. COMPLIANCE WITH LAWS, RULES AND REGULATIONS.....	3
III. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR.....	3
IV. WAIVER	4
V. COMMUNICATION PROCESS.....	4
VI. MONITORING AND ASSESSMENT	4
VII. PENALTIES FOR NON-COMPLIANCE	4
VIII. EFFECTIVITY.....	4

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS

The Board of Directors (Board) of Export and Industry Bank, Inc. (EIB, Bank) adopts this Code of Business Conduct and Ethics for Directors (Code). The Bank upholds a reputation for integrity, honesty, and good faith in all its dealings. The Bank's reputation depends largely on maintaining the highest standards of conduct in all business endeavors. The Board has a responsibility to lead by example, acting with truth, sincerity, and fairness in all decisions.

I. OBJECTIVES

This Code is intended to focus the Board and individual Directors on areas of ethical risks; to help them recognize and deal with ethical issues; to provide mechanisms to report unethical conduct, and; to help foster a culture of fairness, honesty, accountability, and transparency.

Each Director must comply with the letter and spirit of this Code. No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions and concerns about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Board and/or whoever as may be appropriate/applicable.

Executive Directors (*i.e.*, Directors who are officers) of the Bank are also subject to the Bank's Code of Corporate Conduct, which include separate requirements that are applicable to the Bank's officers and staff.

A. Conflicts of Interest

Directors must avoid any conflict of interest with the Bank. A "conflict of interest" exists when a Director's personal or business interests interfere in any way, or even appear to interfere, with the interest of the Bank. A conflict situation may arise when a Director takes actions or has interests that may make it difficult to objectively and efficiently perform his/her duties to the Bank. Conflicts of interest also arise when a Director, or a member of his/her family, receives improper personal benefits or favors as a result of his/her position with the Bank.

Directors have a duty to be free from the influence of any conflict of interest and shall inhibit themselves from participating in and being physically present during the discussion, voting in any Board or Board Committee deliberations, or voting on a subject matter involving the Director's personal interest. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Bank should be disclosed to the Chairman of the Board and/or whoever as may be appropriate/applicable.

Directors should also inform the Chairman of the Board and/or such other appropriate officer/s when accepting appointments to the board of directors or advisory board of any public or privately held company, to determine and avoid

any potential conflict of interest that may arise in such situations, and that such appointments may be considered by the Board in accordance with the requirements of the Bank's Corporate Governance Code or related guidelines. The Chairman of the Board and/or such other appropriate officer/s may bring the matter to the Corporate Governance Committee for appropriate action/s.

B. Corporate Opportunities

Directors owe a duty to the Bank to advance the Bank's business interests when the opportunity to do so arises. Directors are prohibited from: (a) taking for themselves personally (or directing to third parties) a business opportunity that is discovered through the use of the Bank's property, Bank information or their position as a Director; (b) using the Bank's property, Bank information or their position as a Director for personal gain, and; (c) competing with the Bank.

C. Confidentiality

In carrying out their responsibilities to the Bank, Directors often learn confidential or proprietary information about the Bank or other parties who have business dealings with the Bank. Each Director, during his/her term as a Director, and after leaving the Board, must maintain the confidentiality of all such information, except when disclosure is authorized or legally mandated. If a Director is legally required to disclose any of such information, he/she should provide the Chairman of the Board and/or such other appropriate officer/s with prompt notice of such requirement.

For purposes of this Code, confidential information includes all non-public information that might be of use to the Bank's competitors, or harmful to the interest of the Bank or other parties who have business dealings with the Bank, if disclosed.

D. Fair Dealing

In carrying out their responsibilities to the Bank (including the establishment of the Bank's policies and practices), Directors shall seek to deal fairly with the Bank's customers, suppliers, competitors, and employees, and shall avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

E. Protection and Proper Use of the Bank Assets

In carrying out their responsibilities to the Bank (including the establishment and implementation of the Bank's policies and practices), Directors shall protect the Bank's assets and ensure the efficient use of such assets and that such assets are used for legitimate business purposes.

