

LEVEL 1

PART A: RIGHTS OF SHAREHOLDERS

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
<b>A.1 Basic Shareholders Rights</b>				
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?	<b>OECD Principle II: The Rights of Shareholders and Key Ownership Functions</b> (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	Yes. Dividends declared – April 26, 2016; Dividends paid – May 26, 2016.	Corporate Website - Securities and Exchange Commission Form 17-C -PSBank Dividend Declaration 1Q2016 (Page 3) Updated Changes in Annual Corporate Governance Report as of May 2016 – Dividends (Page 21)
<b>A.2 Right to participate in decisions concerning fundamental corporate changes.</b>				
<i><b>Do shareholders have the right to participate in:</b></i>				
A.2.1	Amendments to the company's constitution?	<b>OECD Principle II</b> (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	Yes	Definitive Information Statement - Voting Procedures (Page 25) Definitive Information Statement - Proposed Actions (Page 24) Manual on Corporate Governance - Stockholders' Rights and Participation of Minority Stockholders' Interests (Page 16)
A.2.2	The authorisation of additional shares?	<b>OECD Principle II (B):</b> (2) the authorisation of additional shares.	Yes	Definitive Information Statement - Voting Procedures (Page 25) Manual on Corporate Governance – Stockholders' Rights and Participation of Minority Stockholders' Interests (Page 16)
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	<b>OECD Principle II.(B):</b> (3) extraordinary transactions, including the transfer of all or substantially all assets, that in effect result in the sale of the company.	Yes	Manual on Corporate Governance - Stockholders' Rights and Participation of Minority Stockholders' Interests (Page 18)
<b>A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.</b>				

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	<b>OECD Principle II (C):</b> (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	Yes	<a href="#">Definitive Information Statement - Voting Procedures (Page 25)</a> <a href="#">Manual on Corporate Governance - Stockholders' Rights and Participation of Minority Stockholders' Interests (Page 16)</a> <a href="#">Definitive Information Statement - Compensation of Directors and Executive Officers (Page 23)</a>
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		Yes	<a href="#">Definitive Information Statement - Nomination Procedure (Page 20)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015- Rights of Stockholders - Treatment of Minority Stockholders (Page 86)</a> <a href="#">Manual on Corporate Governance - Stockholders' Rights and Protection of Minority Stockholders' Interests (Page 19)</a> <a href="#">2015 Annual Report – Fairness Page 29</a>
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Yes	<a href="#">Manual on Corp. Governance - Stockholders' Rights and Protection of Minority Stockholders' Interests (Page 16)</a> <a href="#">Definitive Information Statement - Voting Procedures (Page 25)</a> <a href="#">2015 Annual Report – Board Oversight (page 30)</a>
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?		Yes	<a href="#">Manual on Corporate Governance – Voting Procedures (page 16)</a> <a href="#">Definitive Information Statement - Voting Procedures (Page 25)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 – System Used to Approve Corporate Acts (page 80)</a> <a href="#">2015 Annual Report – Board Oversight (page 30)</a>
A.3.5	Do the minutes of the most recent AGM record that there was an	<b>OECD Principle II (C):</b> (2) Shareholders should have the opportunity to ask questions to the board, including	Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Questions and Answers at the 2016 ASM (Page 21)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
	opportunity allowing for shareholders to ask questions or raise issues?	questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.		<u>Definitive Information Statement - Other Matters (Page 24)</u>
				<u>Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016</u>
A.3.6	Do the minutes of the most recent AGM record questions and answers?		Yes	<u>Updated Changes in Annual Corporate Governance Report as of May 2016 – Questions and Answers at the 2016 ASM (Page 21)</u>
				<u>Definitive Information Statement - Other Matters (Page 24)</u>
				<u>Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016</u>
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Yes	<u>Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016</u>
				<u>Updated Changes in Annual Corporate Governance Report as of May 2016 – Results of Annual/Special Stockholders’ Meeting’s Resolution (Page 22)</u>
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Yes	<u>Updated Changes in Annual Corporate Governance Report as of May 2016 – Results of Annual/Special Stockholders’ Meeting’s Resolution (Page 22)</u>
				<u>Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016</u>
				<u>Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016</u>
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	<b>OECD Principle II (C); and</b>  <b>ICGN 2.4.2:</b> All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Yes	<u>Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016</u>
				<u>2015 Annual Report - Attendance in Board and Committee Meetings in 2015 (Page 31)</u>
				<u>Updated Changes in Annual Corporate Governance Report as of May 2016 – Stockholders’ Attendance (Page 22)</u>
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		Yes	<u>Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016</u>
				<u>2015 Annual Report - Attendance in Board and Committee Meetings in 2015 (Page 31)</u>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
				Updated Changes in Annual Corporate Governance Report as of May 2016 – Stockholders’ Attendance (Page 22)
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Yes	Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016 2015 Annual Report - Attendance in Board and Committee Meetings in 2015 (Page 31) Updated Changes in Annual Corporate Governance Report as of May 2016 (Page 22)
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Yes	Corporate Website – Draft Minutes of Annual Stockholders’ Meeting (ASM) - April 26, 2016 2015 Annual Report - Attendance in Board and Committee Meetings in 2015 (Page 31) Updated Changes in Annual Corporate Governance Report as of May 2016 (Page 22)
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	<b>OECD Principle II (C):</b> (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Yes	Definitive Information Statement - Annual Meeting of Stockholders (Page 5) <b>Securities and Exchange Commission Form 17-C - 2016 ASM and Record Date</b>
A.3.14 (Default)	Does the company allow for voting in absentia?		Yes	Consolidated Changes in Annual Corporate Governance Report for 2015 - Proxy Voting Policies (Page 83) Definitive Information Statement - Proxy Voting Form (Page 7)
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	<b>OECD Principle II (C):</b> (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.	Yes	Consolidated Changes in Annual Corporate Governance Report for 2015 - System Used to Approve Corporate Acts (Page 80) Updated Changes in Annual Corporate Governance Report as of May 2016 - Stockholders’ Attendance (Page 22) Definitive Information Statement – Item 11. Voting Procedures (Page 23)

