

CONFIDENTIALITY AND SECRECY UNDERTAKING

In the course of providing services to Citi I understand that I may receive, discover or obtain access to customer, technical and business information belonging to Citi, the Phil LVs, or any other party, in whatever form or medium. All such information is herein referred to as "Confidential Information". Confidential Information shall include, but shall not be limited to, any material, document, idea, customer information, business plan, product and packaging design, trade secrets, processes, procedures, "know-how", intellectual property, market research, marketing techniques and plans, business plans and strategies, pricing policies and financial information, of Citi.

I, the undersigned personnel of the Supplier, hereby unconditionally and irrevocably undertake to observe the covenants and provisions on confidentiality and secrecy set out in the Agreement, including the non-disclosure of Confidential Information to any person or entity, except to such other employees of the Supplier as may be necessary to perform services under the Agreement and strictly on a need to know basis. I hereby acknowledge and confirm that I have been fully informed and am aware of the full scope of the undertaking of confidentiality and secrecy required in the Agreement.

I further acknowledge and confirm that I am aware of and agree to observe the banking secrecy provisions contained in Republic Act No. 1405, Republic Act No. 6426, Republic Act No. 8791 of the Republic of the Philippines (the "Philippine Bank Secrecy Laws") and the additional laws and regulations set out in the attached summary. I agree and undertake that I shall not, by any act or omission, cause Citi to violate any provision of the Philippine Bank Secrecy Laws, or otherwise be guilty of an offence under the Philippine Bank Secrecy Laws. I acknowledge that I shall be personally liable for any disclosure of Confidential Information resulting to a violation of the Philippine Bank Secrecy Laws, solidarily with such other parties as the Philippine authorities may determine.

By signing this Confidentiality and Secrecy Undertaking, I intend for Citi to rely upon my adherence to the obligation of confidentiality set forth above in permitting me to work on the project contemplated by the Agreement.

Summary of Philippine Laws and Regulations **PHILIPPINE BANK SECRECY LAWS**

1. Republic Act No. 1405 (the "Secrecy of Bank Deposits Law), Section 2 of which provides that: "All deposits of whatever nature with banks or banking institutions in the Philippines including investments in bonds issued by the Government of the Philippines, its political subdivisions and its instrumentalities, are hereby considered as of an absolutely confidential nature and may not be examined, inquired or looked into by any person, government official, bureau or office, except upon written permission of the depositor, or in cases of impeachment, or upon order of a competent court in cases of bribery or dereliction of duty of public officials, or in cases where the money deposited or invested is the subject matter of the litigation." Violation of R.A. 1405 is punishable by imprisonment and/or fine at the discretion of the court.
2. Republic Act No. 6426 (the "Foreign Currency Deposit Act"), Section 8 of which provides that: "All foreign currency deposits authorized under this Act, as amended by Presidential Decree No. 1035, as well as foreign currency deposits authorized under Presidential Decree No. 1034, are hereby declared as and considered of any absolutely confidential nature and, except upon the written permission of the depositor, in no instance shall such foreign currency deposits be examined, inquired or looked into by any person, government official, bureau or office whether judicial, administrative or legislative, or any other entity whether public or private: Provided, however, That said foreign currency deposits shall be exempt from attachment, garnishment or any other order, process of any court, legislative body, government agency or any administrative body whatsoever." Violation of R.A. 6426 is punishable by imprisonment and/or fine at the discretion of the court.
3. Republic Act No. 8791 (the "General Banking Law of 2000") Section 55.1 of which provides that: "No director, officer, employee or agent of any bank shall (b) Without order of a competent jurisdiction, disclose to any unauthorized person any information relative to the funds or properties in the custody of the bank belonging to private individuals, corporation, or any other entity: Provided, That with respect to bank deposits, the provisions of existing laws shall prevail. Violation of R.A. 8791 is punishable by imprisonment and/or fine at the discretion of the court as well as administrative sanctions.
4. Bangko Sentral ng Pilipinas Circular No. 398, series of 2003, as amended by Bangko Sentral ng Pilipinas Circular No. 484, series of 2004 imposes upon credit card issuers the obligation to keep strictly confidential the data on the cardholder or consumer except disclosure to third party service providers solely for the purpose of assisting or rendering assistance to the bank in the administration of its credit card business. Violation of BSP Circular 398, as amended is punishable by criminal and/or administrative sanctions.

OTHER RELEVANT PHILIPPINE LAWS AND REGULATIONS

1. Bangko Sentral ng Pilipinas ("BSP") Circular No. 268, series of 2000, as amended, which regulates the outsourcing of banking functions. In respect of information technology systems and other processes, outsourcing is generally allowed, subject to prior approval of the BSP's Monetary Board and compliance with prescribed minimum contractual stipulations as well as submission of specific documents. The BSP Circular prohibits outsourcing of certain functions affecting the ability of the bank to ensure the fit of technology services deployed to meet its strategic and business objectives and to comply with all pertinent banking laws and regulations. Consultants and/or service providers may be engaged to provide assistance/support to the bank personnel assigned to perform such services, subject to prior BSP approval, where applicable.
2. Republic Act No. 9160 as amended, otherwise known as the Anti-Money Laundering Law, which regulates, among others, the integrity and confidentiality of bank accounts. This law includes a prohibition against disclosing to any person the fact that a covered or suspicious banking transaction was reported to the Anti-Money Laundering Council.
3. Republic Act No. 8792, otherwise known as the Electronic Commerce Act of 2000, which defines, among others, the standards by which electronic documents will be recognized in the Philippines, the extent of liability of a service provider and the obligation of confidentiality in respect of any electronic key, electronic data message or electronic document, book, register, correspondence, information or other material pursuant to any powers conferred under this Act.
4. Under BSP Circular Letters dated 26 September 2001 and 3 October 2001, all banks (among others) were required to submit to the BSP their updated business continuity plans taking into account possible contingencies. Said business continuity plan must be duly approved by the board of directors of each institution and accompanied by a certification by the President or officer of equivalent rank of such institution to the effect that the updated business continuity plan, as approved by the Board of Directors, has been tested and is in place.

[All from BSP Circular No. 268, s. of 2000]

Bank's Duty of Confidentiality under Common Law

Under common law, there is a duty on the part of a bank to keep information relating to the affairs of the customer confidential. This duty of confidentiality arises by virtue of the banker and customer relationship and is implied by law. Subject to certain general exceptions, the bank's duty to keep such information confidential continues even after the termination of the banker and customer relationship.

Staff Signature: _____

Print Full Name: _____

Date: _____