

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

[illegible]

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

Lilian E. Roque

(Contact Person)

885-8208 loc 1921

(Company Telephone Number)

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(Secondary License Type, If Applicable)

**Corporate Governance &
Finance Dept.**

Dept. Requiring this Doc.

Amended Articles Number/Section

1,425

Total No. of Stockholders
As of 31-Dec-2017

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Domestic	Foreign
1	1
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SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended : December 31, 2017
2. SEC Identification Number : 15552 3. BIR Tax Identification No. : 000-663-983-000
4. Exact name of issuer as specified in its charter: PHILIPPINE SAVINGS BANK
5. City of Manila, Philippines
Province, Country or other jurisdiction of
incorporation or organization:
6. (SEC Use Only)
Industry Classification Code:
7. PSBank Center, 777 Paseo de Roxas cor. Sedeño St., Makati City 1225
Address of principal office Postal Code
8. (632) 885-8208
Issuer's telephone number, including area code
9. Not applicable
Former name, former address, and former fiscal year, if changed since last report.



INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1.The Board should be composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	<p>At the end of 2017, there are nine directors in our Board, four of whom are independent directors while three are executive directors and two are non-executive directors. They are all qualified business professionals with the required expertise and experience in directing our strategic path. These directors were selected based on their qualifications (i.e., integrity/probity, physical/mental fitness, competence, relevant education/financial literacy/training, diligence and knowledge/experience) without discrimination on gender, age, and ethnic, political, religious, or cultural backgrounds.</p> <p>2017 Annual Report – Corporate Governance-Board Oversight, page 33</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p>Manual on Corporate Governance – Composition of the Board, page 7</p> <p>Manual on Corporate Governance – Qualifications of a Director, page 22</p> <p>Corporate Website – Board of Directors</p> <p>Definitive Information Statement for April 24, 2017 PSBank ASM, Item No. 5 Directors and Executive Officers, page 9</p>	
2.Board has an appropriate mix of competence and expertise	COMPLIANT	<p>2017 Annual Report – Corporate Governance-Board Oversight, page 33</p> <p>Manual on Corporate Governance – Qualifications of a Director, page 22</p>	

		Corporate Website – Board of Directors Definitive Information Statement for April 24, 2017 PSBank ASM, Item No. 5 Directors and Executive Officers, page 9																					
3.Directors remained qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	Manual on Corporate Governance – Specific Duties and Responsibilities of a Director, page 31 2017 Annual Report – Corporate Governance-Board Oversight, page 33																					
Recommendation 1.2																							
1. Board is composed majority of non-executive directors	COMPLIANT	<p>Of the Bank’s nine (9) directors, six (6) are non-executive, to wit:</p> <table><tr><th>2017 Directors</th><th>Type</th></tr><tr><td>Chairman Jose T. Pardo</td><td>Non-executive (Independent)</td></tr><tr><td>Vice-Chairman Arthur V. Ty</td><td>Executive</td></tr><tr><td>CEO Vicente R. Cuna, Jr.</td><td>Executive</td></tr><tr><td>Samson C. Lim</td><td>Non-executive (Independent)</td></tr><tr><td>Benedicto Jose R. Arcinas</td><td>Non-executive (Independent)</td></tr><tr><td>Jose Vicente L. Alde</td><td>Executive</td></tr><tr><td>Ma. Soledad D.S. De Leon</td><td>Non-Executive</td></tr><tr><td>Amelia B. Cabal</td><td>Non-Executive</td></tr><tr><td>Eduardo A. Sahagun</td><td>Non-executive (Independent)</td></tr></table> Manual on Corporate Governance – Composition of the Board, page 7 2017 Annual Report – Corporate Governance-Board Oversight, page 33 Corporate Website – Board of Directors*	2017 Directors	Type	Chairman Jose T. Pardo	Non-executive (Independent)	Vice-Chairman Arthur V. Ty	Executive	CEO Vicente R. Cuna, Jr.	Executive	Samson C. Lim	Non-executive (Independent)	Benedicto Jose R. Arcinas	Non-executive (Independent)	Jose Vicente L. Alde	Executive	Ma. Soledad D.S. De Leon	Non-Executive	Amelia B. Cabal	Non-Executive	Eduardo A. Sahagun	Non-executive (Independent)	
2017 Directors	Type																						
Chairman Jose T. Pardo	Non-executive (Independent)																						
Vice-Chairman Arthur V. Ty	Executive																						
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		Definitive Information Statement for April 24, 2017 PSBank ASM, Item No. 5 Directors and Executive Officers, page 9 <i>*new set of Board of Directors were elected during the Annual Stockholders' Meeting held on April 23, 2018.</i>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors	COMPLIANT	<p>Our Corporate Governance Manual states that “The Board as a group and as individual directors should have sufficient knowledge relevant to the Bank’s activities to provide effective governance and oversight. The Corporate Governance Committee (CGC) is mandated, among others, to make recommendations to the Board regarding the continuing education of directors. In this regard, the Chief Compliance Officer (CCO) shall liaise with internal and/or external training providers for the training and seminars of directors. Unless otherwise exempted by existing regulations, all Directors and Key Officers are required to attend for a <i>minimum of four (4) hours of training every year</i>, a program on Corporate Governance conducted by training providers duly accredited by the SEC or through an SEC-approved in-house corporate governance training, covering all the mandated topics including financial reporting and auditing. Key Officers, for purposes of this requirement, refer to all officers with the rank of Senior Vice President (SVP) & up (Principal Officers) and those officers named in the Bank’s By-Laws, the Chief Audit Executive (CAE) and the Chief Compliance Officer (CCO).”</p> <p>Manual on Corporate Governance – Orientation and Continuing Education, page 33</p> <p>2017 Annual Report – Corporate Governance-Board Oversight, page 33</p>	
2. Company has an orientation program for first time directors.	COMPLIANT	<p>Mr. Eduardo A. Sahagun, our newly-elected Independent Director in 2017, attended an 8-hour corporate governance training, entitled 2017 Corporate Governance Orientation Program conducted by the Institute of Corporate Directors (ICD). The topics discussed were as follows:</p>	

		<ul style="list-style-type: none"> a. Introduction to Corporate Governance and Best Practices; b. Corporate Governance Committee of the Board and Other Related Topics; c. The Audit Committee of the Board; d. The Risk Oversight Committee of the Board <p>This is in addition to briefings and provision of specific duties & responsibilities of the Board and of each director as required by the BSP.</p> <p><u>Manual on Corporate Governance – Orientation and Continuing Education, page 33</u></p> <p><u>2017 Annual Report – Corporate Governance-Board Oversight, page 33</u></p>	
3. Company has relevant annual continuing training for all directors	COMPLIANT	<p>Together with our principal officers, our directors attended in 2017, a 4-hour annual refresher program on Corporate Governance pursuant to SEC Memorandum Circular No. 19, s2016, including Anti-Money Laundering (AML), as conducted by the Institute of Corporate Governance (ICG), a SEC-accredited training provider. The topics discussed were as follows:</p> <ul style="list-style-type: none"> a. Benefits of Corporate Governance; b. Fighting Fraud through Data Analysis and Whistleblowing: Anti-Bribery and Anti-Corruption; c. Anti-Money Laundering Updates <p><u>Manual on Corporate Governance – Orientation and Continuing Education, page 33</u></p> <p><u>2017 Annual Report – Corporate Governance-Board Oversight, page 33</u></p>	
Recommendation 1.4			

1. Board has a policy on board diversity.	COMPLIANT	<p>As enshrined in our Corporate Governance Manual, no director or candidate for directorship shall be discriminated upon by reason of gender, age, sexual orientation, disability, ethnicity, skills/knowledge/competence, nationality or political, religious or cultural backgrounds. This aims to avoid groupthink and ensure that optimal decision-making is achieved.</p> <p>Further, as part of our CG practices and to implement our board diversity policy, we have two (2) female Non-executive Directors in the Board.</p> <p>Manual on Corporate Governance – Composition of the Board, page 7</p> <p>Corporate Website – Board of Directors*</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p>Definitive Information Statement for April 24, 2017, Item 5. Directors and Executive Officers, page 17</p> <p><i>*new set of Board of Directors were elected during the Annual Stockholders' Meeting held on April 23, 2018.</i></p>	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives	COMPLIANT	<p>As part of our Corporate Governance policy and cognizant of the requirement to implement our Board Diversity Policy, we have two (2) Non-executive Directors elected in 2017.</p> <p>As per our <i>Board Diversity Policy</i>, no director or candidate for directorship shall be discriminated upon by reason of gender, age, sexual orientation, disability, ethnicity, skills/knowledge/competence, nationality, or political, religious or cultural backgrounds. This aims to avoid groupthink and ensure that optimal decision-making is achieved.</p> <p>Corporate Governance Manual – Board Diversity Policy, page 7</p>	

		Corporate Website – Board of Directors	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>Our Board has access to our Corporate Secretary, Mr. Pocholo V. Dela Peña, who manages the flow of information to the Board prior to the meetings. The Office of the Corporate Secretary plays a significant role in supporting the Board in discharging its responsibilities. It administers, attends, prepares the agenda and minutes of Board meetings and ensures that notices required under the By-Laws are given to all directors and stockholders.</p> <p>Manual on Corporate Governance – Corporate Secretary, page 36</p> <p>2017 Annual Report – Board Oversight, page 33</p> <p>2017 Annual Report – Board of Directors, page 45</p> <p>Corporate Website – Board of Directors</p> <p><i>*new set of Board of Directors were elected during the Annual Stockholders’ Meeting held on April 23, 2018.</i></p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	<p>The Bank’s Corporate Secretary is a separate individual from the Chief Compliance Officer (CCO).</p> <p>Manual on Corporate Governance – Corporate Secretary, page 36</p> <p>2017 Annual Report – Board Oversight, page 33</p> <p>2017 Annual Report – Board of Directors, page 45</p> <p>Corporate Website – Board of Directors</p>	


		<i>*new set of Board of Directors were elected during the Annual Stockholders' Meeting held on April 23, 2018.</i>	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	<p>The Bank's Corporate Secretary is not a member of the Board of Directors.</p> <p>Manual on Corporate Governance – Corporate Secretary, page 36</p> <p>2017 Annual Report – Board Oversight, page 33</p> <p>2017 Annual Report – Board of Directors, page 45</p> <p>Corporate Website – Board of Directors</p> <p><i>*new set of Board of Directors were elected during the Annual Stockholders' Meeting held on April 23, 2018.</i></p>	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>Together with our principal officers, and directors, our Corporate Secretary attended in 2017, a 4-hour annual refresher program on Corporate Governance pursuant to SEC Memorandum Circular No. 19, s2016, including Anti-Money Laundering (AML), which was conducted by the Institute of Corporate Governance (ICD), a SEC-accredited training provider. The topics discussed were as follows:</p> <ul style="list-style-type: none"> a. Benefits of Corporate Governance; b. Fighting Fraud through Data Analysis and Whistleblowing: Anti-Bribery and Anti-Corruption; c. Anti-Money Laundering Updates <p>Manual on Corporate Governance – Corporate Secretary, page 36</p> <p>2017 Annual Report – Board Oversight, page 33</p>	
Optional: Recommendation 1.5			

1. The Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.			
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	<p>Mr. Gilbert L. Nunag, is the Bank's duly-appointed full-time Chief Compliance Officer (CCO) whose principal function is to oversee the design of an appropriate compliance system, promote its effective implementation and address breaches that may arise. He is also responsible for ensuring the integrity and accuracy of all documentary submissions to BSP.</p> <p>Manual on Corporate Governance – Chief Compliance Officer (CCO), page 45</p> <p>2017 Annual Report – Senior Officers, page 51</p> <p>Definitive Information Statement for April 24, 2017 – Compliance, page 38</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	NON-COMPLIANT		<p>Given the importance of the compliance function, the Bank's Chief Compliance Officer (CCO) is a senior officer with a rank of Vice President (VP) functionally reporting directly to the Corporate Governance Committee and to the Board. Further, such appointment/designation is covered with prior approval of the BSP's Monetary Board.</p> <p>Notwithstanding SEC's recommendation that the CCO position should be an SVP rank,</p>

			<p>the Bank's CCO has adequate stature and authority in the Bank necessary to effectively carry out his duties and responsibilities in implementing the Bank's compliance program.</p> <p>Manual on Corporate Governance – Chief Compliance Officer (CCO), page 45</p> <p>2017 Annual Report – Senior Officers, page 51</p>
3. Compliance Officer is not a member of the Board.	COMPLIANT	<p>The Bank's Chief Compliance Officer is a senior officer and not a member of the Board.</p> <p>Manual on Corporate Governance – Chief Compliance Officer (CCO), page 45</p> <p>2017 Annual Report – Senior Officers, page 51</p>	
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>Together with our principal officers, and directors, our Chief Compliance Officer attended in 2017, a 4-hour annual refresher program on Corporate Governance pursuant to SEC Memorandum Circular No. 19, s2016, including Anti-Money Laundering (AML), as conducted by the Institute of Corporate Governance (ICD), a SEC-accredited training provider. The topics discussed were as follows:</p> <ul style="list-style-type: none"> a. Benefits of Corporate Governance; b. Fighting Fraud through Data Analysis and Whistleblowing: Anti-Bribery and Anti-Corruption; c. Anti-Money Laundering Updates 	

		2017 Annual Report – Board Oversight, page 33 Corporate Governance Manual – Annual Continuing Education Program, page 34	
Principle 2: The fiduciary roles and responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	<p>The roles and responsibilities of PSBank's Board of Directors are clearly outlined in our Corporate Governance Manual which also serves as the Board Charter providing due guidance to all directors as to the proper discharge of their roles, duties and responsibilities and accountabilities, among other Board-related matters.</p> <p>As stated in the Minutes of our 2017 ASM, all acts and transactions, especially those relating to our material/significant related party transactions (RPTs) which were entered into between the Bank and its related parties were reviewed and endorsed for the Board of Directors' approval prior to their consummation.</p> <p>Minutes of Annual Stockholders' Meeting - Item No. 5, Confirmation of All Acts of the Board of Directors, Management and All Committees During the Year 2016, page 3</p> <p>2017 Annual Report – Material Related Party Transactions, page 29</p> <p>Manual on Corporate Governance – Specific Duties and Responsibilities of a Director, page 32</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objective and strategy.	COMPLIANT	PSBank's Board of Directors is primarily responsible for approving and overseeing the implementation of the Bank's strategic objectives, risk strategy,	

2. Board overseas and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	<p>corporate governance and corporate values. It approves the Bank's business strategy on an annual basis.</p> <p><u>Manual on Corporate Governance – General Responsibility of the Board, page 8</u></p>	
Supplemental to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	<p>The Bank's Mission, Vision and Core Value Statement were reviewed in May 2016 by the Board of Directors. For many years, the Bank's vision and mission remains the same as it is relevant and continues to be a work-in-progress despite its many achievements and current standing in the Thrift Banking industry, to wit:</p> <p><u>Vision:</u> To be the country's consumer and retail bank of choice.</p> <p><u>Mission:</u> As an INSTITUTION: To conform to the highest standards of integrity, professionalism and teamwork. For our CLIENTS: To provide superior products and reliable, top quality services responsive to their banking needs. For our EMPLOYEES: To place a premium on their growth, and nurture an environment of teamwork where outstanding performance is recognized. For our SHAREHOLDERS: To enhance the value of their investments.</p> <p><u>Core Values:</u> In realizing our mission and vision, we will be:</p> <p>PROACTIVE in serving our customers. PERFORMANCE-driven and recognized, reinforced, and rewarded accordingly. PROFESSIONAL to the highest standards and in all respects.</p>	

		<p>PEOPLE-ORIENTED in our dealings with our internal and external customers alike.</p> <p>Corporate Website – Mission, Vision and Core Values Statement</p> <p>2017 Annual Report – Mission, Vision and Core Values Statement, cover page 2</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	<p>In January 2017, PSBank's Board of Directors approved the Bank's Annual Budget for the year. This is in line with the primary responsibility of the Board of approving the Bank's strategic objectives and business plans, among others. These shall take into account the Bank's long-term financial interests, its level of risk tolerance, and ability to manage risks effectively. In this respect, the Board of Directors shall establish a system for measuring performance against plans.</p> <p>Please see Annex "A" for the Secretary's Certificate certifying Board's approval of our 2017 Budget.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 9</p> <p> Annex A - Secretary's Certificate</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>PSBank's Chairman, Mr. Jose T. Pardo, is a Non-Executive and Independent Director. Information on his qualifications is disclosed in our Annual Report and Corporate Website.</p> <p>2017 Annual Report – Board of Directors, page 42</p>	

		Corporate Website – Board of Directors* <i>*a new set of Board of Directors were elected during the Annual Stockholders' Meeting held on April 23, 2018.</i>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	<p>Per PSBank's By-Laws, succession or filling up any vacancies in the Board of Directors is made by the vote of at least a majority of the remaining directors, if still constituting a quorum. Vacancies occurring by reason of removal by the stockholders, by expiration of term, or by an increase in the number of directors, however, are filled by the stockholders in a regular or special meeting called for this purpose.</p> <p>With regard to key officers and management, the Bank has instituted a succession program to ensure continuity and viability of the business. Positions that are critical to the business have identified "Ready Now" and "Ready Later" replacements, which are reviewed annually. Potential successors are subjected to Individual Development Plans, which is a combination of classroom training, cross postings, immersions, and development assignments. Furthermore, strategic workforce planning is also in effect annually to ensure that critical positions are filled up and that Talent Acquisition is ready to provide external talents if deemed necessary.</p> <p>2010 PSBank By-Laws – Section 6.03-Vacancies, page 6</p> <p>2017 Annual Report – Our Retirement and Succession Policy, page 38</p>	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	<p>Per our retirement policy, we are considering setting an age limit for directors except for certain persons such as Filipino citizens with recognized stature, influence and reputation in the banking and business community and whose business practices stand as testimonies to good corporate governance. Upon the recommendation of the Corporate Governance Committee, said age limit</p>	

		<p>for directors may also be waived by the Board if such a waiver is deemed to be for the best interest of the Bank. Further, the Bank's independent directors may serve for a maximum cumulative term of nine (9) years reckoned starting 2012. After which, the independent director shall be perpetually barred from re-election as such, but may continue to qualify for nomination and election as a non-independent/regular director. If the Bank wants to retain an independent director who has already served for nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the Annual Shareholders' Meeting.</p> <p>With regard to the Bank's regular employees, as a matter of policy, the compulsory retirement age for its officers and staff is at fifty-five (55) years old.</p> <p><u>2017 Annual Report – Our Retirement and Succession Policy, page 38</u></p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	<p>As discussed in the Bank's Corporate Governance Manual, PSBank's Board of Directors is responsible in approving and overseeing the implementation of performance standards as well as remuneration and other incentives policy. They ensure that the policy is consistent with the long-term strategic objectives and financial soundness of the bank and should promote good performance, convey acceptable risk-taking behavior, and reinforce the Bank's operating and risk culture.</p> <p>We have been consistent in preaching the philosophy of meritocracy, such that our compensation and rewards programs are geared towards providing incentives to employees who have contributed to the success of the Bank.</p> <ul style="list-style-type: none"> • Merit Increase. Annual increases are given to employees based on their relative performance within the organization. • President's Cup Award. This productivity-based award is given quarterly and annually to an individual or group for achieving exceptional performance. 	