## ASEAN CORPORATE GOVERNANCE SCORECARD (ACGS) QUESTIONNAIRE

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
				Manual on Corporate Governance –Voting Procedures (Page 16)
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		No. We will consider this henceforth in the next AGM.	Consolidated Changes in Annual Corporate Governance Report for 2015 - Stockholders' Attendance (Page 83)
A.3.17	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?		Yes	Corporate Website - Company Disclosures, SEC and PSE Reports, SEC Form 17C - PSBank 2016 ASM Results Updated Changes in Annual Corporate Governance Report as of May 2016 – Date of Publishing the Results of AGM (Page 22)
				Corporate Website – Draft Minutes of Annual Stockholders' Meeting (ASM) - April 26, 2016
A.3.18	Do companies provide at least 21 days notice for all resolutions?		Yes	<b>Securities and Exchange Commission Form 17-C - 2016 ASM and Record Date</b> Updated Changes in Annual Corporate Governance Report as of May 2016 – Stockholders' Participation (Page 21)
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?		Yes	Definitive Information Statement - Explanation of Agenda Items (Page 6) Definitive Information Statement - Other Matters, Part 1C. Item 10 (Page 24)
<b>A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.</b>				
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<b>OECD Principle II (E):</b> Markets for corporate control should be allowed to function in an efficient and transparent manner.  (1) The rules and procedures governing the acquisition of corporate control in the capital	Yes	Consolidated Changes in Annual Corporate Governance Report for 2015 - Investor Relations Program, Section 3 (Page 87) Corporate Website – Risk Oversight Committee Charter

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
		markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.		
<b>A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.</b>				
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	<b>OECD Principle II (F):</b> The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Stockholders' Participation (Page 21)</a> <a href="#">Manual on Corporate Governance - Stockholders' Rights and Protection of Minority Stockholders' Interests (Page 16)</a>
				<a href="#">Definitive Information Statement – General Information</a>