F. Public Company Reporting

As a publicly-listed company, EIB's filings with the Securities and Exchange Commission must be accurate and timely. Depending on their position on the Board or its Committees, a Director may be called upon to provide necessary information to assure that the Bank's public reports are complete, fair, and understandable. The Bank expects that Directors will take this responsibility seriously and will provide prompt, accurate answers to inquiries related to the Bank's public disclosure requirements.

G. Financial Statements and Other Records

The Bank's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Bank's transactions, and must conform both to applicable legal requirements and to the Bank's system of internal controls. Unrecorded or "off the books" funds, transactions, or assets should not be maintained unless permitted by applicable law or regulation.

Records relating to the Board and Board Committee meetings are maintained by the Office of the Corporate Secretary in accordance with the Bank's record retention guidelines. In the event of litigation or government investigation, Directors should consult with the Bank's Legal Counsel or such other appropriate officer/s regarding additional record retention obligations.

II. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

It is the Bank's policy to comply with all laws, rules and regulations applicable to the Bank, as a financial institution and publicly-listed company. In carrying out their responsibilities to the Bank, Directors shall comply with, and shall satisfy themselves that appropriate policies and procedures are in place for compliance by the Bank's employees, officers, and Directors with all laws, rules and regulations applicable to the Bank, including insider trading laws.

All transactions by Directors in the securities of the Bank are subject to related written policies and procedures adopted or will be adopted by the Bank and distributed to the Directors. All such transactions must strictly comply with such policies and procedures, including the requirements to provide advance notice to the Bank, and to obtain pre-clearance from the Bank's President, or whoever as may be applicable/appropriate, prior to the execution of such transactions.

III. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR

Any suspected violations of this Code should be reported promptly to the Chairman of the Board and/or whoever as may be applicable/appropriate. Violations will be investigated by the Board, or by the Committee or persons designated by the Board, and appropriate action will be taken in the event of any violations.

A Director who has unresolved concerns or complaints regarding accounting or auditing matters of the Bank is encouraged to submit those concerns or complaints to the Bank's Audit Committee or whoever as may be applicable/appropriate. Subject to its legal duties, the Audit Committee (or designated Committee or person/s) will treat such submissions confidentially.

The Bank prohibits retaliation of any kind against individuals who have made good faith reports or complaints of violations of this Code, the Bank's Code of Corporate Conduct, or other known or suspected illegal or unethical conduct.

IV. WAIVER

The Board of Directors may consider granting a waiver of this Code only in extraordinary circumstances. A waiver will be granted when a conflict of interest or other situation arises for which the Board or appropriate Board Committee/s determine/s that a waiver is necessary or appropriate. Only the Board or appropriate Board Committee/s may grant such a waiver, and any such waiver must be promptly disclosed to the Bank's shareholders.

V. COMMUNICATION PROCESS

The Corporate Secretary is tasked with the dissemination of the contents and provisions of this Code to all members of the Bank's Board of Directors to ensure compliance.

VI. MONITORING AND ASSESSMENT

The Board (or through its assigned Board Committee or persons) shall, subject to Board approval, establish an evaluation system to determine and measure compliance with this Code.

This Code shall be subject to a periodic review and may be modified or updated from time to time by the Board (or through its assigned Board Committee or person/s) subject to approval by the Board.

VII. PENALTIES FOR NON-COMPLIANCE

The willful violation of this Code by any member of the Bank's Board of Directors may be sufficient cause for removal from directorship, depending on the gravity of the violation and other attendant circumstances, in accordance with the provisions of Sec. 28 – *Removal of Directors or Trustees* of the Corporation Code of the Philippines, and other related provisions.

VIII. EFFECTIVITY

This Code and its amendments take effect upon approval of the Board.

APPROVED by the Board of Directors, 27 February 2009.