		<p>We also regularly review all our policies and programs to ensure that our organization is at par with what the industry is offering.</p> <ul style="list-style-type: none"> • Job Evaluation. We regularly conduct job evaluation on new positions resulting from our re-organization. This happens after a bank-wide job evaluation conducted every three years, which is aimed at measuring and benchmarking all Bank positions vis-à-vis the banking industry. • Salary Structure Program. We conduct salary restructuring to ensure that the salaries of our employees are equitable to what the industry is offering. <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 10</p> <p>2017 Annual Report – Our Remuneration Policy, page 38</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	<p>As further discussed in the Bank’s Corporate Governance Manual, our Board of Directors formulates and adopts a policy specifying the relationship between remuneration and performance.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 10</p> <p>2017 Annual Report – Our Remuneration Policy, page 38</p>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	<p>As mentioned in the Bank’s Corporate Governance Manual, no PSBank director participates in discussions or deliberations involving his own remuneration.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 10</p>	
Optional Recommendation 2.5			
1. Board approves the remuneration of senior executives.			
2. Company has measurable standards to align the performance-based remuneration of the	COMPLIANT	<p>As discussed in our 2017 Annual Report, our directors and officers are provided with an industry-competitive compensation package to attract, motivate, and</p>	

executives with long-term interest, such as claw back provision and deferred bonuses.		<p>retain highly qualified people. The salary scales of our officers are generally based on their position and rank. These are reviewed annually and adjusted as needed, based on performance.</p> <p>We also grant fixed bonuses, including a 13th-month pay, in accordance with law. Our Board sees to it that this remuneration strategy is regularly reviewed to ensure that the policy is commensurate with corporate and individual performance, and benchmarked against our industry peers and other market considerations, while maintaining internal equity. The Bank's remuneration policy is applicable to all employees, including the President and its senior officers.</p> <p>Each director receives a monthly professional fee for attending Board and committee meetings. This is also in consideration of their valuable contributions in the formulation of our Bank's overall strategy.</p> <p>2017 Annual Report – Our Remuneration Policy, page 38</p> <p>PSBank Definitive Information Statement for April 24, 2017 – Our Remuneration Policy, page 38</p>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Our Corporate Governance Committee assists the Board in the performance of functions that were previously assigned to a Nomination and Remuneration Committee.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	<p>Our Nomination Procedure for purposes of electing a director is disclosed in our Corporate Governance Manual, Amended By-Laws and Corporate Governance Charter:</p> <p>Corporate Governance Manual – Election of Directors-Nomination Procedures, page 31</p>	

		Corporate Website – 2010 Amended Articles of Incorporation and By-Laws, page 5 Corporate Governance Charter	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	<p>As stated in our Corporate Governance Manual, <i>any</i> stockholder may submit nominations for directorial positions to the Corporate Governance Committee (CGCom) following the prescribed procedures.</p> <p>Corporate Governance Manual – Election of Directors-Nomination Procedures, page 31</p> <p>Corporate Website – 2010 Amended Articles of Incorporation and By-Laws, page 5</p> <p>2017 Annual Report – Board Oversight, page 33</p>	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT	<p>Our Nomination Procedures, for purposes of electing a director as disclosed in our Corporate Governance Manual, covers the process of shortlisting candidates for board of directors.</p> <p>Corporate Governance Manual – Election of Directors-Nomination Procedures, page 31</p> <p>2017 Annual Report – Board Oversight, page 33</p>	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement of a director.	COMPLIANT	<p>Along with other Board Committees, the Corporate Governance Committee, in fulfilling its corporate governance responsibilities including those functions formerly assigned to Nomination and Remunerations Committee is required to conduct on an annual basis within the first quarter of the following year, a performance evaluation/assessment.</p> <p>Corporate Governance Manual – Performance Evaluation, page 57</p>	

		2017 Annual Report – Our Governance Evaluation, page 39 PSBank’s Definitive Information Statement for April 24, 2017 – Our Governance Evaluation, page 40	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	<p>As discussed in the Corporate Governance Manual, part of the screening process of in the nomination of PSBank directors includes the review and evaluation of their qualifications (including the determination of any grounds for disqualification) and whether the candidates (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the Bank's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members.</p> <p>As also mandated in our Corporate Governance Charter, its members determine the nomination and election process for the Bank's directors and for positions appointed by the Board of Directors and has the special duty of defining the general profile of Board members that the Bank may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.</p> <p>Corporate Governance Manual – Election of Directors-Nomination Procedures, page 31</p> <p>Corporate Governance Charter</p>	
Optional: Recommendation 2.6			
1. Company uses professional search firms or other external sources of candidates (such as directors databases set up by director or	COMPLIANT	<p>Aligned with our Corporate Governance Manual, PSBank may use professional search firms such as the Institute of Corporate Directors (ICD) as well as recommendations from shareholders and existing directors when searching for candidates to the board of directors.</p>	

shareholder bodies) when searching for candidates to the board of directors.		Corporate Governance Manual – Composition of the Board, page 7	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	<p>In line with the principles of fairness and transparency, it is the policy of PSBank that all transactions or dealings with its related parties are made in the regular course of business, conducted at arm's length terms i.e. not less favorable to the Bank than those offered to other unaffiliated/unrelated parties and that corporate/business resources are not misappropriated or misapplied.</p> <p>Towards these ends, PSBank has put in place a <i>Board-approved</i> Related Party Transactions (RPT) policy that embodies the key requirements pursuant to BSP Circular No. 895 re: RPT Guidelines.</p> <p>In this regard, we have constituted a <i>Board-level</i> Related Party Transactions Committee (RPTC) that is majority-composed of Independent Directors and tasked to assist the Board in ensuring that transactions with related parties are reviewed, appropriate restrictions are followed, and corporate resources are judiciously used. This committee is also tasked to review/evaluate and endorse for Board approval RPTs beyond their set transaction materiality thresholds (material RPT items) further subject of stockholders' ratification during the Annual Stockholders' Meeting.</p> <p>We have further disclosed in our 2017 Annual Report the material RPTs that were entered into between the Bank and its related interests.</p> <p>Corporate Website - Related Party Transactions Policy</p> <p>2017 Annual Report – Material Related Party Transactions, page 29</p> <p>Related Party Transactions Committee Charter</p>	

2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	<p>As stated in our RPT Policy, to ensure the proper identification, review, approval, monitoring and reporting of the Bank's RPTs, and to further ensure that all its transactions with its related parties are made in the regular course of business, conducted at arm's length terms i.e., not less favorable to the Bank than those offered to other unaffiliated/non-related parties and that corporate/business resources of the Bank are not misappropriated or misapplied, we have created a Board-level Related Party Transactions Committee (RPTC) to ensure that all RPTs beyond the set transaction materiality threshold are duly reviewed/evaluated before those are endorsed for Board approval.</p> <p>On the other hand, we have created a Management-level Related Party Transactions Management Committee (RPTMC) that is tasked to assist the RPTC and to review/evaluate/approve RPT items within their set transaction materiality thresholds (non-material).</p> <p>Corporate Website - Related Party Transactions Policy</p> <p>Related Party Transactions Committee Charter</p>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	<p>Our RPT Policy covers all related parties, both natural and juridical persons within the Metrobank Group and are further classified whether "DOSRI", "Subsidiary/Affiliate" or "Other Related Parties".</p> <p>Corporate Website - Related Party Transactions Policy</p> <p>Related Party Transactions Committee Charter</p>	
Supplemental to Recommendation 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or	COMPLIANT	<p>Our transaction materiality thresholds for RPTs were set on a per transaction type basis considering the high-end of their historical ticket sizes, their nature and the Bank's risk appetite. These thresholds are applied on a per single transaction basis for one-time/non-recurring transactions or the aggregate</p>	

transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosures and approval.		<p>amount of multiple transactions expected in a year's time for some arrangements with recurring/continuing transactions. Except for certain transactions with DOSRIs requiring prior approval of the Board of Directors under existing BSP rules regardless of their amounts, RPTs amounting within said thresholds are subject to the review and approval of the Management-level RPTMC and endorsement of the Board-level RPTC for the Board of Directors' confirmation. On the other hand, those beyond such thresholds are considered "material" and shall pass through the Board-level RPTC for review and endorsement for the Board of Directors' approval prior to their consummation and then Stockholders' confirmation in the Annual Stockholders' Meeting.</p> <p>2017 Annual Report – Fairness, page 29</p> <p>Corporate Website - Related Party Transactions Policy</p> <p>Related Party Transactions Committee Charter</p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	NON-COMPLIANT		<p>The Board of Directors has been effectively performing its responsibility of ensuring the integrity of the Bank's related party transactions by setting up strict handling procedures and monitoring/reporting of breaches in its internal exposure limits. Further, in compliance with BSP Circular No. 895, our RPTC, which is at all times composed of Independent Directors and Non-executive directors with IDs comprising</p>

			<p>majority of the members, reviews/approves all RPTs beyond the materiality threshold before the same is submitted to the Board of Directors for approval and then confirmation by the Stockholders in the Annual Stockholders' Meeting. Further, our RPT Policy also requires any director involved/related to an RPT transaction to inhibit from reviewing/endorsing/approving said transaction.</p> <p>Related Party Transactions Committee Charter</p> <p>Corporate Website - Related Party Transactions Policy</p>
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive)	COMPLIANT	<p>As discussed in our Corporate Governance Manual, our Board of Directors is the one responsible for approving the appointment/selection of key members of senior management and heads of control functions and for the approval of a sound remuneration and other incentives policy for personnel. The list of our Management team is disclosed through our Annual Report and Corporate Website.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 9</p>	

		2017 Annual Report – Senior Officers, page 46 Corporate Website – Senior Officers	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive)	COMPLIANT	<p>Every year, our Board, individual Directors, their respective oversight committees, and all other Board-level committees, as well as the President and all Management-level committees conduct annual self-rating exercises on their performance through the use of scorecards. Beginning 2018, this annual performance rating exercises was expanded to also include that of the Chairman of the Board, the Chief Risk Officer, the Chief Audit Executive, the Chief Compliance Officer and of the entire Bank.</p> <p>2017 Annual Report- Our Governance Evaluation, page 39</p> <p>Corporate Governance Manual – Part IV-Performance Evaluation, page 57</p>	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that management’s performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	As discussed in our Corporate Governance Manual, the Bank has in place a Performance Appraisal & Development Program (PADP) that is to be accomplished annually down the line to gauge and rate/assess performance of each PSBanker vis-a-vis his approved business & developmental goals. This annual performance exercise is supplemented by a Mid-Year Performance Discussion (MYPD) process aimed at keeping the achievement of such goals on track. These performance exercises are always tied up with key HR matters such as training and development, remuneration, job fitness/propriety assessment and succession planning.	
2. Board establishes an effective performance management framework that ensures that personnel’s performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 14	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	As discussed in the Bank’s Corporate Governance Manual, PSBank’s Board of Directors is principally responsible in approving and overseeing the	

<p>2. The internal control system includes a mechanism for monitoring and managing conflict of interest of the Management, members and shareholders.</p>	<p>COMPLIANT</p>	<p>implementation of policies governing major areas of the bank's operations. The Board of Directors regularly reviews these policies, as well as evaluates control functions (e.g., internal audit, risk management and compliance) with Senior Management to determine areas for improvement as well as to promptly identify and address significant risks and issues.</p> <p>The Audit Committee is designated to provide independent oversight for the Bank's financial reporting process, corporate governance, system of internal control and risk management, internal and external audit functions, and monitoring of compliance with Bank policies, applicable laws, rules, regulations and Code of Conduct.</p> <p>The ROC oversees our Enterprise Risk Management (ERM) framework, the consistency of current and emerging risk exposures with our strategic direction and overall risk appetite, and the effectiveness of our risk management function in monitoring our risk-taking activities. It formulates policies and strategies to identify, measure, manage and limit risks. The ROC ensures that the system of limits approved by the Board remains effective. It also makes certain that limits are observed and that immediate corrective actions are taken whenever needed.</p> <p>Further, the Non-executive board members also meet regularly on an annual basis, other than in meetings of the Audit, Risk Oversight, Corporate Governance, and Related Party Transactions Committees, in the absence of Senior Management, with the external auditor and heads of the internal audit, compliance and risk management functions. This session aims to scrutinize Management's performance, particularly in meeting the Bank's goals and objectives and to determine the integrity of the Bank's internal control and effectiveness of risk management systems.</p>	
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3. Board approves the Internal Audit Charter.	COMPLIANT	<p>The Bank's Audit Committee Charter is disclosed in its corporate website:</p> <p>Audit Committee Charter</p>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	<p>As discussed in the Bank's Corporate Governance Manual, The Board of Directors shall be responsible for approving Bank's risk governance framework and overseeing management's implementation thereof. In this regard, the Board of Directors shall:</p> <ul style="list-style-type: none"> (1) Define the Bank's risk appetite. In setting the risk appetite, the Board of Directors shall take into account the business environment, regulatory landscape, and the Bank's long term interests and ability to manage risk; (2) Approve and oversee adherence to the risk appetite statement (RAS), risk policy, and risk limits; (3) Oversee the development of, approve, and oversee the implementation of policies and procedures relating to the management of risks throughout the Bank; 	

		<p>(4) Define organizational responsibilities following the three lines of defense framework. The business line functions will represent the first line of defense, the risk management and compliance functions for the second line of defense, and the internal audit function for the third line of defense. In this regard:</p> <p>(a) The Board of Directors shall ensure that the risk management, compliance and internal audit functions have proper stature in the organization, have adequate staff and resources, and carry out their responsibilities independently, objectively and effectively.</p> <p>(b) The Board of Directors shall ensure that non-executive board members meet regularly, with the external auditor and heads of the internal audit, compliance and risk management functions other than in meetings of the audit and risk oversight committees, in the absence of Senior Management.</p> <p>The Bank's current risk profile and exposures are better and within the Board-approved risk appetite. Our risk metrics allow us to sustain growth momentum and manage risk exposures against established trigger levels and limits. Where local laws and regulations broaden and unfamiliar risks arise, the Bank ensures that its system is compliant, its controls remain strong, its operating models are robust, and the delivery of services continues to exceed customer expectations.</p> <p><u>Corporate Governance Manual - Specific Duties And Responsibilities Of The Board, page 17</u></p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	<p>As mentioned in our 2017 Annual Report, the Bank's Risk Oversight Committee (ROC) oversees our Enterprise Risk Management (ERM) framework, the consistency of current and emerging risk exposures with our strategic direction and overall risk appetite, and the effectiveness of our risk management function in monitoring our risk-taking activities. It formulates policies and</p>	

		<p>strategies to identify, measure, manage and limit risks. The ROC ensures that the system of limits approved by the Board remains effective. It also makes certain that limits are observed and that immediate corrective actions are taken whenever needed.</p> <p>2017 Annual Report – Risk Management, page 22</p> <p>Corporate Website - Risk Oversight Committee Charter</p> <p>Corporate Governance Manual – Risk Oversight Committee, page 12</p>	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	<p>As discussed in our Corporate Governance Manual, said Manual which is posted in our website, also serves as the Board Charter providing due guidance to all directors as to the proper discharge of their roles, duties & responsibilities and accountabilities, among other Board-related matters.</p> <p>Corporate Governance Manual – Introduction, page 6</p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company’s website.	COMPLIANT		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	<p>In line with upholding the principles of fairness and transparency by ensuring that shareholders are afforded due protection and that individuals do not benefit from knowledge which is not otherwise generally available to the market, PSBank commits to prevent Insider Trading as prohibited under Section 27 of the Securities Regulations Code (SRC) and to comply with the pertinent requirements of the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE) as a Publicly-Listed Company (PSC). These prohibitions are embedded in our Policy on Insider Trading which is publicly available through our corporate website.</p> <p>Corporate Website - Policy on Insider Trading</p>	