**PART B: EQUITABLE TREATMENT OF SHAREHOLDERS**

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
<b>B.1 Shares and Voting Rights</b>				
B.1.1	Do the company's ordinary or common shares have one vote for one share?	<b>OECD Principle III</b> (A) All shareholders of the same series of a class should be treated equally. (1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any	Yes	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Stockholders' Attendance (Page 83)</a> <a href="#">Definitive Information Statement - Voting Procedures (Page 25)</a> <a href="#">Manual on Corp. Governance - Stockholders' Rights and Protection of Minority Stockholders' Interests (Page 16)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
B.1.2 (Default)	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	changes in voting rights should be subject to approval by those classes of shares which are negatively affected.  <b>ICGN 8.3.1 Unequal voting rights</b> Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both disclosed and justified.	N/A – Bank has common shares only	None
<b>B.2 Notice of AGM</b>				
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	<b>OECD Principle II</b> (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings: (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.  <b>OECD Principle II</b>	Yes	<a href="#">Definitive Information Statement - Annual Meeting of Stockholders – Notice of Annual Stockholders Meeting (Page 5)</a>
				<a href="#">Corporate Website – Draft Minutes of Annual Stockholders' Meeting (ASM) - April 26, 2016</a>
				<a href="#">Definitive Information Statement – Proposed Actions (Page 24)</a>
B.2.2	Is the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local- language version?		Yes	<a href="#">Corporate Website - 2016 ASM and Record Date</a> <a href="#">Definitive Information Statement - Annual Meeting of Stockholders – Notice of Annual Stockholders Meeting (Page 5)</a>
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?		Yes. Directorship in other PLCs, age and date of first appointment are indicated in the Definitive Information Statement (DIS). Age, academic qualifications, date of first appointment and experience are also disclosed in the Annual Report.	<a href="#">Definitive Information Statement - Directors and Executive Officers (Page 10)</a> <a href="#">Definitive Information Statement - Nominee Directors (Page 20)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	<p>(A) All shareholders of the same series of a class should be treat equally.</p> <p>(4) Impediments to cross border voting should be eliminated.</p> <p><b>ICGN 8.3.2 Shareholder participation in governance</b></p> <p>Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.</p> <p><b>ICGN 8.4.1 Shareholder ownership rights</b></p> <p>The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p>	Yes	<a href="#">Definitive Information Statement - Information on Independent Accountants (Page 24)</a>
B.2.5	Has an explanation of the dividend policy been provided?		Yes	<a href="#">Annual Report – Our Dividend Policy (page 36)</a> <a href="#">Definitive Information Statement - Part II, Dividend and Dividends Policy (Page 28)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Explanation of Dividend Policy (Page 84)</a>
B.2.6	Is the amount payable for final dividends disclosed?		Yes	<a href="#">Definitive Information Statement - Part II, Dividend and Dividends Policy (Page 28)</a> <a href="#">2015 Audited Financial Statements – Equity (Page 91)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Stockholder’s Rights (Page 21)</a>
				<a href="#">Company Disclosure - PSBank Dividend Declaration 1Q2016</a>
B.2.7	Were the proxy documents made easily available?		Yes	<a href="#">Definitive Information Statement – Proxy (Page 7)</a>
<b>B.3 Insider trading and abusive self-dealing should be prohibited.</b>				
B.3.1 (Default)	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	<p><b>OECD Principle III</b></p> <p><b>(B) Insider trading and abusive dealing should be prohibited</b></p> <p><b>ICGN 3.5 Employee share dealing</b></p> <p>Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from</p>	Yes	<a href="#">Corporate Website - Policy on Insider Trading</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Use of Company Funds (Page 28)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Respect for Trade Secrets/Use of Non-public (Page 27)</a> <a href="#">2015 Annual Report - Corporate Governance (Page 29)</a>
B.3.2			Yes	<a href="#">Corporate Website - Policy on Insider Trading</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	knowledge which is not generally available to the market.  <b>ICGN 8.5 Shareholder rights of action</b> ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.		<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Use of Company Funds (Page 28)</a>  <a href="#">2015 Annual Report – Insider Trading (Page 29)</a>
<b>B.4 Related party transactions by directors and key executives.</b>				
B.4.1 (Default)	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	<b>OECD Principle III</b> (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.  <b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.	Yes	<a href="#">Manual on Corporate Governance - Specific Duties and responsibilities of a Director (page 34)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Code of Business Conduct and Ethics (Page 26)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Related Party Transactions (Page 31)</a> <a href="#">2015 Annual Report – Fairness (Page 29)</a> <a href="#">2015 Audited Financial Statements - Related Party Transactions (page 98)</a> <a href="#">Corporate Website - Related Party Transactions Policy</a>
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?	<b>ICGN 2.11.2 Director conflicts of interest</b> Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the	Yes to RPT policy requiring committee review. No to committee of independent directors since Bank's Board-level RPT committee is not entirely composed of independent directors albeit majority are independent (2 out of 3) while 1 is a non-executive director.	<a href="#">Corporate Website - Related Party Transactions Policy</a> <a href="#">2015 Annual Report - Board Committees (Page 33)</a> <a href="#">2015 Annual Report – Fairness (page 29)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 -Related Party Transactions (Page 31)</a>
B.4.3 (Default)	Does the company have a policy requiring board members (directors/commissioners) to abstain		Yes	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 -Related Party Transactions (Page 32)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
	from participating in the board discussion on a particular agenda when they are conflicted?	board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.		Consolidated Changes in Annual Corporate Governance Report for 2015 - Code of Business Conduct and Ethics (Page 26)
				Corporate Website - Related Party Transactions Policy
				Manual on Corporate Governance - Specific Duties and responsibilities of a Director, item (b) (Page 34)
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?		Yes. This is also in line with Bank's compliance with BSP's rules & regulations on loans and other credit accommodations to Directors, Officers, Stockholders and their Related Interests (DOSRIs).	Consolidated Changes in Annual Corporate Governance Report for 2015 - Code of Business Conduct and Ethics (Page 26)
				Consolidated Changes in Annual Corporate Governance Report for 2015 - Related Party Transactions (Page 32)
				2015 Annual Report – Fairness (page 29)
				Corporate Website - Related Party Transactions Policy
<b>B.5 Protecting minority shareholders from abusive actions</b>				
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	<b>OECD Principle III</b> <b>(A) All shareholders of the same series of a class should be treated equally.</b> (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.	No	2015 Audited Financial Statements - Related Party Transactions (Page 101)
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?		Yes	2015 Annual Report – Fairness (page 29)
				Consolidated Changes in Annual Corporate Governance Report for 2015 - Related Party Transactions (Page 32)
				Updated Changes in Annual Corporate Governance Report as of May 2016 – Disclosure of RPT (Page 19)
				Manual on Corporate Governance – Related Party Transactions Committee (Page 39)
				Corporate Website - Related Party Transactions Policy