		2017 Annual Report – Insider Trading, page 31	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	COMPLIANT	<p>In line with the principles of fairness and transparency, it is the policy of PSBank that all transactions or dealings with its related parties, whether DOSRI, subsidiary/affiliate or other related parties, are made in the regular course of business, conducted at arm's length terms i.e. not less favorable to the Bank than those offered to other unaffiliated/unrelated parties and that corporate/business resources are not misappropriated or misapplied. The guidelines to ensure that all RPTs are fair and conducted at arm's length and at market rates are covered by our Related Party Transactions Policy.</p> <p>Further, our By-laws expressly prohibits PSBank Directors and Officers to either directly or indirectly, for himself or as a representative or agent of other, borrow money from the Bank, nor shall be become a guarantor, endorser or surety for loans from the Bank to others, or in any manner be as obligor for moneys borrowed from the Bank or loaned by it except with the written approval of the majority of the Directors of the Bank, excluding the Director or Officer concerned. It further requires that such approval be entered upon the records of the bank and shall be properly reported as required to the BSP.</p> <p>Related Party Transactions Policy</p> <p>2017 Annual Report – Fairness, page 29</p> <p>PSBank Amended By-Laws – Powers, page 8</p>	
2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	<p>The types of decisions requiring prior board approval are disclosed in our Corporate Governance Manual, Annual Report as well as in our By-laws, which are all publicly-available through our company website. PSBank's Board of Directors.</p>	

		<p>In matters of governance, our Board of Directors is the one primarily responsible for defining the Bank's vision and mission and sets the corporate governance tone in our organization by ensuring adherence to principles and standards. It is primarily responsible for approving and overseeing the implementation of our strategic objectives, risk strategy, corporate governance and corporate values.</p> <p>2017 Annual Report – Board Oversight, page 33</p> <p>Corporate Governance Manual – General and Specific Duties and Responsibilities of the Board, page 8</p> <p>PSBank Amended By-Laws – Powers, page 8</p>	
<p>Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	<p>A number of Board-level committees were created to aid our Board of Directors in its various tasks to ensure efficiency and provide greater focus. The list of our Board-level committees is publicly available through our corporate website.</p> <p>Corporate Website - Board-level Committees</p> <p>2017 Annual Report – Board Committees, page 34</p> <p>Corporate Governance Manual – Board Committees, page 36</p>	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes,	COMPLIANT	<p>The Bank's Audit Committee is designated to provide independent oversight for the Bank's financial reporting process, corporate governance, system of internal control and risk management, internal and external audit functions, and monitoring of compliance with Bank policies, applicable laws, rules,</p>	

and compliance with applicable laws and regulations.		<p>regulations and Code of Conduct. The committee meets monthly and as needed, and is supported by our Internal Audit Group (IAG).</p> <p>PSBank's external/independent auditors are directly responsible to the Audit Committee in helping ensure the integrity of our financial statements and reporting processes. As such, the Audit Committee has a primary responsibility of recommending to the Board of Directors for approval, subject to ratification of the shareholders, the appointment, reappointment, dismissal, and fees of our external auditors.</p> <p>Corporate Website - Audit Committee Charter</p> <p>2017 Annual Report – Board Committees, page 35</p> <p>Corporate Governance Manual – Board Committees, page 37</p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	<p>Our Audit Committee is composed of three (3) Non-executive Directors, two (2) or majority of whom are independent, including the committee chairperson.</p> <p>In 2017, the Audit Committee was composed of the following:</p> <ol style="list-style-type: none"> 1. Jose T. Pardo (ID)* – Chairman 2. Eduardo A. Sahagun (ID)** - Chairman 3. Samson C. Lim (ID) – Member 4. Amelia B. Cabal (NED) – Member <p>Their detailed qualifications and background are fully discussed in our 2017 Annual Report which is publicly-available through our corporate website.</p> <p><i>*Term as Chairman ended in April 2017</i> <i>**Appointed as Chairman in May 2017</i></p>	

		Corporate Website - Audit Committee Charter 2017 Annual Report – Board Committees, page 35 2017 Annual Report – Board of Directors, page 42	
3. All the members of the committee have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	<p>These members have auditing, accounting, or related financial management expertise or experience commensurate with the size, complexity of operations and risk profile of the Bank. Their detailed qualifications and background are fully discussed in our 2017 Annual Report which is publicly-available through our corporate website.</p> <p>Corporate Website - Audit Committee Charter</p> <p>2017 Annual Report – Board Committees, page 35</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p>Corporate Website – Board of Directors</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	<p>The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committees.</p> <p>Corporate Website - Audit Committee Charter</p> <p>2017 Annual Report – Board Committees, page 35</p> <p>PSBank Definitive Statement for April 24, 2017 – Audit Committee’s Approval Policies and Procedures for Above Service, page 53</p>	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	<p>One of the duties and responsibilities of our Audit Committee as stated in its Audit Committee Charter is to evaluate and determine non-audit works to be performed by the external auditor and review periodically the fees paid for</p>	

		<p>such services in relation their significance to the total annual income of the external auditor and to the Bank's total expenditure on consultancy. They may also disallow any non-audit work that will conflict with the external auditor's duties or may pose a threat to his independence.</p> <p>Corporate Website - Audit Committee Charter</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	<p>Our Audit Committee complies with the requirement of holding a regular executive session with the external auditor without the presence of management. Executive sessions of the Audit Committee and the SGV & Company, our external auditor, were held on February 15, 2017 without the presence of management. The holding of the said session was duly documented in the Audit Committee minutes and reflected in our 2017 Annual Report.</p> <p>2017 Annual Report – Audit Committee Report, page 29</p>	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	<p>The Bank's Audit Committee meets on a monthly basis as stated in its Charter and attendance of its members in 2017 was reflected in our 2017 Annual Report.</p> <p>Corporate Website - Audit Committee Charter</p> <p>2017 Annual Report – Board Attendance in Meetings, page 36</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	<p>One of the duties and responsibilities of our Audit Committee as stated in its Audit Committee Charter is to recommend to the Board the appointment, reappointment and dismissal of the Chief Audit Executive and key internal auditors (i.e., Audit Division Head and Audit Managers).</p> <p>Corporate Website - Audit Committee Charter</p>	
Recommendation 3.3			

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>COMPLIANT</p>	<p>The Bank's Corporate Governance Committee is tasked to assist our Board in fulfilling its duties and responsibilities and monitoring our adherence to the corporate governance principles and guidelines set forth in our Corporate Governance Manual including the functions formerly assigned to the Nomination Committee and Compensation & Remuneration Committee which were both dissolved and integrated to this committee in 2017. It also oversees the development and effective implementation of our compliance system. The Committee meets monthly and is supported by our Compliance Office (CO).</p> <p>It further determines the nomination and election process for the Bank's directors and for positions appointed by the Board of Directors and has the special duty of defining the general profile of Board members that the Bank may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.</p> <p><u>Corporate Governance Committee Charter</u></p> <p><u>2017 Annual Report – Board Committees, page 34</u></p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>COMPLIANT</p>	<p>The Committee is composed of three (3) Directors, all of whom are independent directors, including the committee chairperson. The following are the members of the Corporate Governance Committee:</p> <ol style="list-style-type: none"> 1. Jose T. Pardo (ID) – Chairman 2. Amelia B. Cabal (NED)* - Member 3. Samson C. Lim (ID) – Member 4. Eduardo A. Sahagun (ID)** Member <p><i>*Term expired in April 2017</i></p> <p><i>**Appointed as member in May 2017</i></p> <p><u>Corporate Governance Committee Charter</u></p>	

		2017 Annual Report – Board Committees, page 34	
		Corporate Website – Board of Directors	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	<p>The Chairman of the Corporate Governance Committee is Mr. Jose T. Pardo who is an Independent Director.</p> <p>2017 Annual Report – Board Committees, page 34</p> <p>2017 Annual Report – Board of Directors, page 42</p>	
Optional: Recommendation 3.3			
1. Corporate Governance Committee meet at least twice during the year.	COMPLIANT	<p>As stated in our Corporate Governance Committee (CGCom) Charter, the Committee convenes and meets at least on a monthly basis and as soon as the need arises.</p> <p>Total number of meetings held by the CGCOM is disclosed in our 2017 Annual Report which is publicly-available through our corporate website.</p> <p>2017 Annual Report – Board Committees, page 34</p> <p>Corporate Governance Committee Charter</p>	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	<p>The Bank's Risk Oversight Committee (ROC) is responsible for the development and oversight of our risk management program. The ROC members possess a range of expertise and adequate knowledge of our risk exposures, which is needed to develop appropriate strategies for preventing or minimizing losses. The Committee meets monthly and is supported by our Risk Management Office (RMO).</p> <p>Risk Oversight Committee Charter</p> <p>2017 Annual Report – Board Committees, page 34</p>	

		2017 Annual Report – Risk Management, page 23	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	<p>The ROC is currently composed of three (3) members of the Board of Directors and one non-voting member appointed as advisor. Two (2) or majority of its voting members are independent directors, including its Chairperson.</p> <p>The following are the Bank’s ROC members:</p> <ol style="list-style-type: none"> 1. Benedicto Jose R. Arcinas (ID) – Chairman 2. Vicente R. Cuna (ED) – Member 3. Amelia B. Cabal (NED)* – Member 4. Jose Vicente L. Alde (ED)* – Member 5. Eduardo A. Sahagun (ID)** - Member <p><i>*Term expired in November 2017</i> <i>**Appointed as Member in November 2017</i></p> <p>2017 Annual Report – Board Committees, page 34</p> <p>2017 Annual Report – Board of Directors, page 42</p>	
3. The Chairman of the BROC is not the Chairman of the Board or any other committee.	COMPLIANT	<p>The Chairman of ROC is Mr. Benedicto Jose R. Arcinas, an Independent Director.</p> <p>2017 Annual Report – Board Committees, page 34</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p>Corporate Website – Board of Directors</p>	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	Per our ROC Charter, members of the ROC should possess a range of expertise as well as adequate knowledge of risks, risk management and the Bank’s risk exposures to be able to develop appropriate strategies for preventing losses and minimizing the impact of losses when they occur. The background, skills	


		<p>and experience of the members of the ROC are disclosed in the Bank's corporate website, 2017 Annual Report and Definitive Information Statement.</p> <p>Corporate Website – Board of Directors</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p>PSBank's Definitive Information Statement for April 24, 2017 – Item 5. Directors and Executive Officers, page 9</p>	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	<p>The Bank's Related Party Transactions Committee is tasked to assist the Board in ensuring that transactions with related parties are reviewed, appropriate restrictions are followed, and corporate resources are judiciously used. The committee meets monthly and is also supported by our Compliance Office (CO).</p> <p>Related Party Transactions Committee Charter</p> <p>2017 Annual Report – Board Committees, page 34</p>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	COMPLIANT	<p>The committee is composed of three (3) Non-executive Directors, two (2) or majority of whom are independent directors, including the committee chairperson.</p> <p>The following are PSBank's RPTC members:</p> <ol style="list-style-type: none"> 1. Jose T. Pardo (ID)* - Chairman 2. Samson C. Lim (ID)** - Chairman 3. Amelia B. Cabal (NED)*** - Member 4. Benedicto R. Arcinas (ID)**** - Member 5. Eduardo A. Sahagun (ID)***** - Member <p>Related Party Transactions Committee Charter</p>	

		2017 Annual Report – Board Committees, page 35 <i>*Term as Chairman ended in April 2017; member from May-December 2017</i> <i>**Appointed as Chairman in May 2017</i> <i>***Term expired in April 2017</i> <i>****Term expired in April 2017</i> <i>*****Appointed as member in May 2017; Term expired in November 2017</i>	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	The Board-level Committee Charters are all disclosed in the Bank’s corporate website, containing all the required information such as functions, qualification, including their respective members, which all necessary for their performance evaluation.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	Corporate Website - Board Committees Corporate Website - Board Committee Members	
3. Committee Charters were fully disclosed on the company’s website.	COMPLIANT	Corporate Website - Board Committee Charters	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation’s business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board. Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	As discussed in our Corporate Governance Manual, our members of the Board can attend its regular and special meetings in person or through teleconferencing. The meetings of the Board may be conducted through modern technologies such as, but not limited to, teleconferencing and video conferencing as long as the director who is taking part in said meetings can actively participate in the deliberations on matters taken up therein: Provided, that every member of the Board shall participate in at least fifty percent (50%) and shall physically attend at least twenty five percent (25%) of all Board meetings every year: Provided, further, that in the case of a director who is unable to physically attend or	

		<p>participate in Board meetings via teleconferencing or video conferencing, the corporate secretary shall execute a notarized certification attesting that said director was given the agenda materials prior to the meeting and that his/her comments/decisions thereon were submitted for deliberation/discussion and were taken up in the actual Board meeting, and that the submission of said certification shall be considered compliance with the required fifty percent (50%) minimum attendance in Board meetings.</p> <p>In 2017, our Board had 12 regular meetings, in addition to the annual stockholders' and organizational meetings. Our directors logged a 95% attendance rate.</p> <p>Attendance records to the Board and Board Committee meetings in 2017 are summarized in the 2017 Annual Report. On the other hand, attendance record of our Board of Directors in the 2017 Annual Stockholders Meeting is reflected in its Minutes as also disclosed in our corporate website.</p> <p>Corporate Governance Manual – Conduct of Board Meetings and Quorum Requirements, page 21</p> <p>2017 Annual Report – Board Meetings, page 36</p> <p>2017 Annual Report – Board Committees, page 34</p> <p>Minutes of the Annual Stockholders' Meeting (April 24, 2017)</p>	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<p>One of the specific duties and responsibilities of a director as discussed in our Corporate Governance Manual, is to devote time and attention necessary to properly discharge their duties and responsibilities.</p> <p>Directors should devote sufficient time to familiarize themselves with the Bank's business. They must be constantly aware of the Bank's condition and</p>	

		<p>be knowledgeable enough to contribute meaningfully to the Board's work. They must attend and actively participate in Board and committee meetings, request and review meeting materials, ask questions, and request explanations. If a person cannot give sufficient time and attention to the affairs of the Bank, he should neither accept his nomination nor run for election as member of the Board.</p> <p><u>Corporate Governance Manual – Specific Duties and Responsibilities of a Director, page 33</u></p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>Our Board of Directors attends and actively participates in all our board and committee meetings, by requesting and reviewing meeting materials, by asking questions, and requesting explanations, if needed. For instance, in the Minutes of the meeting held by the Corporate Governance Committee on August 25, 2017, CCO Gilbert L. Nunag updated its members as to the issuance of a new BSP Circular Letter which amended and intensified the rules on the imposition of administrative sanctions to encourage adherence to the provisions of the Anti-Money Laundering Act (AMLA), its implementing rules and regulations and all AMLC issuances. Given the huge potential financial impact to the Bank of new set of AML monetary penalties/fines, Director Eduardo Sahagun expressed his concern and advised the Management to explore and come up with the necessary measures in the execution of relevant processes to minimize if not totally avoid exceptions to which CGC Chairperson Jose T. Pardo and Director Samson Lim concurred. In this regard, Chairman Pardo also suggested to measure/quantify the Bank's total exposure to such monetary fines.</p>	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	<p>As stated in our Corporate Governance Manual, "non-executive directors of the Board may concurrently serve as directors up to a maximum of five (5) Publicly-Listed Companies (PLCs) to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals or views, and oversee the long-term strategy" of Globe.</p>	


		Corporate Governance Manual – Multiple Board Seats, page 32 Corporate Website – Board of Directors 2017 Annual Report – Board of Directors, page 42	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	NON-COMPLIANT		<p>As a matter of practice, all of our directors submit to the Corporate Governance (CG) Committee (formerly assigned to the Nomination Committee) on an annual basis, their updated Bio-data which contains all their existing directorships in other companies for CG Committee's review and assessment for purposes of recommending to the Board their election in the Annual Stockholders' Meeting.</p> <p>Henceforth, beginning May 2018, we have already put in place a process which requires our directors to notify and advise our Board before they accept directorships in another company/other companies. Please see Annex "B"</p>

			 Board Adv- Directorship Notificati Corporate Governance Manual – Multiple Board Seat, page 32
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	COMPLIANT	<p>No PSBank executive director concurrently serves in more than 2 boards of listed companies outside of the group. In fact, as mentioned in our Corporate Governance Manual, similar to NEDs, the President and other executive directors may be covered by a lower indicative limit for membership in other Boards.</p> <p>Corporate Website – Board of Directors</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p>Corporate Governance Manual – Multiple Board Seats, page 32</p>	
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.	COMPLIANT	<p>In 2017, our Board had 12 regular meetings, in addition to the annual stockholders' and organizational meetings. Our directors logged a 95% attendance rate. Total number of board meetings held in 2017 were summarized in the 2017 Annual Report.</p> <p>2017 Annual Report – Board Meetings, page 36</p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.			
Principle 5: The Board should endeavor to exercise objective and independent judgment on all corporate affairs.			
Recommendation 5.1			

1. The Board has at least 3 independent directors or such numbers as to constitute one-third of the board, whichever is higher.	COMPLIANT	<p>We have consistently maintained independent directors who provide independent judgment, outside experience, and objectivity. Of our nine-seat Board, we have increased the number of independent directors from three (3) to four (4), including our Board Chairman. This is more than the required minimum number of independent directors. We do not have any director holding more than five board seats in other publicly listed companies.</p> <p>2017 Annual Report – Board Oversight, page 33</p> <p>Corporate Website – Board of Directors</p>	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	<p>All of our independent directors possess all the qualifications and none of the disqualifications as required by SEC Memorandum Circular No. 19, s2016 and BSP Circular No. 969, s2017. They are required to submit a Certification to that effect on an annual basis. Information as to the qualifications of our IDs are disclosed through our corporate website and 2017 Annual Report.</p> <p>Corporate Website – Board of Directors</p> <p>Corporate Governance Manual – Election of Directors, page 31</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p>Corporate Governance Manual – Independent Directors, page 23</p>	
Supplemental to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	<p>One of the specific duties and responsibilities of a director as stated in our Corporate Governance Manual is to exercise independent judgement. A director should view each problem/situation objectively. When a disagreement with others occurs, he should carefully evaluate the situation and state his position. He should not be afraid to take a position even though it might be</p>	

		<p>unpopular. Corollary, he should support plans and ideas that he thinks will be beneficial to the Bank.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of a Director, page 33</p>	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012)	COMPLIANT	<p>PSBank's Independent Directors will only serve for a maximum cumulative term of 9 years to be reckoned starting 2012. The years our IDs have served as such are disclosed in the following links:</p> <p>Corporate Website – Board of Directors</p> <p>2017 Annual Report – Board of Directors, page 42</p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	<p>The Bank's independent directors may serve for a maximum cumulative term of nine (9) years reckoned starting 2012. After which, the independent director shall be perpetually barred from re-election as such, but may continue to qualify for nomination and election as a non-independent/regular director. If the Bank wants to retain an independent director who has already served for nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the Annual Shareholders' Meeting.</p> <p>Corporate Governance Manual – Limits for Independent Directors, page 24</p> <p>2017 Annual Report – Our Retirement and Succession Policy, page 38</p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	N/A	<p>PSBank's IDs have not yet reached the said maximum cumulative term as of date.</p>	
Recommendation 5.4			

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	<p>The positions of Chairperson and CEO are not be held by one person. As stated in our Corporate Governance Manual, in exceptional cases where the position of Chairperson of the Board of Directors and CEO is allowed to be held by one (1) person as approved by the Monetary Board, a lead independent director shall be appointed.</p> <p>In 2017, Mr. Jose T. Pardo was elected/appointed as the Chairman of the Board while Mr. Vicente R. Cuna, Jr. was elected/appointed as President.</p> <p>Corporate Governance Manual – Chairman of the Board, page 34</p> <p>Corporate Website – Board of Directors*</p> <p>2017 Annual Report – Board of Directors, page 42</p> <p><i>*a new set of directors were elected/appointed in the ASM held on April 23, 2018.</i></p>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	<p>The roles and responsibilities of the Chairman of the Board and the Chief Executive are stated and enumerated in our Corporate Governance Manual as well as in the Amended By-Laws.</p> <p>Our President and Chairman of the Board are not related to each other either by consanguinity or affinity.</p> <p>Corporate Governance Manual – Chairman of the Board, Vice Chairman, President and the Corporate Secretary, page 34</p> <p>Amended By-Laws – Powers and Duties of the Officers of the Bank, page 10</p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a	COMPLIANT	PSBank's Chairman of the Board is an Independent Director in the person of Mr. Jose T. Pardo.	

lead director among the independent directors.		Corporate Website – Board of Directors* 2017 Annual Report – Board of Directors, page 42 <i>*a new set of directors were elected/appointed in the ASM held on April 23, 2018.</i>	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	<p>PSBank has a clear policy on the abstention of a director from participating in a meeting when related party transactions, self-dealings or any transactions or matters on which he/she has a material interest are taken up to ensure that he has no influence over the outcome of the deliberations. Please see attached Board Resolution as Annex “C”, showing that the Bank’s President and Executive Directors abstained when a RPT/DOSRI transaction was submitted to the Board for its approval.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 15</p> <div style="text-align: center;">  Board Resolution - DOSRI Metrobank.pd </div>	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of internal audit, compliance and risk functions, without any executive present.	COMPLIANT	<p>As discussed in our Corporate Governance Manual, Non-executive board members meet regularly other than in meetings of the Audit, Risk Oversight, Corporate Governance, and Related Party Transactions Committees, in the absence of Senior Management, with the external auditor and heads of the internal audit, compliance and risk management functions. The Chief Compliance Officer (CCO) or his designated officer serves as Secretary to this session and coordinates with the CRO and the CAE for the agenda/items for discussion and record such dialogues in minutes of meeting. This session aims to scrutinize Management's performance, particularly in meeting the Bank's</p>	
2. The meetings are chaired by the lead independent director.	COMPLIANT		

		goals and objectives and to determine the integrity of the Bank's internal control and effectiveness of risk management systems. These separate periodic meetings were being held on an annual basis whereby the latest was held on February 22, 2018 which was duly documented/minuted.	
		Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 10	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	Mr. Vicente R. Cuna, Jr. is the Bank's President since 2013 up to April 2018. Subsequently, in the Annual Stockholders' Meeting dated April 23, 2018, PSBank has appointed Director and Executive Vice President Jose Vicente L. Alde as its new President. Corporate Website – Board of Directors* <i>*a new set of directors were elected/appointed in the ASM held on April 23, 2018.</i>	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	Every year, our Board, individual Directors, their respective oversight committees, and all other Board-level committees, as well as the President and all Management-level committees conduct annual self-rating exercises on their performance through the use of scorecards. This aims to gauge their effectiveness and determine areas of improvement vis-à-vis set performance standards that are consistent with the Bank's strategic objectives and business plans designed to continuously create value to all our stakeholders. Items subject to rating are the pertinent standards, as well as their duties and responsibilities, under a 3-point rating scale, to wit: "3"-Meets Standards (MS), "2"-Needs Improvement (NI), and "1"-Not Observed (NO), with an enjoinder to provide suggestions on how to address the deficiencies/improve performance on items rated either "1" or "2".	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		

		<p>Beginning 2018, this annual performance rating exercises was expanded to also include that of the Chairman of the Board, the Chief Risk Officer, the Chief Audit Executive, the Chief Compliance Officer and of the entire Bank.</p> <p>Results of our Annual CG Self-Rating Exercises for the year 2016 was submitted to the Corporate Governance Committee for its notation in its meeting dated March 23, 2017 which was duly minuted as well. In the said meeting, our Chief Compliance Officer (CCO) explained the following to the CG members:</p> <ul style="list-style-type: none"> ➤ The scores were obtained via averaging of each of the members' individual ratings; ➤ As directed by the BSP, the self-rating system was simplified and reduced from a scoring scale of 1-5 to 1-3, described as follows: 3-Meets Standards (MS), 2-Needs Improvement (NI) & 1-Not Observed (NO); and ➤ Items rated less than 3 were duly noted for improvement. <p>Thereafter, the CGC duly noted the results of the 2016 Annual CG Performance Self-Rating exercises and endorsed the same for notation of the Board of Directors as well .</p> <p>Corporate Governance Manual – Part IV. Performance Evaluation, page 57</p> <p>2017 Annual Report – Our Governance Evaluation, page 39</p>	
5. Every three years, the assessment are supported by an external facilitator.	COMPLIANT	<p>As stated in our Corporate Governance Manual, the Bank will consider hiring the service of an external/independent facilitator such as consulting firm, academic institution or professional organization to support its Board performance assessments every three (3) years starting 2017.</p> <p>Corporate Governance Manual – Part IV. Performance Evaluation, page 57</p>	

Recommendation 6.2			
1. Board has in place a system that provides at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	<p>Every year, our Board, individual Directors, their respective oversight committees, and all other Board-level committees, as well as the President and all Management-level committees conduct annual self-rating exercises on their performance through the use of scorecards. This aims to gauge their effectiveness and determine areas of improvement vis-à-vis set performance standards that are consistent with the Bank's strategic objectives and business plans designed to continuously create value to all our stakeholders. Items subject to rating are the pertinent standards, as well as their duties and responsibilities, under a 3-point rating scale, to wit: "3"-Meets Standards (MS), "2"-Needs Improvement (NI), and "1"-Not Observed (NO), with an enjoinder to provide suggestions on how to address the deficiencies/improve performance on items rated either "1" or "2". The scorecard results are reviewed by our Corporate Governance Committee and reported to our Board of Directors.</p> <p>Corporate Governance Manual – Part IV. Performance Evaluation, page 57</p> <p>2017 Annual Report – Our Governance Evaluation, page 39</p>	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	<p>As stated in our Corporate Governance Manual, the Bank's Corporate Affairs Division (CAD), as its Investor Relations Office (IRO), is tasked to receive feedback, complaints and queries from shareholders in order to ensure constant engagement with its shareholders.</p> <p>Corporate Governance Manual - Shareholders' Rights and Protection of Minority Stockholders' Interests, page 21</p>	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provides standards for professional and ethical behavior, as well as articulate acceptable and unacceptable	COMPLIANT	<p>We uphold at all times the value of honesty as the best policy. We believe that our reputation precedes us in the business of trust and confidence. We continue to enhance a working culture of integrity, guided by a Code of Conduct</p>	

<p>conduct and practices in internal and external dealings of the company.</p>		<p>that defines the standards that we must follow in our business dealings and relationships.</p> <p>Our Code of Conduct is our guide in defining the norms, rules, and responsibilities of each and every PSBanker. It includes provisions on:</p> <ul style="list-style-type: none"> • Disciplinary process; • General policies to establish a professional working environment and secure a favorable reputation for our Bank; • Corrective measures for unacceptable behavior or failure to comply with our rules, such as on Financial Consumer Protection and on Anti-Money Laundering/Terrorism Financing, policies and procedures; • Schedule of penalties for attendance and punctuality, required corporate attire, conduct and behavior, dishonesty, health, safety and security, reporting of violations, and information security; and • Provisions on management of personal finances, conflict of interest, anti-sexual harassment, non-disclosure of information and insider information. <p>Our Code of Conduct is publicly-accessible and downloadable through our company website. Some of the key policies in the Code of Conduct are also included in our Annual Report, Corporate Governance Manual and company website.</p> <p>On the other hand, our Corporate Governance Manual also serves as the Board Charter providing due guidance to all directors as to the proper discharge of their roles, duties & responsibilities and accountabilities, among other Board-related matters.</p> <p>2017 Annual Report – Integrity and Accountability, page 30</p> <p>Corporate Website - Code of Conduct For Bank Employees</p>	
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2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Our Human Resources Group (HRG) ensures that the Code of Conduct is disseminated and implemented to each and every employee through information campaign of the Code of Conduct, annual training programs, lectures, printed and electronic materials, and infographics.	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	Corporate Website - Code of Conduct For Bank Employees	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	Under our Code of Conduct, grave offenses such as those that put the integrity of the employee in question, that affect the company interests, and/or result in substantial monetary or non-monetary (e.g., public trust and confidence) loss to the Bank including fraud, soliciting or accepting favors/bribes, gross negligence and qualified theft merit the penalty from suspension to dismissal of the employee/s involved. Corporate Website - Code of Conduct For Bank Employees	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	As discussed in our Corporate Governance Manual, PSBank's Board of Directors is responsible in ensuring the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	Further, our Audit Committee Charter provides that the Audit Committee aims to enhance the Board's oversight capability over the Bank's financial reporting process and monitoring of compliance with Bank's policies, applicable laws, rules, regulations and Code of Conduct. In this regard, the Board and Management is assisted by our HR through its conduct of continuous trainings/campaigns, etc., Internal Audit Group through its conduct of an annual Business Assurance Review of HRG's entire operations, Compliance Office – by conducting Independent Compliance Testing, Legal	

		<p>Services Division – by reviewing all HR-related forms, policies, regulations, etc., in the implementation and monitoring of compliance with internal policies.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 9</p> <p>Audit Committee Charter</p>	
DISCLOSURE AND TRANSPARENCY			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	<p>As explained in our Corporate Governance Manual, the essence of corporate governance is transparency. It is therefore essential that all material information about the Bank which could adversely affect its viability or the interests of the stockholders and other stakeholders should be publicly and timely disclosed. Such information should include, among others, earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, relevant and material information on individual Board members and key executives and policies and procedure for setting Board and executive/management remuneration as well as the level and mix of the same, including termination and retirement provisions in the Annual Corporate Governance Report (ACGR).</p> <p>The Board shall therefore commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the SEC for the interest of its stockholders and other stakeholders¹. All disclosure/transparency requirements of the BSP and other regulatory authorities should also be complied with.</p>	

¹ SEC Memo Cir. No. 9, s2014 as amended by SEC Memorandum Cir. No. 19 s2016 (New CG Code for PLCs)

		<p>Likewise, the minimum information required to be posted on the company's website, arranged under SEC-recommended topic headings, shall be retained for a period of five (5) years. Any items in the required website template prescribed by the SEC could be added or removed any time as the need arises.</p> <p>The Bank shall include media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p> <p>The Bank shall also maintain an open communication line and use feedback from its various stakeholders to develop better policies, products, and services as well as to accommodate requests for information on the management of the Bank, shareholders rights, or any other Bank-related matters, while remaining mindful of the disclosure limitations under existing laws on the secrecy of bank deposits and data privacy. For this matter, stakeholder engagement touch-points (i.e. via hotlines and other contact details) of <i>Customer Experience (CX)</i> shall be maintained for customer-related concerns and of <i>Corporate Affairs Division (CAD)/Investor Relations Office (IRO)/Corporate Communications Division (CCD)</i> for all other concerns.</p> <p>Corporate Governance Manual – Disclosure & Transparency, page 50</p> <p>2017 Annual Report – Transparency and Open Communication, page 32</p> <p>Corporate Website – Company Disclosures</p>	
Supplemental to Recommendation 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements	COMPLIANT	The Bank complies with the SEC and PSE reportorial requirements. These reports are duly disclosed and accessible in our corporate website.	

are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty five (45) days from the end of the reporting period.		SEC Report	Date Submitted to SEC/PSC	No. of days	
		SEC Form 17-A (Dec. 2017)	April 16, 2018	105 days*	
		SEC Form 17Q (May. 2017)	May 15, 2017	45 days	
		SEC Form 17Q (Jun. 2017)	Aug. 14, 2017	45 days	
		SEC Form 17Q (Sep. 2017)	Nov. 10, 2017	41 days	
		2017 SEC Form 17-A (Annual Report)			
		2017 SEC Form 17Q (First Quarter)			
2017 SEC Form 17Q (Second Quarter)					
2017 SEC Form 17Q (Third Quarter)					
Preliminary Information Sheet for April 24, 2017					
<p>*While SEC Form 17-A was submitted within 105 calendar days from end of the fiscal year, pursuant to Sec. 17 of the Securities Regulations Code (SRC), the Bank’s Preliminary Information Sheet which contains its Consolidated financial statements was filed on March 14, 2018 or 73 days from end of fiscal year thus, compliant with the 90 calendar day-required submission.</p>					
2. Company discloses in its annual report the principal risks associated with the identity of the company’s controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any	COMPLIANT	<p>It is disclosed through the Annual Report particularly under Security Ownership of Certain Record and Beneficial Owners and Management.</p> <p>Please see the following links/references showing the above requirements:</p>			

imbalances between the controlling shareholders' voting power and overall equity positions in the company.		2017 SEC Form 17-A (Annual Report) – Security Ownership of Certain Record and Beneficial Owners and Management, page 41 Definitive Information Statement for April 24, 2017 – Security Ownership of Certain Record and Beneficial Owners and Management , page 8	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	Under our Policy Against Insider Trading, reporting insiders are required to disclose their and their associates' initial beneficial ownership in PSBank shares and any changes thereof within two trading days after their election/appointment in office and from the date of said changes, respectively. They are likewise prohibited from selling or buying PSBank shares during "blackout periods," i.e., upon obtaining material on non-public information up to two (2) trading days after such information is disclosed. The Bank did not have any trading transactions with reporting insiders and/ or their associates in 2017. Directors' level of share ownership and movements from beginning to end of the year 2017 are summarized in the 2017 Annual Report. Policy on Insider Trading 2017 Annual Report – Insider Trading and Roll Forward of Common Shares, page 31	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market. (e.g. share buy-back program)	COMPLIANT	Information regarding PSBank's top 100 shareholders is disclosed in our corporate website. Corporate Website – Top 100 Shareholders List Corporate Website – Conglomerate Map	

Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interests that might affect their judgement.	COMPLIANT	<p>PSBank Directors’ academic qualifications, share ownership in the company, memberships in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are all disclosed through our corporate website and 2017 Annual Report.</p> <p><u>*Corporate Website – Directors</u> *new set of Directors were elected effective April 23, 2018.</p> <p><u>**Corporate Website – Board Committee Members</u> **new Committee members were appointed effective April 23, 2018</p> <p><u>2017 Annual Report – Board of Directors, page 42</u></p> <p><u>2017 Annual Report – Roll Forward of Common Shares, page 31</u></p> <p><u>2017 Annual Report – Board Committees, page 34</u></p> <p><u>2017 Annual Report – Board Oversight, page 33</u></p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgement.	COMPLIANT	<p>PSBank key officers’ academic qualifications, share ownership in the company, memberships in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are all disclosed through our corporate website and 2017 Annual Report.</p> <p><u>2017 Annual Report – Senior Officer, page 46</u></p> <p><u>2017 Annual Report – Board Oversight, page 33</u></p> <p><u>Company Disclosures - Securities and Exchange Commission Form 23-A/B (Statement of Beneficial Ownership)</u></p>	
Recommendation 8.4			