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
		<p><b>ICGN 2.11.2 Director conflicts of interest</b> Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p><b>ICGN 8.5 Shareholder rights of action</b> Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>		
				<u>2015 Audited Financial Statements - Related Party Transactions (Page 101)</u>
B.5.3	In case of related party transactions requiring shareholders' approval; is the decision made by the disinterested shareholders?	OECD Principles III.A(2): Minority shareholders must be protected from abusive actions by, or in the interest of controlling shareholders acting either directly or indirectly, and should have effective means of redress.	Yes	<u>Definitive Information Statement – Proposed Actions (Page 24)</u> <u>Manual on Corporate Governance - Stockholders' Rights and Participation of Minority Stockholders' Interests (Page 16)</u> <u>Corporate Website - Related Party Transactions Policy</u> <u>2015 Annual Report – Fairness (page 29)</u>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
				Consolidated Changes in Annual Corporate Governance Report for 2015 - Related Party Transactions (Page 32)

**PART C: ROLE OF SHAREHOLDERS**

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
<b>C.1 The rights of stakeholders that are established by law or by mutual agreement are to be respected.</b>				
	<b><i>Does the company disclose a policy that:</i></b>			
C.1.1	Stipulates the existence and scope of the company's efforts to address customers' welfare?	<b>OECD Principle IV (A):</b> The rights of stakeholders that are established by law or through mutual agreements are to be respected. In all OECD countries, the rights of stakeholders are established by law (e.g. labour, business, commercial and insolvency laws) or by contractual relations. Even in areas where stakeholder interests are not legislated, many firms make additional commitments to stakeholders, and concern over corporate reputation and corporate performance often requires the recognition of broader interests.  <b>Global Reporting Initiative: Sustainability Report (C1.1 - C.15) International Accounting Standards 1: Presentation of Financial Statements</b>	Yes	Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 65) Definitive Information Statement – Our Governance Achievement (Page 35) 2015 Annual Report – Message from the Chairman (Page 8) 2015 Annual Report – President's Report (Page 11) 2015 Annual Report – Operational Highlights (Page 12) 2015 Annual Report – Feature: Digital Initiatives (Page 16) 2015 Annual Report – Feature: Customer Feedback (Page 18)
				2015 Annual Report – Feature: Customer Engagement (Page 20)
C.1.2	Explains supplier/contractor selection practice?		Yes	Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 68)
C.1.3	Describes the company's efforts to ensure that its value chain is environmentally friendly or is		Yes	Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 68)