<p>1. Company provides a clear disclosure of its policies and procedures for setting Board remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>Our directors and officers are provided with an industry- competitive compensation package to attract, motivate, and retain highly qualified people. The salary scales of our officers are generally based on their position and rank. These are reviewed annually and adjusted as needed, based on performance.</p> <p>We also grant fixed bonuses, including a 13th-month pay, in accordance with law. Our Board sees to it that this remuneration strategy is regularly reviewed to ensure that the policy is commensurate with corporate and individual performance, and benchmarked against our industry peers and other market considerations, while maintaining internal equity. The Bank's remuneration policy is applicable to all employees, including the President and its senior officers.</p> <p>Each director receives a monthly professional fee for attending Board and committee meetings. This is also in consideration of their valuable contributions in the formulation of our Bank's overall strategy.</p> <p>Our remuneration policy for directors indicates that the Chairman, Vice Chairman, and each of the Directors receive reasonable per diems for attendance at any Board meeting. There is nothing in our by-laws that prevents any director from serving any other capacity and receiving compensation.</p> <p>2017 Annual Report – Our Remuneration Policy, page 38</p> <p>Corporate Governance Manual – Section 5. Remuneration Policy, page 50</p> <p>Definitive Information Statement for April 24, 2018 – Our Remuneration Policy, page 38</p>	
<p>2. Company provides a clear disclosure of its policies and procedures for setting executive</p>	<p>COMPLIANT</p>	<p>With respect to executive remuneration, we also grant fixed bonuses, including a 13th-month pay, in accordance with law. Our Board sees to it that this remuneration strategy is regularly reviewed to ensure that the policy is</p>	

remuneration, including the level and mix of the same.		commensurate with corporate and individual performance, and benchmarked against our industry peers and other market considerations, while maintaining internal equity. The Bank's remuneration policy is applicable to all employees, including the President and its senior officers.	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	<p>The directors receive fees, bonuses and allowances that are already included in the amounts stated above. Aside from said amounts, they have no other compensation plan or arrangement with the bank. The executive officers receive salaries, bonuses and other usual bank benefits that are also included in the amounts stated above. Aside from these, they have no other compensation plan or arrangement with the bank.</p> <p>There are no warrants or options held by the Bank's officers and directors.</p> <p>Each director receives a monthly professional fee for attending Board and committee meetings. This is also in consideration of their valuable contributions in the formulation of the Bank's overall strategy. The total per diem and transportation allowance paid to directors for their attendance in Board meetings amounted to P19.4 million, P16.8 million and P16.9 million in 2017, 2016 and 2015, respectively. This translates to an average of P139,120, P113,802 and P123,287, per month/per director in 2017, 2016 and 2015, respectively. Aside from said amounts, they have no other compensation plan or arrangement with the Bank.</p> <p>Definitive Information Statement for April 24, 2017 Compensation of Directors and Executive Officers, page 24</p>	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	Our Related Party Transactions Policy is disclosed through our corporate website. The said policy strictly requires, among others the prohibition of a director and/or officer of the Bank to engage in any Board, RPTC/RPTMC or other committee discussions or approval of any transaction in which he/she and/or his/her related parties is (are) involved. It is also required that such	

		<p>director or officer concerned must provide to the Board/RPTC/RPTMC all material information reasonably requested about the transaction.</p> <p>Related Party Transactions Policy</p> <p>2017 Annual Report – Our Core Governance Policies, page 29</p> <p>Definitive Information Statement for April 24, 2017 – Our Corporate Governance Policies, page 32</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	<p>In 2017, all significant/material related party transactions (RPTs) of the Bank, which are all disclosed through our 2017 Annual Report, passed through the Board-level Related Party Transactions Committee (RPTMC) composed of the following Directors:</p> <ol style="list-style-type: none"> 1. Jose T. Pardo - ID, as Chairman <i>(term ended in April 2017)</i> 2. Samson C. Lim - ID as Chairman <i>(appointed as Chairman in May 2017)</i> 3. Amelia B. Cabal - NED <i>(term expired in April 2017)</i> 4. Benedicto R. Arcinas - ID <i>(term expired in April 2017)</i> 5. Eduardo A. Sahagun - ID <i>(appointed as member in May 2017 and expired in Nov. 2017)</i> <p>All material RPTs of the Bank in 2017 were approved by its directors and stockholders representing majority of the stocks entitled to vote represented in person or by proxy, in compliance with the required quorum per Bank's By-Laws.</p> <p>2017 Annual Report – Material Related Party Transactions, page 29</p>	
Supplemental to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	<p>In ensuring that PSBank's business interests are duly safeguarded, our Conflict of Interest policy requires all PSBank employees to make sure that their personal interests and those of their "affiliates" e.g. their relatives up to the</p>	

		<p>third degree of consanguinity and affinity, their immediate family/household members, persons to whom they furnish financial or material support, business in which they have a financial interest, etc. do not conflict with the duties which they perform for the Bank or with the duties which the Bank performs for its clients.</p> <p>Our Related Party Transactions Policy further requires all directors and principal officers to submit, upon their election or appointment and on an annual basis thereafter, an information statement declaring therein any of their existing or proposed transactions with the Bank.</p> <p>Conflict of Interest Policy</p> <p>Related Party Transactions Policy</p>	
Optional: Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	COMPLIANT	<p>The Bank's RPTs are disclosed through our 2017 Annual Report and corporate website.</p> <p>2017 Annual Report – Material Related Party Transactions, page 29</p> <p>2017 Annual Report – Our Core Governance Policies, page 29</p> <p>Related Party Transactions Policy</p>	
Recommendation 8.6			
1. Company makes a full, fair, accurate, and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	<p>No significant bank assets were disposed of or acquired in 2017. However, we ensure that all material fact/information, acts, events or development about the Bank which may be expected to impact an investor's decision to buy, sell or hold their securities are duly disclosed by the Bank through the submission of SEC Form 17-C which is simultaneously uploaded/disclosed through the Bank's corporate website.</p>	

2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of asset.	COMPLIANT	No significant assets were disposed of or acquired by Bank in 2017 which would require the appointment of an independent party to evaluate the transaction’s fairness. However, in such cases, we ensure that our Board of Directors appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets. Corporate Governance Manual – Sec. 6 Disclosure and Transparency, page 50	
Supplemental to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, and such other agreements that may impact on the control, ownership and strategic direction of the company.	COMPLIANT	As disclosed in our Annual Report, there is no person who holds more than 5% of the Bank’s securities under a voting trust or similar agreement. 2017 SEC Form 17-A – Voting Trust Holders of 5% or more, page 42 Definitive Information Statement for April 24, 2017 - Voting Trust Holders of 5% or more, page 9	
Recommendation 8.7			
1. Company’s corporate governance policies, programs and procedures are contained in its manual on Corporate Governance (MCG)	COMPLIANT	Our Corporate Governance Manual serves as a valuable guide and reference in our implementation of all corporate governance rules and regulations, and standards of both the BSP and SEC. It was duly submitted to the SEC and disclosed in our corporate website. Corporate Governance Manual	
2. Company’s MCG is submitted to the SEC and PSE	COMPLIANT		
3. Company’s MCG is posted on its company website.	COMPLIANT		
Supplemental to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	The Bank in compliance with SEC Memorandum Circular No. 19, series of 2016, we submitted to SEC on May 12, 2017, a copy of our updated Corporate Governance for PLCs. Please see attached Annex “D”.	

		 SEC-stamped received Updated CG	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	COMPLIANT	Please see below links in our 2017 Annual Report showing the required information:	
a. Corporate Objectives	COMPLIANT	2017 Annual Report – President's Report, page 10	
b. Financial performance indicators	COMPLIANT	2017 Annual Report – Business Review, page 6	
c. Non-financial performance indicators	COMPLIANT	2017 Annual Report – The PSBank Customer, page 2 2017 Annual Report – Business Review, page 4 2017 Annual Report – President's Report, page 10	
d. Dividend Policy	COMPLIANT	2017 Annual Report – Our Dividend Policy, page 3	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT	2017 Annual Report – Board of Directors, page 42	
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT	2017 Annual Report – Board Attendance in Meetings, page 36	
g. Total remuneration of each member of the board of directors	COMPLIANT	2017 Annual Report – Our Remuneration Policy, page 38 SEC Form 17-A (Annual Report) – Item 10. Executive Compensation, page 44	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where	COMPLIANT	As mentioned in our 2017 Annual Report, the Bank fully and continually complies with the requirements of the Corporate Governance Manual. 2017 Annual Report – Our Governance Vanguard, page 37	

there is non-compliance, identifies and explains reason for each such issue.			
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT	2017 Annual Report – Audit Committee Report, page 27	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	COMPLIANT	The Audit Committee Report's confirmation that the Bank's risk management and internal control processes are generally established and are operating properly is contained in our 2017 Annual Report. 2017 Annual Report – Audit Committee Report, page 27	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e., financial, operational including IT, environmental, social, economic).	COMPLIANT	2017 Annual Report – Risk Management, page 24	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal and fees of the external auditors.	COMPLIANT	PSBank's external/independent auditors are directly responsible to the Audit Committee in helping ensure the integrity of our financial accounts/statements and reporting processes. This is stated in the Audit Committee Charter. Corporate Governance Manual – External Auditor, page 49 Audit Committee Charter 2017 Annual Report – Audit Committee Report, page 27	

<p>2. The appointment, reappointment, removal and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>COMPLIANT</p>	<p>Per our policy, upon recommendation of the Audit Committee and approval of the Board, as required in the Bank's By-laws and stated in our Corporate Governance Manual, majority vote of all stockholders entitled to vote and represented either in person or proxy is required for purposes of approving the selection/appointment, reappointment, removal and fees of an external auditor.</p> <p>Thus, in connection with the Annual Stockholders' Meeting (ASM) held on April 24, 2017, we advised SEC and PSE that 100% of the stockholders present and represented by proxy voted in favor of the appointment of SGV and Company as our External Auditor for 2017-2018.</p> <p>PSBank2017 ASM Results - Appointment of SGC and Company as External Auditors for 2017-2018, page 5</p> <p>2010 Amended By-Laws</p> <p>Corporate Governance Manual – Shareholders' Rights and Protection of Minority Stockholders' Interests, page 18</p> <p>Corporate Governance Manual – External Auditor, page 49</p> <p>Audit Committee Charter</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website</p>	<p>COMPLIANT</p>	<p>The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor is reported in the Bank's annual and current reports. Said report includes a discussion of any disagreement with said former external auditor on any manner of accounting principles or practices, financial statement disclosure or auditing scope or procedure.</p> <p>Audit Committee Charter</p> <p>Corporate Governance Manual – External Auditor, page 49</p>	

Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	<p>As stated in our Audit Committee Charter, its external auditor or its lead partner primarily responsible for the audit or review of the Bank's financial accounts is rotated at least once every five (5) years or such shorter or longer period provided under applicable laws and regulations.</p> <p>Audit Committee Charter</p> <p>Corporate Governance Manual – External Auditor, page 49</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effective of the audit process taking into consideration relevant Philippine professional and regulatory requirements.</p>	COMPLIANT	<p>One of the responsibilities of the Audit Committee is to review and evaluate the qualifications, performance, independence, and objectivity of the external auditor and its lead audit partner primarily responsible for the audit of the Bank's financial accounts.</p> <p>It also reviews and monitor external audit process' overall effectiveness, independence and objectivity, taking into consideration relevant Philippine professional and regulatory requirements. It also reviews and monitors the external auditor's suitability and effectiveness on an annual basis.</p> <p>Audit Committee Charter</p>	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Audit Committee Charter	
Supplement to Recommendation 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party	COMPLIANT	As articulated in our Audit Committee Charter under D. External Audit, #2: "The Audit Committee is tasked to review and evaluate the qualifications, performance, integrity, independence, and objectivity of the external auditor."	

transactions, its counterparties, and valuations of such transactions.		Audit Committee Charter	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	<p>As articulated in our Audit Committee Charter under D. External Audit, #2: “The Audit Committee is tasked to review and monitor external audit process’ overall effectiveness, independence, and objectivity as well as review and monitor the external auditor’s suitability and effectiveness on an annual basis.”</p> <p>Audit Committee Charter</p>	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	<p>The Bank disclosed in its SEC Form 17-A that the Bank has engaged the services of external auditor for compliance, advice, planning and any other form of service during the last three (3) years.</p> <p>SEC Form 17-A (Annual Report) – Item 7. Financial Statements, Page 26</p>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor’s objectivity.	COMPLIANT	<p>Audit Committee Charter states under D. External Audit, #8 – The Audit Committee is tasked to evaluate and determine non-audit works to be performed by the external auditor. Disallow any non-audit work that will conflict with the external auditor’s duties or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Bank’s annual Report and Annual Corporate Governance Report.</p> <p>Audit Committee Charter</p>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	NON-COMPLIANT		In 2017, the non-audit fees paid by the Bank to its external auditor was significantly higher than its audit fees mainly because of the consultancy services entered to perform diagnostic, gap analysis and knowledge transfer for

			<p>purposes of implementing new impairment model which were required by the Bangko Sentral ng Pilipinas (BSP) to comply with the requirements of IFRS9 Financial Instruments.</p> <p>Nonetheless, to ensure that the existing arrangements do not compromise our external auditor's independence, a separate engagement agreement and teams handled the said required services.</p>
Additional to Recommendation 9.3			
1. Company's external audit is duly accredited by the SEC under Group A category.	COMPLIANT	<p>1. Name of the audit engagement partner: Miguel U. Ballelos, Jr.</p> <p>2. Accreditation number: 1556-A (Group A)</p> <p>3. Date Accredited: June 6, 2016</p> <p>4. Expiry Date of accreditation: June 9, 2019; and</p> <p>5. Name, address, contact number of the audit firm:</p>	

		Sycip Gorres Velayo & Co., 6760 Ayala Avenue, Makati City, 1226, Philippines (632) 891 0307	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA)	COMPLIANT	SGV & Co. is a covered firm under SEC Memorandum Circular No. 9, series of 2017 re: Rules and Regulations on the Implementation of the Securities and Exchange Commission (SEC) Oversight Assurance Review Inspection Program. However, SGV & Co. has not yet been subjected to SOAR.	
Principle 10: The Company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	<p>For PSBank, an engaged workforce is key to better customer experience. In January 2017, we took this mantra a step further with the launch of a social media initiative that's all our own.</p> <p>We welcome PSBankers to Workplace, our own enterprise social media that serves as the primary tool for increased engagement and communication within our organization. Having a deeply engaged workforce strengthens our brand presence and immersion in various communities. Employees become more generous with sharing their three T's (time, treasure and talent) when they participate in our Corporate Social Responsibility (CSR) initiatives that take into consideration economic, environmental, social and governance issues and concerns. We also forge partnerships to continue to enrich the whole value chain for our customers and stakeholders. These programs/activities are disclosed in our Annual Report.</p> <p><u>2017 Annual Report – Employee & Community Engagement, page 20</u></p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	NON-COMPLIANT		While the Bank has not yet adopted a specific standard/framework such as the G4 Framework by the Global

			<p>Reporting Initiative (GRI), the Bank recognizes and continually places an importance on the interdependence between its business and society and promotes a mutually beneficial relationship that allows it to grow its business, while contributing to the advancement of the communities where it operates as a way of sharing its success through its various CSR partners. As such, the Bank actively participates in various CSR activities such as educational, medical and environmental causes, promotion of integrity and other interactive outreach programs. These activities are duly disclosed in our 2017 Annual Report.</p> <p>2017 Annual Report – Employee & Community Engagement, page 20</p>
<p>Principle 11. The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.</p>			
<p>Recommendation 11.1</p>			
1. Company has media and analysts’ briefing as channels of communication to ensure the timely and accurate dissemination of public,	COMPLIANT	The following are the communication channels used by the Bank in disseminating information to the public and to all its stakeholders: Branches, ATMs, Customer Updates newsletter, Statements of Account, SMS and e-mail blasts, Annual Report, Corporate Website, Flyers, Brochures, Sales Kits, Media	

material and relevant information to its shareholders and other investors.		Releases, PSE disclosures. Corporate Website Company Disclosures Financial Reports	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:			
a. Financial statements/reports (latest quarterly)	COMPLIANT	Quarterly financial results are immediately disclosed after the approval by the Board to PSE and SEC. Quarterly and year-end financial statements and detailed management's discussion and analysis are filed within 45 and 105 calendar days, respectively from the end of the financial period, in compliance with SEC and PSE rules. These quarterly reports are disclosed in our corporate website. PSBank's Financial Reports	
b. Material provided in briefings to analysts and media	COMPLIANT	Corporate Website Press Releases	
c. Downloadable annual report	COMPLIANT	2017 Annual Report	
d. Notice of ASM and/or SSM	COMPLIANT	Notice of April 23, 2018 ASM	
e. Minutes of ASM and/or SSM	COMPLIANT	Minutes of the Annual Stockholders' Meeting (April 24, 2017)	
f. Company's Articles of Incorporation	COMPLIANT	2010 Amended Articles of Incorporation 2014 Amended Articles of Incorporation	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template	COMPLIANT	PSBank complies with the SEC-prescribed website template:	

		PSBank Corporate Website	
Internal Control System and Risk Management Framework			
Principle 12. To ensure the integrity and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	<p>The following below are the quality service programs for our internal audit functions:</p> <ol style="list-style-type: none"> 1. Risk-based Audit Planning Framework - used in audit planning 2. Audit Program Guide (APG) - used in the conduct of audit engagement. APGs are regularly updated which consider applicable regulatory circulars, laws, and memoranda, and bank policies and procedures. 3. Quality Assessment and Improvement Program – provides reasonable assurance that internal audit conducts its work in accordance with the international auditing standards and IA policies and procedures. <p>Audit frequency depends on the result of the risk assessment done at least once a year.</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	<p>The Bank has an adequate and effective Enterprise Risk Management (ERM) framework in the conduct of its business.</p> <p>The Bank's ERM framework encompasses its policies and strategies to identify, measure, manage and limit risks that arise in the areas of deposit taking, lending, securities investment and trading and foreign exchange and operational support. Our risk appetite is defined by a set of qualitative standards and quantitative metrics aimed at maintaining strong capital and liquidity position, stable funding, good risk-reward balance, acceptable business practices and dynamic compliance culture. Our risk metrics allow us to monitor our risk exposure under normal and stressed scenarios against</p>	

		<p>established trigger levels and limits. Predefined approval hierarchy and escalation processes apply during breach of our risk limits. Reports on the Bank's risk profile are presented to the senior management and the Board of Directors. These are all contained in the Board-approved risk manuals. These are revisited on an <i>annual basis, or more frequently based on the changing risk environment and evolving regulatory landscape.</i></p> <p>2017 Annual Report – Risk Management, page 22</p> <p>Corporate Governance Manual – Risk Management, page 46</p>	
Supplement to Recommendation 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	COMPLIANT	<p>Our Compliance Program adopts a three-pronged, risk-based approach to effectively manage our compliance risks by ensuring compliance with pertinent banking laws, rules and regulations, codes of conduct, policies and standards of good practice. Our Bank Compliance Program is being reviewed on an annual basis.</p> <p>2017 Annual Report – Compliance, page 37</p> <p>Corporate Governance Manual – Compliance System, Risk Management and Independent Assurance, page 44</p> <p>PSBank Definitive Information Statement for April 24, 2017 – Compliance, page 38</p> <p>Enterprise Risk Management Policy</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks</p>	COMPLIANT	<p>The Bank's IT governance process is duly disclosed in our corporate website.</p> <p>Information Technology (IT) Governance Framework</p>	

are identified, managed and reported to the board.			
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	PSBank's Internal Audit Group (IAG) is internally headed by Atty. Emma B. Co who is its Chief Audit Executive.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	<p>PSBank's Internal Audit Group (IAG) is internally headed by Atty. Emma B. Co who is its Chief Audit Executive. As CAE, she reports functionally to the Board through the Audit Committee and administratively to the President. The CAE oversees and is responsible for the internal audit activity of the Bank, including any portion that is outsourced to a third party service provider.</p> <p>The CAE confirms annually to the Board the organizational independence of the internal audit activity.</p> <p>The following are the responsibilities of the CAE, among others:</p> <ol style="list-style-type: none"> 1. Periodically reviews the Internal Audit Charter and presents it to the Senior Management and the Audit Committee and Board for approval; 2. Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the Bank's goals; 3. Communicates the internal audit activity's plans, resource requirements and impact of resource limitations, as well as significant interim changes, to Senior Management and the Audit Committee for review and approval; 	

		<p>4. Spearheads the performance of the internal audit activity to ensure it adds value to the Bank;</p> <p>5. Reports periodically to the Audit Committee on the internal audit activity's performance relative to its plan; and</p> <p>6. Presents findings and recommendations to the Audit Committee and gives advice to Senior Management and the Board on how to improve internal processes/</p> <p>2017 Annual Report – Internal Audit, page 37</p> <p>Corporate Governance Manual – Chief Audit Executive, page 48</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	<p>Such responsibility of the Bank's CAE is discussed above.</p> <p>2017 Annual Report – Internal Audit, page 37</p> <p>Corporate Governance Manual – Chief Audit Executive, page 48</p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	<p>The Bank's internal audit activity is not being outsourced. Nonetheless, as stated in our Corporate Governance Manual, in case of a fully outsourced internal audit activity, a qualified independent executive or Senior Management personal will be assigned the responsibility for managing the fully outsourced internal audit activity.</p> <p>Corporate Governance Manual – Chief Audit Executive, page 48</p>	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	<p>As discussed in our Corporate Governance Manual, the Bank has a separate risk management function to identify, assess and monitor key risk exposures.</p> <p>The risk management function involves the following activities, among others:</p> <p>a. Defining a risk management strategy;</p> <p>b. Identifying the key risk exposures and assessing and measuring the extent of risk exposures of the Bank and its trust operations;</p>	

		<ul style="list-style-type: none"> c. Identifying and analyzing key risk exposures relating to economic, environmental, social and governance (EESG) factors and the achievement of the Bank's strategic objectives; d. Evaluating and categorizing each identified risk using the Bank's predefined risk categories and parameters; e. Establishing a risk register with clearly defined, prioritized and residual risks; f. Developing a risk mitigation plan for the most important risks to the Bank, as defined by the risk management strategy; g. Monitoring the risk exposures and determining the corresponding capital requirement in accordance with the Basel capital adequacy framework and based on the Bank's internal capital adequacy assessment on an on-going basis; h. Monitoring and assessing decisions to accept particular risks whether these are consistent with Board-approved policies on risk tolerance and the effectiveness of the corresponding risk mitigation measures; i. Communicating and reporting significant risk exposures including business risks (e.g, strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the Risk Oversight Committee; j. Monitoring and evaluating the effectiveness of the Bank's risk management processes; and k. Reporting on a regular basis to senior management and to the board of directors of the results of assessment and monitoring. <p><u>Corporate Governance Manual – Risk Management, page 46</u></p>	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	The Bank outsources for consulting and knowledge transfer services on risk modelling and tools as needed.	

		SEC Form 17-A (Annual Report) – Tax and All Other Fees for Services of External Auditor, page 26	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	<p>The Bank's Chief Risk Officer (CRO) is headed by Ms. Edeza A. Que. Ms. Que is a graduate of BS Statistics with Honors and MS Statistics from the University of the Philippines and has joined the Bank since October 2005.</p> <p>As the ultimate champion of the Bank's Enterprise Risk Management (ERM), the following are her duties and responsibilities, among others:</p> <ul style="list-style-type: none"> a. Supervises the entire ERM process and spearheads the development, implementation, maintenance and continuous improvement of ERM processes and documentation; b. Communicates top risks and the status of the implementation of risk management strategies and action plans to the Risk Oversight Committee; c. Collaborates with the President/CEO in updating and making recommendations to the Risk Oversight Committee; d. Suggests ERM policies and related guidance, as may be needed; and e. Provide insights on the following: <ul style="list-style-type: none"> • Risk management processes are performing as intended; • Risk measures reported are continuously reviewed by risk owners for effectiveness; and • Established risk policies and procedures are being complied with. <p>Corporate Governance Manual – Chief Risk Officer, page 47</p> <p>2017 Annual Report – Senior Officers, page 46</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities	COMPLIANT	Our CRO, as the ultimate champion of the Bank's Enterprise Risk Management (ERM), has the sufficient stature, authority and seniority within the Bank. This is assessed based on her ability to influence decisions that affect the Bank's	

		<p>exposure to risk. Our CRO has the ability, without compromising her independence, to engage in discussions with the Board, President and other senior management on key risk issues and to access such information as she deems necessary to form her judgment. The Bank's CRO meets with the Board/Risk Oversight Committee on a regular basis and such meetings is duly minuted and adequately documented.</p> <p>Corporate Governance Manual – Chief Risk Officer, page 47</p> <p>2017 Annual Report – Risk Management, page 23</p>	
Additional Recommendation to Principle 12			
<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	NON-COMPLIANT		<p>The Chief Audit Executive (CAE) provides an annual report to the Board of Directors thru the Audit Committee on the adequacy and effectiveness of the Bank's control processes and the overall assessments on the adherence to applicable laws, rules, and regulations.</p> <p>The President's attestation on the soundness and effectiveness of internal audit, control, and compliance systems is not in writing. However, demonstration of sound internal audit, control and compliance system include:</p> <ul style="list-style-type: none"> • Reporting of the CAE to the Board thru the Audit Committee that achieved the

			<p>organizational independence of the internal audit function.</p> <ul style="list-style-type: none"> • Direct and regular interaction of the CAE with the Board and the President. • Regular reporting by the CAE to the Audit Committee and the President on the results of audit engagements on the adequacy and effectiveness of the control process and compliance with regulations. <p>2017 Annual Report - Audit Committee Report, page 27</p>
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	<p>The rights of PSBank's shareholders are duly disclosed in our Corporate Governance Manual which is accessible through our corporate website.</p> <p>Corporate Governance Manual – Shareholders' Rights and Protection of Minority Shareholders' Interests, page 18</p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	<p>Corporate Governance Manual – Shareholders' Rights and Protection of Minority Shareholders' Interests, page 18</p>	
Supplement to Recommendation 13.1			

1. Company's common share has one vote for one share.	COMPLIANT	<p>As stated in our Definitive Information Sheet for April 24, 2017, the 240,252,491 Common Shares outstanding as of February 28, 2017 is entitled to one (1) vote per share.</p> <p>Definitive Information Sheet for April 24, 2017 – Item 4. Voting Securities and Principal Holders Thereof, page 8</p> <p>Definitive Information Sheet for April 23, 2018 – Item 4. Voting Securities and Principal Holders Thereof, page 8</p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	<p>PSBank's common shares have one vote for one share. This is stated in our By-Laws, Corporate Governance Manual, Notice of Annual Stockholders' Meeting and Definitive Information Statement.</p> <p>2010 PSBank's Amended By-Laws – Section 5.05 Voting, page 3</p> <p>Corporate Governance Manual – Election of Directors, page 31</p> <p>Corporate Governance Manual – Shareholders' Rights and Protection of Minority Stockholders' Interests, page 18</p> <p>Definitive Information Sheet for April 24, 2017 – Item 4. Voting Securities and Principal Holders Thereof, page 8</p> <p>Definitive Information Statement for April 24, 2017 – Notice of Annual Stockholders' Meeting, page 4</p>	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	<p>Under Sec. 5.05 of the Amended Code of By-Laws, at any stockholders' meeting, voting shall be by shares of stock and not "per capita" unless the law provides otherwise. Cumulative voting shall be used in the election of the members of the Board of Directors and in ratifying corporate acts. Our voting procedures are laid down in our Corporate Governance Manual.</p>	

		2010 PSBank's Amended By-Laws – Section 5.05 Voting, page 3 Corporate Governance Manual – Voting Procedures, page 18 Definitive Information Sheet for April 24, 2017 – Item 4. Voting Securities and Principal Holders Thereof, page 8 Definitive Information Sheet for April 24, 2017 – Item 10. Voting Procedures, page 27	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	<p>Our Corporate Governance Manual states:</p> <p>“3. Shareholders’ Right and Protection of Minority Stockholders’ Interest</p> <p>xxx</p> <p>Although all shareholders should be treated equally or without discrimination, the Board should give minority shareholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation. “</p> <p>Corporate Governance Manual - Shareholders’ Right and Protection of Minority Stockholders’ Interest, page 18</p> <p>Definitive Information Sheet for April 24, 2017 – Item 4. Voting Securities and Principal Holders Thereof, page 8</p> <p>Definitive Information Sheet for April 24, 2017 – Item 10. Voting Procedures, page 27</p>	
5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal	COMPLIANT	<p>Our Corporate Governance Manual further provides that:</p> <p>“3. Shareholders’ Right and Protection of Minority Stockholders’ Interest</p>	

for consideration or agenda item at the AGM or special meeting.		<p>The Board shall also provide the minority shareholders access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of shareholders' meeting, being within the definition of "legitimate purposes".</p> <p>Corporate Governance Manual - Shareholders' Right and Protection of Minority Stockholders' Interest, page 18</p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	<p>PSBank respects its shareholders' rights and protects the minority stockholders' interests. These are all lengthily discussed in our Corporate Governance Manual.</p> <p>Rights of minority stockholders are duly protected through the Bank's compliance with applicable BSP and SEC rules and observance of best corporate governance practices which increase the quality of Board oversight, including the following: (a) right to elect, remove and replace directors as well as vote on certain corporate acts; (b) Audit Committee is composed majority of Independent Directors; (c) Corporate Governance is composed entirely by Independent Directors; and (d) Company policies on the handling of conflicts of interest and related party transactions which provide for the proper review, approval and disclosures of such relationships and transactions.</p> <p>Corporate Governance Manual - Shareholders' Right and Protection of Minority Stockholders' Interest, page 18</p> <p>2017 Annual Report – Fairness, page 29</p> <p>Definitive Information Statement for April 24, 2017 – Fairness, page 32</p>	

		Board Committee Members Conflict of Interest Policy Related Party Transactions Policy	
7. Company has a transparent and specific dividend policy.	COMPLIANT	Our Dividend Policy is disclosed in our Corporate Governance Manual and corporate website. The same is also included in our Annual Report, SEC Form 17-A and Definitive Information Statement. Consistent with SEC rules, cash dividends declared by the Bank must have a record date of not less than 10 business days but not more than 30 business days from the date the cash dividends are declared/approved by the Board. Details of the Bank's dividend distribution in 2017, as approved by the Bank's Board of Directors are as follows:	

		Cash Dividends					
		Date of declaration	Per share	Total amount	Record date	Payment date	
		January 24, 2017	0.75	180,189, 368.3	Feb. 10, 2017	Feb. 24, 2017	
		April 24, 2017	0.75	180,189, 368.3	May 10, 2017	May 24, 2017	
		July 27, 2017	0.75	180,189, 368.3	Aug. 11, 2017	Aug. 29, 2017	
		October 26, 2017	0.75	180,189, 368.3	Nov. 14, 2017	Nov. 24, 2017	
		January 18, 2018	0.75	180,189, 368.3	Feb. 02, 2018	Feb. 19, 2018	
Optional: Recommendation 13.1							
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders’ Meeting.	COMPLIANT	Identification pf PSBank’s appointed independent party to validate the votes at the ASM is stated in the 2017 ASM Results which is disclosed in our corporate website. All votes are tabulated by the Metrobank Trust Banking Group, as our Stock and Transfer agent and validated by SGV and Company in its capacity as a third-party validator.					
		PSBank’s ASM Results 2017					
Recommendation 13.2							

1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	<p>PSBank observes sending of notices of ASM at least 28 days prior to the date of the actual meeting. For our 2017 ASM held on April 24, 2017, we submitted the Notice of the ASM to the PSE and SEC on January 24, 2017 and the same was posted on our corporate website on the same day. We likewise sent the Notice and Agenda Items of the ASM and the SEC Form 20-IS on March 27, 2017.</p> <p>Approval of the remuneration in the Agenda is not part of the Agenda during the April 24, 2017 Annual Stockholders Meeting. Fixing of remuneration packages of the Bank's directors, senior management and other key personnel is subject to the approval of the Board through the Corporate Governance Committee.</p> <p>PSBank ASM and Record Date 2017</p> <p>PSBank Definitive Information Statement for April 24, 2017 – Notice of Annual Stockholders' Meeting, page 4</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		The Bank's Notice of its Annual Stockholders' Meeting contains all the following information below:	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	<p>The profiles of PSBank directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies) are disclosed below:</p> <p>PSBank Definitive Information Statement for April 24, 2017 – Item 5. Directors and Executive, page 9</p>	
a. Auditors seeking appointment/re-appointment	COMPLIANT	<p>Appointment of the External Auditor is one of the items in the Agenda of our 2017 ASM:</p> <p>PSBank Definitive Information Statement for April 24, 2017 – Notice of ASM, page 5</p>	

b. Proxy documents	COMPLIANT	<p>Proxy document is also included in our Definitive Information Statement for April 24, 2017:</p> <p>PSBank Definitive Information Statement for April 24, 2017 – Proxy, page 6</p>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	<p>PSBank provides the rationale and explanation for each agenda item that requires shareholders’ approval in our Notice of ASM. This is termed as “Explanation and Rationale of Agenda Items” in the Definitive Information Statement.</p> <p>PSBank Definitive Information Statement for April 24, 2017 – Explanation and Rationale of Agenda Items, page 5</p>	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders’ Meeting publicly available the next working day.	COMPLIANT	<p>The voting results of the 2017 ASM include approving, dissenting and abstaining votes for all resolutions/each agenda items. Further, the minutes of the 2017 ASM would disclose that the shareholders were given the opportunity to ask questions during the meeting.</p> <p>PSBank ASM Results 2017</p> <p>Minutes of the Annual Stockholders’ Meeting (April 24, 2017)</p>	
2. Minutes of the Annual and Special Shareholders’ Meetings were available on the company website within five business days from the end of the meeting.	COMPLIANT	<p>The voting results of the 2017 ASM include approving, dissenting and abstaining votes for all resolutions/each agenda items.</p> <p>The voting results for each agenda items, are as follows:</p> <ol style="list-style-type: none"> 1. Approval of Minutes of the ASM held on April 26, 2016 <ul style="list-style-type: none"> - 84.35% voted in favor; - 0.00% abstained; - 0.00% voted against 	

		<div>2. Report to the Stockholders and Approval of the Audited Financial Statements for 2016</div> <div><div>- 84.35% voted in favor;</div><div>- 0.00% abstained;</div><div>- 0.00% voted against</div></div> <div>3. Confirmation of all Acts of the Board of Directors, Management and all Committees During the Year 2016</div> <div><div>- 84.35% voted in favor;</div><div>- 0.00% abstained;</div><div>- 0.00% voted against</div></div> <div>4. Election of the Members of the Board of Directors</div> <div><div>- 84.35% voted in favor;</div><div>- 0.00% abstained;</div><div>- 0.00% voted against.</div></div> <div>5. Appointment of the External Auditor for the Year 2017-2018</div> <div><div>- 84.35% voted in favor;</div><div>- 0.00% abstained;</div><div>- 0.00% voted against.</div></div> <div>Every stockholder entitled to vote on the particular question or matter involved shall be entitled to one vote (1) vote for each share of stock in his name. Cumulative voting is allowed provided that the total votes cast by a stockholder shall not exceed that number of shares registered in his name in the books of the bank as of the record date multiplied by the whole number of directors elected. Matters submitted to stockholders for ratification shall be decided by the required vote of stockholders present, in person or by proxy.</div>	
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		<p>Further, the minutes of the 2017 ASM would disclose that the shareholders were given the opportunity to ask questions during the meeting.</p> <p>Minutes of the Annual Stockholders' Meeting (April 24, 2017)</p> <p>PSBank Definitive Information Statement for April 24, 2017 –Item 10. Voting Procedures, page 27</p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	<p>Yes, the votes cast and tabulated during the 2017 ASM by the Metrobank Trust Banking Group, which is PSBank's Stock and Transfer agent were validated by SGV and Company in its capacity as a third-party validator.</p> <p>PSBank ASM Results 2017</p>	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	<p>As part of the Board's commitment to uphold and respect our shareholders' rights and protect the interests of our minority stockholders, our Corporate Governance Manual provides:</p> <p>xxx</p> <p>h. The Board shall make available, at the option of a shareholder, an Alternative Dispute Resolution (ADR) mechanism to resolve intra-corporate disputes in an amicable and cost-effective manner.² ADR is a redress mechanism that is an alternative remedy for the infringement of shareholders' rights aimed at avoiding excessive litigation. It is a process or procedure used to resolve a dispute or controversy, other than by adjudication of a presiding judge of a court or an officer of a government agency, in which a neutral third party participates to assist in the resolution of issues, which includes arbitration,</p>	