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
	consistent with promoting sustainable development?			<a href="#">Definitive Information Sheet – Sustainable Development (Page 35)</a>
				<a href="#">2015 Annual Report – Sustainable Development (Page 37)</a>
C.1.4	Elaborates the company's efforts to interact with the communities in which they operate?		Yes	<a href="#">2015 Annual Report – Community and Employee Engagement (Page 20)</a>
				<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Community Interaction (Page69)</a>
				<a href="#">Corporate Website – What's New</a>
				<a href="#">Corporate Website – What's New</a>
				<a href="#">Corporate Website – Corporate Social Responsibility</a>
C.1.5	Describe the company's anti-corruption programmes and procedures?		Yes	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 70)</a>
				<a href="#">Corporate Website – Whistleblowing Policy</a>
				<a href="#">Manual on Corporate Governance – Whistleblowing Policy (Page 53)</a>
			<a href="#">Corporate Website – Conflict of Interest Policy</a>	
			<a href="#">Corporate Website – Code of Conduct for Bank Employees</a>	
			<a href="#">Manual on Corporate Governance – Conflict of Interest Policy (Page 53)</a>	
C.1.6	Describes how creditors' rights are safeguarded?	Yes		<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 70)</a>
	<b><i>Does the company disclose the activities that it has undertaken to implement the above mentioned policies?</i></b>			
C.1.7	Customer health and safety	OECD Principle IV (A) & Global Reporting Initiative	Yes	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 65)</a>
				<a href="#">2015 Annual Report – Message from the Chairman (Page 8)</a>
				<a href="#">2015 Annual Report – President's Report (Page 11)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
				<a href="#">2015 Annual Report – Operational Highlights (Page 12)</a>
				<a href="#">2015 Annual Report – Feature: Digital Initiatives (Page 16)</a>
				<a href="#">2015 Annual Report – Feature: Customer Feedback (Page 18)</a>
				<a href="#">2015 Annual Report – Feature: Customer Engagement (Page 20)</a>
				<a href="#">Definitive Information Statement – Our Governance Achievement (Page 35)</a>
C.1.8	Supplier/Contractor selection and criteria		Yes	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 68)</a>
C.1.9	Environmentally-friendly value chain		Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016- Role of Stakeholders (Page 16)</a>
				<a href="#">Definitive Information Sheet – Sustainable Development (Page 35)</a>
				<a href="#">2015 Annual Report – Sustainable Development (Page 37)</a>
C.1.10	Interaction with the communities		Yes	<a href="#">2015 Annual Report – Community and Employee Engagement (Page 20)</a>
				<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Community Interaction (Page 69)</a>
				<a href="#">Corporate Website – What’s New</a>
				<a href="#">Corporate Website – What’s New</a>
				<a href="#">Corporate Website – Corporate Social Responsibility</a>
C.1.11	Anti-corruption programmes and procedures		Yes	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 70)</a>
				<a href="#">Corporate Website – Whistleblowing Policy</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
				Manual on Corporate Governance – Whistleblowing Policy (Page 53)
				Corporate Website – Conflict of Interest Policy
				Corporate Website – Code of Conduct for Bank Employees
C.1.12	Creditors' rights		Yes	Manual on Corporate Governance – Conflict of Interest Policy (Page 53)
C.1.13	Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?		Yes	2015 Annual Report –Community and Employee Engagement (Page 22)
				Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 70)
<b>C.2 Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.</b>				
C.2.1	Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?	<p><b>OECD Principle IV (B):</b> Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.</p> <p>The governance framework and processes should be transparent and not impede the ability of stakeholders to communicate and to obtain redress for the violation of rights.</p>	Yes	<p>2015 Annual Report – Shareholder Information (Page 58)</p> <p>Corporate Website-Contact Us</p>
<b>C.3 Performance-enhancing mechanisms for employee participation should be permitted to develop.</b>				
C.3.1	Does the company explicitly disclose the health, safety, and welfare policy for its employees?	<p><b>OECD Principle IV (C):</b> Performance-enhancing mechanisms for employee participation should be permitted to develop. In the context of corporate governance, performance enhancing mechanisms for participation may benefit companies directly as well as indirectly through the readiness by employees to invest in firm specific skills.</p>	Yes	<p>2015 Annual Report – Health, Safety and Welfare of Employees (Page 37)</p> <p>Updated Changes in Annual Corporate Governance Report as of May 2016– Data Relating to Health, Safety and Welfare of Employees (Page 16)</p> <p>Definitive Information Statement – Health, Safety and Welfare of Employees (Page 35)</p> <p>Corporate Website – Policies on Health, Safety and Welfare of Employees</p>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