² Recommendation #13.4 per SEC Memorandum Cir. No. 19 s2016 (New CG Code for PLCs)

		mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof.	
		Corporate Governance Manual - Shareholders' Rights and Protection of Minority Stockholders' Interests, page 18	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Corporate Governance Manual - Shareholders' Rights and Protection of Minority Stockholders' Interests, page 18	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	<p>For investor inquiries and shareholder assistance, we can be reached through our Corporate Affairs Division c/o Ms. Mary Karen S. Perez at (632) 885-8208 local 8902, fax us at (632) 885-8352 or send us a message at e-mail address: investor@psbank.com.ph.</p> <p>As discussed in our Corporate Governance Manual, the Bank's Corporate Affairs Division (CAD), as its Investor Relations Office (IRO), is tasked to receive feedback, complaints and queries from shareholders in order to ensure constant engagement with its shareholders. For this matter, the designated officer of CAD/IRO should be present at every shareholders' meeting with his/her contact details (i.e. e-mail address and telephone number) also posted in the Bank's corporate website.</p> <p>Corporate Governance Manual – Shareholders' Rights and Protection of Minority Stockholders' Interests, Page 18</p>	
2. IRO is present at every shareholder's meeting.		Yes, our Investor Relations Officer together with her team is always present during our ASM.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective	COMPLIANT	The Bank respects and follows free market forces, subject to compliance with existing rules and regulations. There are no anti-takeover provisions in the By-laws of the Bank nor in our Corporate Governance Manual.	

management or the existing controlling shareholder group			
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON-COMPLIANT		Albeit below the 30% best practice, the Bank's public float of 15.66% is within the 10% minimum required by the PSE.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting			
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	<p>The Bank's stakeholders as discussed in our Corporate Governance Manual includes but not limited to, our customers, creditors, employees, suppliers, investors/shareholders, as well as the government and community in which we operate.</p> <p>Policies and implementing rules on our Corporate Governance, Code of Ethics, Whistleblowing, Conflict of Interest, Related Party Transactions, are in place and disclosed in our corporate website to set out the duties and responsibilities of the Board, Management and Employees in safeguarding the rights of the shareholders and stakeholders.</p>	

		Corporate Governance Manual Code of Business Conduct and Ethics Whistleblowing Policy Conflict of Interest Policy Learning and Development Policy Policy on Health, Safety and Welfare of Employees Policy on Insider Trading Related Party Transactions Policy	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	<p>PSBank recognizes that fulfilling its obligations to its various stakeholders is an integral aspect of good corporate governance. Thus, policies and programs relating to the protection and fair treatment of our stakeholders are encapsulated in our Corporate Governance Manual and bank several policies which were all disclosed through our corporate website.</p> Corporate Governance Manual Code of Business Conduct and Ethics Whistleblowing Policy Conflict of Interest Policy	



		Learning and Development Policy Policy on Health, Safety and Welfare of Employees Policy on Insider Trading Related Party Transactions Policy	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	<p>Bank's stakeholders, including but not limited to, customers, suppliers and the general public have different avenues to contact/reach PSBank to voice their concerns, inquiries and/or complaints:</p> <p><u><i>Investor Relations:</i></u> Corporate Affairs Division 9th Floor PSBank Center 777 Paseo de Roxas corner Sedeño Street Makati City 1226 Philippines Tel: (+632) 845-8888 Fax: (+632) 885-8352 Email: investor@psbank.com.ph</p> <p><u><i>Media:</i></u> PR & Corporate Communications Division 8th Floor PSBank Center 777 Paseo de Roxas corner Sedeño Street Makati City 1226 Philippines Tel: (+632) 845-8888 Fax: (+632) 845-0025</p> <p><u><i>For inquiries or concerns:</i></u> Customer Experience Group</p>	

		<p>6th Floor PSBank Center 777 Paseo de Roxas corner Sedeño Street Makati City 1226 Philippines Tel: (+632) 845-8888 Fax: (+632) 845-0048 SMS: (+63) 998-8458888 Email: customerexperience@psbank.com.ph Chat: www.psbank.com.ph</p> <p><u>Stockholder Services:</u> For inquiries regarding dividend payments, change of address or account status: Metrobank Trust Banking - Stock Transfer Department 17th Floor GT Tower International 6813 Ayala Avenue corner H.V. Dela Costa Street Makati City 1227 Philippines Tel: (+632) 857-5695 Fax: (+632) 858-8010</p> <p>On the other hand, as stated in our Whistleblowing Policy, the Bank requires all its employees to immediately report any noted impropriety or malpractice committed by a co-employee(s) to their Group Heads or directly to the Human Resources Group Head or to the Chief Audit Executive/Internal Audit Group Head for investigation purposes, the concealment or non-reporting of which is considered as an impropriety or malpractice in itself. The policy likewise requires the due protection of informants, i.e., employees reporting such incidents in good faith from any form of harassment and thus considers any attempt to determine their identities as a breach of confidentiality subject to disciplinary sanctions.</p> <p><u>2017 Annual Report – Corporate Information, page 64</u></p>	
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		Whistleblowing Policy Corporate Governance Manual – Whistleblowing Policy, page 51	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner	COMPLIANT	<p>As part of the Board’s commitment to uphold and respect our shareholders’ rights and protect the interests of our minority stockholders, our Corporate Governance Manual provides:</p> <p>xxx</p> <p>h. The Board shall make available, at the option of a shareholder, an Alternative Dispute Resolution (ADR) mechanism to resolve intra-corporate disputes in an amicable and cost-effective manner.³ ADR is a redress mechanism that is an alternative remedy for the infringement of shareholders' rights aimed at avoiding excessive litigation. It is a process or procedure used to resolve a dispute or controversy, other than by adjudication of a presiding judge of a court or an officer of a government agency, in which a neutral third party participates to assist in the resolution of issues, which includes arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof.</p> <p>Corporate Governance Manual - Shareholders’ Rights and Protection of Minority Stockholders’ Interests, page 18</p>	
Additional Recommendations to Principle 14			

³ Recommendation #13.4 per SEC Memorandum Cir. No. 19 s2016 (New CG Code for PLCs)

1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	NON-COMPLIANT		<p>On October 9, 2015, the Bank requested for a permanent exemption from the Annual Corporate Governance (CG) training requirement for our Chairman Jose T. Pardo given his recognized stature/influence/reputation in the banking community, as the former Chairman of the Philippine Stock Exchange (PSE), former Secretary of the Department of Trade and Industry (DTI) and of the Department of Finance (DOF), former member of the BSP Monetary Board, and his various other current and past chairmanships/directorships in both the government service and private sector. In this regard, on December 10, 2015, SEC in its en banc meeting resolved to grant our request for a permanent exemption. However, even if Mr. Pardo has been permanently exempted from this annual training requirement, he is continuously updated of CG best practices/standards and CG-related rules and regulations by our Board-level Corporate</p>
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			<p>Governance Committee (CGC) of which he is the Chairperson.</p> <p>Attached herewith as Annexes “E” and “F” are our Letter Request for Exemption and SEC Letter granting the same.</p> <div>  JTP-Perma Exemption.pdf  JTP's permanent exemption CG Trainin </div>
2. Company respects intellectual property rights.	COMPLIANT		
Optional: Principle 14			
1. Company discloses its policies and practices that address customers’ welfare	COMPLIANT	<p>As disclosed in our 2017 Annual Report, with customers at the forefront of our priorities and in compliance with BSP Circular No. 857 (BSP Regulations on Financial Consumer Protection), our corporate governance system/culture includes a Financial Consumer Protection (FCP) Framework to ensure that consumer protection standards and practices are duly observed and embedded in our business operations. This is so because we identify and recognize our customers as one of our stakeholders as stated in our Corporate Governance Manual.</p> <p>The Board of Directors, jointly with the Senior Management, is ultimately responsible in establishing an effective oversight over the Bank’s consumer protection programs as well as in ensuring that consumer protection practices are embedded in the Bank’s business operations.</p> <p>PSBank aims to differentiate itself from other banks by providing excellent customer experience. Being attentive and proactive to all customer feedback is</p>	

		<p>one of the more powerful means of doing so. While positive feedback is welcome, we are more vigilant about negative feedback or complaints as they cover areas for improvement. Complaints received from clients are lodged in an automated tracking system in order to manage our defined TAT in resolving them and to serve as a database of all customer complaints including the record of actions taken thereon for MIS purposes.</p> <p>Aside from the branches, the Bank offers other channels for customer-interaction. The Customer Experience Group (CXG) handles loan and deposit inquiries, requests and complaints coursed through the Direct Banking, Call Banking, email, Live Chat, SMS, website, PSB Online and Mobile Banking and social media. All these channels are managed 24/7, except for the Direct Banking which caters to walk-in clients.</p> <p>2017 Annual Report – Financial Consumer Protection, page 32</p> <p>2017 Annual Report - Employee and Community Engagement, page 20</p> <p>Corporate Website – PSBank Live Chat</p> <p>Corporate Governance Manual – Introduction, page 6</p> <p>Corporate Social Responsibility – Employee and Community Engagement</p>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	<p>The Bank maintains a risk-based Outsourcing and Accreditation policy which sets forth our detailed procedures in handling supplier/contractor selection practice. Our said policy provides the following guidelines:</p> <ul style="list-style-type: none"> ➤ Preparation by the proponent units of the documentary requirements set forth in the Bank's Outsourcing & Accreditation Policies & Procedures; ➤ Review by the Process Management Division of the completeness and propriety of the submitted documentary requirements vis-à-vis 	

		<p>requirements set forth by the BSP for entering into outsourcing arrangements;</p> <ul style="list-style-type: none"> ➤ Review by the Bank's Legal Department of the proposed Service Level Agreements or Memorandum of Agreements vis-à-vis the Bank's standards; ➤ Review and endorsement of all such outsourcing proposals and renewals by the Bank's Outsourcing Oversight Committee (OOC), a Management-level committee; ➤ Approval of the Board of Directors (for new proposals) or the President (for renewals) as endorsed by the OOC; ➤ Periodic performance evaluation/appraisal of the Bank's service providers. 	
<p>Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.</p>			
<p>Recommendation 15.1</p>			
<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>COMPLIANT</p>	<p>The Bank has established policies and programs for its employees covering among others, health, safety and welfare, training and development, reward/compensation, which encourage them to perform better and motivate them to a more dynamic role in the Bank.</p> <p>These policies, practices and programs of the Bank are all disclosed in our Annual Report and corporate website. Further, our Corporate Governance Manual as well as Code of Conduct also include these policies related to the welfare of our employees.</p> <p>2017 Annual Report – Health, Safety and Welfare of Employees, page 39</p> <p>Company's Policies – Policy on Health, Safety and Welfare of Employees</p> <p>Code of Business Conduct and Ethics</p>	

		Corporate Governance Manual – Employee Health, Safety and Welfare Policy, page 52	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	COMPLIANT	<p>While the Bank does not have a stock option scheme, we have been consistent in preaching the philosophy of meritocracy, such that our compensation and rewards programs are geared towards providing incentives to employees who have contributed to the success of the Bank.</p> <p>Below are the schemes the Bank employ to incentivize our employees due to their good performance:</p> <ul style="list-style-type: none"> • Merit Increase. Annual increases are given to employees based on their relative performance within the organization. • President’s Cup Award. This productivity-based award is given quarterly and annually to an individual or group for achieving exceptional performance. • Return on Equity Bonus (for staff employees, based on Bank performance in the previous year) <p>2017 Annual Report – Our Remuneration Policy, page 38</p>	
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	As disclosed in our 2017 Annual Report, PSBank advocates a work environment free of hazards, which is conducive to the well-being and professional development of employees. We continuously seek ways to reach out to our employees. The Bank’s leadership, represented by our Senior Officers, goes around the branches to personally meet with employees to conduct engagement sessions, check on the employees’ welfare and needs, as well as the kind of customer experience we provide to our customers. Facilities are also checked to see if they are in accordance with our occupational health and safety standards.	

		<p>We also ensure that our employees have a healthy work-life balance by offering programs that would develop engagement, camaraderie, and healthy working environment. In 2017, employees from different units and branches joined the first ever bank wide sportsfest. Activities like Basketball, volleyball, bowling and badminton tournaments were also some of the Bank's most anticipated events.</p> <p>Details of these actual programs held in 2017 are disclosed in our 2017 Annual Report, 2018 Definitive Information Statement and corporate website.</p> <p>2017 Annual Report – Health, Safety and Welfare of Employees, page 39</p> <p>2017 Annual Report – Health and Wellness Programs, page 40</p> <p>Company's Policies – Policy on Health, Safety and Welfare of Employees</p> <p>Definitive Information Statement for April 23, 2018 – Health and Wellness Programs, page 46</p>	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	<p>One of our Board's duties and responsibilities is to ensure that our personnel's expertise and knowledge remain relevant. PSBank's Board of Directors provides our personnel with regular training opportunities as part of a professional development program to enhance their competencies and stay abreast of developments relevant to their areas of responsibility.</p> <p>In 2017, PSBank was able to conduct 130 external trainings attended by 323 participants. We were also able to run 86 internal training programs on top of the usual trainings for New Employees, SPEED and XCEED.</p> <p>Details of the actual trainings held in 2017 are disclosed in our 2017 Annual Report and 2018 Definitive Information Statement.</p>	

		Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 11 2017 Annual Report - LDE Trainings, page 40 Definitive Information Statement for April 23, 2018 – Training and Development of Employees, page 47	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	<p>One of our Board’s specific duties and responsibilities is to oversee the integrity, independence, and effectiveness of Bank’s policies and procedures for whistleblowing. It shall allow employees to communicate, with protection from reprisal, legitimate concerns about illegal, unethical or questionable practices directly to the Board of Directors or to any independent unit. Policies shall likewise be set on how such concerns shall be investigated and addressed, for example, by an internal control function, an objective external party, Senior Management and/or the Board of Directors itself. It shall prevent the use of the facilities of the Bank in the furtherance of criminal and other improper or illegal activities, such as but not limited to financial misreporting, money laundering, fraud, bribery or corruption.</p> <p>Our anti-corruption programs and procedures is already captured in the Bank’s Policy & Procedures re: Reporting of Impropriety or Malpractice which is the Bank’s “Whistle Blowing” policy.</p> <p>Whistleblowing Policy</p> <p>Code of Business Conduct and Ethics – Reporting of Impropriety or Malpractice, page 16</p>	
2. Board disseminates the policy and program to employees across the organization through	COMPLIANT	The Board through the Bank’s Leadership and Employee Engagement Division is tasked to disseminate to all its employees all of its policies/programs relating	

trainings to embed them in the company's culture.		to anti-corruption Bank, by way of lectures, printed and electronic materials, and infographics. This is also part of the orientation for our new employees.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	<p>As stated in our Code of Business Conduct and Ethics, we consider as a grave offense, any act that put the integrity of our employee in question, that affects the company's interests, and/or results in substantial monetary or non-monetary (e.g., public trust and confidence) loss to the Bank. Examples are fraud, soliciting or accepting favors/bribes, gross negligence and qualified theft. These offenses merit the penalty from suspension to dismissal of the employee/s involved.</p> <p>There is no violation involving any acts of corrupt practices that were reported in 2017.</p> <p>Code of Business Conduct and Ethics – Classification of Offenses, page 17</p>	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	<p>We are bound by a “whistleblower” policy that requires our employees to immediately report to their Group Heads, directly to the Human Resources Group Head, or to the Chief Audit Executive/Internal Audit Group Head for investigation purposes, any impropriety or malpractice committed by co-employee/s. Concealment or non-reporting is considered as an impropriety or malpractice in itself. The policy likewise requires the due protection of informants, i.e., employees reporting such incidents in good faith, from any form of harassment. Thus, it considers any attempt to determine their identities as a breach of confidentiality, subject to disciplinary sanctions.</p> <p>Reporting of suspected fraud and improprieties can be done in various channels such as by sending a letter to our Human Resource Group Head, an email to</p>	
2, Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT		

		<p>fire@psbank.com.ph or calling Fraud Management Group at 885-8208 local 8400.</p> <p>More details on our whistleblowing policy are disclosed in our Code of Conduct, Whistleblowing Policy, Annual Report.</p> <p>Code of Business Conduct and Ethics, page 17</p> <p>Whistleblowing Policy</p> <p>2017 Annual Report – Whistleblowing, page 31</p> <p>Corporate Governance Manual – Whistleblowing Policy, page 51</p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	<p>One of the duties and responsibilities of our Board of Directors is to oversee the integrity, independence, and effectiveness of Bank's policies and procedures for whistleblowing. It shall allow employees to communicate, with protection from reprisal, legitimate concerns about illegal, unethical or questionable practices directly to the Board of Directors or to any independent unit. Policies shall likewise be set on how such concerns shall be investigated and addressed, for example, by an internal control function, an objective external party, Senior Management and/or the Board of Directors itself. It shall prevent the use of the facilities of the Bank in the furtherance of criminal and other improper or illegal activities, such as but not limited to financial misreporting, money laundering, fraud, bribery or corruption. Our Board of Directors likewise ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>Corporate Governance Manual – Specific Duties and Responsibilities of the Board, page 8</p>	


Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	<p>In 2017, our engagement in support to <i>environmentally friendly value chain</i> is done through the following activities:</p> <ol style="list-style-type: none"> 1. Twenty-eight (28) students of Chiang Kai Shek College have obtained college degrees since 2008 with PSBank's scholarship grants. 2. Eight-six (86) out of ninety-six (96) scholars of our Save It Forward program have graduated. 3. One Hundred Forty-One (141) outstanding police officers were awarded as of 2017 in the Country's Outstanding Police Officers in Service (COPS) program. 4. Sixty-one (61) PSBankers joined the Annual Fun Run of World Vision and Tytana College Founder's Run 5. Two-Hundred One (201) people in need of blood benefited from the blood donation drive, in coordination with the Philippine Children's Medical Center and Manila Doctors Hospital. 6. One Thousand Three Hundred Thirty-Five (1,335) adults and children received free medical consultations, diagnosis, physical and dental checkup, vitamins, and medicines during PSBank's medical mission in Rizal, Cagayan, held in partnership with Manila Doctors Hospital. 7. One Hundred Twenty (120) students to benefit from the construction of two more classrooms at Loccong Elementary School, Tinglayan in Kalinga Province. <p>Further, PSBank believes that Corporate Social Responsibility awareness starts with small initiatives that produce a culture of concern when combined.</p> <p>Below are the Bank's continuing initiatives:</p>	


		<ul style="list-style-type: none"> Continued partnership with TREK (TRails to Empower Kids) where volunteer PSBankers go with other volunteer trekkers to remote mountain areas bringing school supplies and materials to indigenous and largely marginalized communities. Regular partnership with Manila Doctors Hospital on annual medical missions. For 2017, PSBankers joined the Medical Mission in Rizal, Cagayan in April. PSBank adopted a portion of the Arroceros Park, touted as the last remaining rainforest in Metro Manila. PSBankers conducted two clean-ups last March and April 2017. <p>2017 Annual Report – Employee & Community Engagement, page 20</p>	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	COMPLIANT	2017 Annual Report – Employee & Community Engagement, page 20	
2. Company exerts effort to interact positively with the communities in which it operates	COMPLIANT	<p>Our Corporate Governance Manual provides:</p> <p>SECTION 14. CORPORATE SOCIAL RESPONSIBILITY (CSR) The Bank recognizes and places an importance on the interdependence between its business and society and promotes a mutually beneficial relationship that allows it to grow its business, while contributing to the advancement of the society where it operates as a way of sharing its success with the community through its various CSR partners. As such, the Bank continually and actively participates in various CSR activities such as educational, medical and environmental causes, promotion of integrity and other interactive outreach programs.</p> <p>In line with this objective, various CSR initiatives were undertaken by the Bank, tow it:</p>	


		<ul style="list-style-type: none">• Continued partnership with TREK (TRails to Empower Kids) where volunteer PSBankers go with other volunteer trekkers to remote mountain areas bringing school supplies and materials to indigenous and largely marginalized communities.• Regular partnership with Manila Doctors Hospital on annual medical missions. For 2017, PSBankers joined the Medical Mission in Rizal, Cagayan in April.• PSBank adopted a portion of the Arroceros Park, touted as the last remaining rainforest in Metro Manila. PSBankers conducted two clean-ups last March and April 2017. <p>Corporate Governance Manual – Corporate Social Responsibility (CSR), page 52</p> <p>2017 Annual Report – Employee & Community Engagement, page 20</p>	
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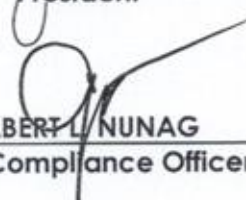
Pursuant to the requirement of the Securities and Exchange Commission, this **2017 Integrated Annual Corporate Governance Report (I-ACGR)** is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on May 22, 2018.


SIGNATURES

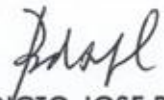

JOSE T. PARDO
Chairman of the Board/Independent Director



SAMSON C. LIM
Independent Director


JOSE VICENTE L. ALDE
President


GILBERT L. NUNAG
Chief Compliance Officer


EDUARDO A. SAHAGUN
Independent Director



BENEDICTO JOSE R. ARCINAS
Independent Director


POCHOLO V. DELA PEÑA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 22 MAY 2018 day of 2018, affiant(s) exhibiting to me their _____, as follows:

NAME	Passport No.	Date of Issue
JOSE T. PARDO	P1032165A	Nov. 29, 2016
SAMSON C. LIM	P5520963A	Jan. 5, 2018
BENEDICTO JOSE R. ARCINAS	EC2758975	Nov. 18, 2014
EDUARDO A. SAHAGUN	EC3944235	Apr. 15, 2015
JOSE VICENTE L. ALDE	EB5021904	Jun. 21, 2016
POCHOLO V. DELA PEÑA	EC3862298	Apr. 6, 2015
GILBERT L. NUNAG	EC5279539	Sep. 10, 2015

Doc No. 76
Page No. 17
Book No. 2018
Series of 2018


NOTARY PUBLIC
ATTY. ROMEO S. MASANGYA, JR
NOTARY PUBLIC FOR MAKATI CITY
APPOINTMENT NO. M-42 UNTIL DECEMBER 31, 2018
MCLE COMPLIANCE NO. V-0003774. SEPT. 25'14
IBP NO. 019596. 1 / 5 / 18. MAKATI CITY
PTR NO. 5507855. 1 / 5 / 18. MAKATI CITY
7TH FLR. PSBANK CENTER NO. 777 PASEO DE ROXAS
COR. SEDENO ST. MAKATI CITY
TEL NO. (02)511-8042
ROLL NO. 45164

PSBank: 2017 I-ACGR

PHILIPPINE SAVINGS BANK

777 Paseo de Roxas Ave., corner Sedeño St., Makati City

Annex "A"

SECRETARY'S CERTIFICATE

I, **POCHOLO V. DELA PEÑA**, of legal age, Filipino citizen, married with office address at Metrobank Plaza, Sen. Gil J. Puyat Avenue, Makati City, after having been sworn in accordance with law, depose and state:

1. That, I am the duly elected and qualified Corporate Secretary of Philippine Savings Bank, a banking institution duly organized and existing under and in accordance with the laws of the Philippines, with principal office at PSBank Center, 777 Paseo de Roxas Ave., corner Sedeño St., Makati City.

2. That, at the regular meeting of the Board of Directors of the said banking institution held on January 24, 2017, at which a majority was present the following resolution was unanimously approved:

RESOLUTION NO. 2017 - 017

"RESOLVED, as it is hereby resolved, that the Board of Directors of Philippine Savings Bank hereby approves the **Year 2017 Budget**, with details as attached in the pertinent Memorandum submitted to the Board, and broken down as follows:


Net Income	Php	[REDACTED]
Assets	Php	[REDACTED]
Total Gross Loans	Php	[REDACTED]
Auto Loans	Php	[REDACTED]
Mortgage Loans	Php	[REDACTED]
Deposits	Php	[REDACTED]
Capital	Php	[REDACTED]

"RESOLVED FURTHER, That the Board of Directors of Philippine Savings Bank hereby approves the **Capital Expenditures** included in the 2017 budget amounting to Php [REDACTED] million, broken down as follows:

IT-related Applications, Infrastructure and Licenses	Php	[REDACTED]
Bank Premises and FFE	Php	[REDACTED]
Lobby Mgt System (100)	Php	[REDACTED]
Offsite ATMs (20)	Php	[REDACTED]
Total Capital Expenditures	Php	[REDACTED]

3. That, said resolution is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand at MAKATI CITY this
day of JAN 25 2017


POCHOLO V. DELA PEÑA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me, this day of 25 JAN 2017 at MAKATI CITY, affiant exhibiting to me his Passport No. EC3862298 issued at Department of Foreign Affairs, Manila on April 6, 2015.

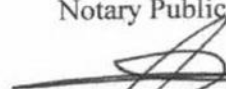
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Page No. 05

Book No. 08

Series of 2017.

Notary Public


ATTY. ROMEO S. MASANGYA, JR.

NOTARY PUBLIC FOR MAKATI CITY
APPOINTMENT NO. M-42 UNTIL DECEMBER 31, 2017
MCLE COMPLIANCE NO. V-0003771, SEPT. 25 '14
IBP NO. 1044224, 10/26/16, MAKATI CITY
PTR NO. 5909064.01/03/17, MAKATI CITY
17TH FLR. PSBANK CENTER NO. 777 PASEO DE ROXA,
COR. SEDENO ST., MAKATI CITY
TEL NO. (02)511-8042
ROLL NO 45164



MEMO TO: ALL PSBANK DIRECTORS

FROM: THE CHAIRMAN OF THE BOARD/CGC CHAIRPERSON

**THRU: THE CORPORATE GOVERNANCE COMMITTEE (CGC)
OFFICE OF THE CORPORATE SECRETARY
CORPORATE AFFAIRS DIVISION**

DATE: 23 MAY 2018

**SUBJECT: DIRECTOR'S NOTIFICATION TO THE BOARD PRIOR TO
ACCEPTING NEW DIRECTORSHIPS**

=====

EFFECTIVE IMMEDIATELY, all PSBank Directors are henceforth required to notify the Bank's Board of Directors through the Corporate Governance Committee (CGC) before accepting any new directorship position(s) in another/other company(ies), whether publicly-listed or not, in the following manner:

1. Notification shall be submitted by the concerned director via e-mail to the Bank's Chief Compliance Officer (CCO) Mr. Gilbert L. Nunag at his e-mail address: GLNunag@psbank.com.ph;
2. CCO shall then forward the same notification to the CGC members for its assessment/recommendation and inclusion in the agenda of the next CGC meeting; and
3. CCO shall likewise include the above matters in his reports to the Board which shall be duly recorded in the Minutes of the Board of Directors' Meeting¹.

This aims to enable the Board of Directors to assess if the concerned director's present responsibilities and commitment to the Bank will be affected and if he/she can still adequately provide what is expected of him/her in accordance with the SEC's New Code of Corporate Governance for Publicly-Listed Companies.

For your guidance and compliance.

Thank you.

(orig. signed)

JOSE T. PARDO

Chairman of the Board

¹ Inasmuch as the requirement is not approval of the Board of Directors but rather just a notification, the same shall be deemed acceptable by the Board unless otherwise majority of the directors dissented.

REGULAR MEETING OF THE BOARD OF DIRECTORS OF PHILIPPINE SAVINGS BANK HELD ON SEPTEMBER 25, 2017 AT THE BOARD ROOM OF THE BANK, THIRD FLOOR, PSBANK CENTER, 777 PASEO DE ROXAS AVE., CORNER SEDEÑO ST., MAKATI CITY

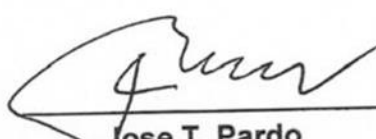
In accordance with Section 36 of the General Banking Law 2000, the members present being a majority of the Board of Directors, approved the following resolution:

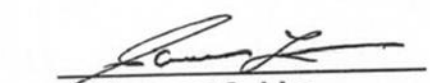
RESOLUTION NO. 2017 - 148

"RESOLVED, That the Board of Directors of Philippine Savings Bank approves, as it hereby does, the sale of Bank-owned chattel properties (i.e. ROPA-Auto) to DOSRI- **Metropolitan Bank & Trust Company (MBTC)**, as follows:

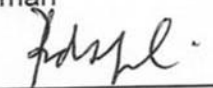
#	Description of Chattel Properties	Published Selling Floor Price	Awarded Selling Price	Net Carrying Value
1	2016 HONDA MOBILLO 1.5V CVT (GAS) AT / DS-3890	Php549,000	Php603,000.00	Php617,519.87
2	2016 NISSAN ALMERA E 1.5L (GAS) AT / OV-3944	486,000	531,000.00	539,225.21
3	2016 HYUNDAI ELANTRA 1.6L GL (GAS) AT / MP-6380	549,000	603,000.00	623,788.22
4	2016 TOYOTA ALTIS 1.6G MT / YS-6315	540,000	594,000.00	529,242.14
Total		Php2,124,000	Php2,331,000.00	Php2,309,775.43

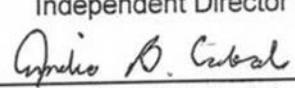
"RESOLVED FURTHER, That above transactions, which are for the best interest of the Bank, are not part of the Bank's Fringe Benefits Program and are determined to be chattel transactions with DOSRI under MORB Section X148 and that the Secretary is hereby instructed to furnish the appropriate supervising and examining department of the Bangko Sentral ng Pilipinas, within ten (10) banking days from date hereof, a Certification on the Chattel Transactions with DOSRI accompanied by a copy of this resolution duly signed by all the directors voting for its approval, pursuant to MORB Section X148.1."

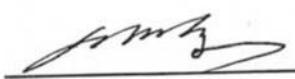

Jose T. Pardo
 Independent Director & Board Chairman


Samson C. Lim
 Independent Director


Ma. Soledad D.S. De Leon
 Director

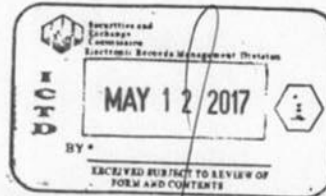

Benedicto Jose R. Arcinas
 Independent Director


Amelia B. Cabal
 Director


Eduardo A. Sahagun
 Independent Director

12 May 2017

ATTY. JUSTINA F. CALLANGAN
Director
Corporate Finance Department
Securities and Exchange Commission
SEC Building, EDSA Greenhills
Mandaluyong City, Metro Manila



Subject: PSBank's Updated Corporate Governance Manual (CGM)

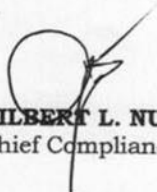
Dear Dir. Callangan:

In compliance with SEC Memorandum Cir. No. 19 Series of 2016 which directs all Publicly-Listed Companies (PLCs) to submit their updated Corporate Governance Manuals (CGMs) as re-aligned with the SEC's New Code of Corporate Governance for PLCs, we submit as attached herewith PSBank's updated CGM.

We hope you will find the above in order.

Thank you very much.

Very truly yours,


GILBERT L. NUNAG
Chief Compliance Officer

PSBank Center, 777 Paseo de Roxas corner Sedeño Street, Makati City, 1226
Telephone: (02) 845-8888 | Fax: (02) 845-0048 | www.psbank.com.ph



110092015001004



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
 Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Representative

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Industry Classification
Company Type Stock Corporation

Document Information

Document ID 110092015001004
Document Type LETTER/MISC
Document Code LTR
Period Covered October 09, 2015
No. of Days Late 0
Department CED/CFD/CRMD/MRD/NTD
Remarks



PHILIPPINE SAVINGS BANK
Metrobank Group

09 October 2015

ATTY. JUSTINA F. CALLANGAN

Director
Corporate Governance & Finance Department
Securities and Exchange Commission
SEC Building, EDSA Greenhills
Mandaluyong City, Metro Manila

Subject: Request for Exemption from the Annual Corporate Governance (CG) Training Requirement for PSBank Chairman Jose T. Pardo

Dear Atty. Callangan:

This is with reference to your letter dated 02 September 2015 informing us that "the Commission, in its *en banc* meeting on 01 September 2015, resolved to GRANT the said request for 2015". Note that Mr. Pardo has in fact already completed for this year the required Corporate Governance Training requirement.

In the same manner that the Bangko Sentral ng Pilipinas (BSP), in its Circular No. 840, provides for a permanent exemption to certain persons such as "*Filipinos with recognized stature/influence/reputation in the banking community or who served as senior officials in central banks and/or financial regulatory bodies, including former Monetary Board members*" like Mr. Pardo, we humbly request that said exemption granted be made permanent rather than just temporary for the year 2015.

Rest assured once again that even if Mr. Pardo will be permanently exempted from this annual requirement, he will be continuously updated of CG best practices/standards and CG-related rules and regulations by our Board-level Corporate Governance Committee (CGC) of which he is a member.

For your consideration and approval. Thank you.

Very truly yours

GILBERT L. NUNAG
Chief Compliance Officer

PSBank Center, 777 Paseo de Roxas corner Sedeño Street, Makati City, 1226
Telephone: 885-8208 • 944-1772 • Fax: 845-0007 • www.psbank.com.ph



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

Annex "F"

10 December 2015

PHILIPPINE SAVINGS BANK

PSBank Center
777 Paseo de Roxas cor. Sedeño Street
Makati City

Attention: MR. GILBERT L. NUNAG
Chief Compliance Officer

**Re: Request for Permanent Exemption from the Annual
Corporate Governance Training Requirement for
Chairman Jose T. Pardo**

Gentlemen:

This refers to your letter dated 09 October 2015 requesting permanent exemption of the company's Chairman, Jose T. Pardo, from the Annual Corporate Governance Training requirement under SEC Memorandum Circular No. 20, Series of 2013.

Please be informed that the Commission, in its *en banc* meeting on 08 December 2015 resolved to GRANT the said request.

Very truly yours,


JUSTINA F. CALLANGAN
Director