C.3.2	Does the company publish relevant information relating to health, safety and welfare of its employees?	<p>Firm specific skills are those skills/competencies that are related to production technology and/or organizational aspects that are unique to a firm.</p> <p>Examples of mechanisms for employee participation include: employee representation on boards; and governance processes such as works councils that consider employee viewpoints in certain key decisions. With respect to performance enhancing mechanisms, employee stock ownership plans or other profit sharing mechanisms are to be found in many countries.</p>	Yes	<a href="#">2015 Annual Report – Health, Safety and Welfare of Employees (Page 37)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016– Data Relating to Health, Safety and Welfare of Employees (Page 16)</a> <a href="#">Definitive Information Statement – Health, Safety and Welfare of Employees (Page 35)</a> <a href="#">Corporate Website – Policies on Health, Safety and Welfare of Employees</a>
C.3.3	Does the company have training and development programmes for its employees?		Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016– Data Relating to Health, Safety and Welfare of Employees (Page 17)</a> <a href="#">2015 Annual Report - Training and Development of Employees (Page 38)</a> <a href="#">Corporate Website - Learning and Development Policy</a>
				<a href="#">Definitive Information Statement – Training and Development of Employees (Page 36)</a>
C.3.4	Does the company publish relevant information on training and development programmes for its employees?		Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016– Data Relating to Health, Safety and Welfare of Employees (Page 17)</a> <a href="#">2015 Annual Report - Training and Development of Employees (Page 38)</a> <a href="#">Definitive Information Statement – Training and Development of Employees (Page 36)</a> <a href="#">Corporate Website - Learning and Development Policy</a>
				<a href="#">Corporate Website – Careers</a>
C.3.5	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?		Yes. As stated in the Bank's Annual Report, Bank's remuneration policy is so packaged to attract, motivate and retain highly qualified people whereby salary scales are generally	<a href="#">2015 Annual Report – Our Remuneration Policy</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 74)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
			based on position and rank. This is reviewed annually and adjusted as needed based on performance and benchmarked against industry peers & other market considerations while also maintaining internal equity.	<a href="#">Definitive Information Statement – Our Remuneration Policy (Page 34)</a>
<b>C.4 Stakeholders including individual employee and their representative bodies should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this.</b>				
C.4.1	Does the company have procedures for complaints by employees concerning illegal (including corruption) and unethical behaviour?	<b>OECD Principle IV (E):</b> Stakeholders, including individual employees and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this.	Yes	<a href="#">Corporate Website - Whistleblowing Policy</a> <a href="#">2015 Annual Report - Integrity and Accountability (Page 29)</a> <a href="#">2015 Annual Report – Whistleblowing (Page 30)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Code of Business Conduct and Ethics (Page 29)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 74)</a>
				<a href="#">Manual on Corporate Governance – Whistleblowing Policy (Page 53)</a>
C.4.2	Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical behavior from retaliation?		Yes	<a href="#">Corporate Website - Whistleblowing Policy</a> <a href="#">2015 Annual Report - Integrity and Accountability (Page 29)</a> <a href="#">2015 Annual Report – Whistleblowing (Page 30)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Code of Business Conduct and Ethics (Page 29)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Role of Stakeholders (Page 74)</a>
				<a href="#">Manual on Corporate Governance – Whistleblowing Policy (Page 53)</a>

PART D: DISCLOSURE AND TRANSPARENCY

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	<b>OECD Principle V: Disclosure and Transparency</b> <b>(A) Disclosure should include, but not limited to, material information on:</b> (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership.  <b>ICGN 7.6 Disclosure of ownership</b> ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Disclosure and Transparency (Page 18)</a> <a href="#">Definitive Information Statement - Security Ownership of Certain Record and Beneficial Owners (Page 9)</a> <a href="#">Corporate Website - Top 100 Stockholders as of March 31, 2016</a>
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		Yes	<a href="#">Definitive Information Statement - Security Ownership of Certain Record and Beneficial Owners (Page 9)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Disclosure and Transparency (Page 18)</a> <a href="#">Corporate Website - Top 100 Stockholders as of March 31, 2016</a>
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Shareholding in the Company (Page 7)</a> <a href="#">Definitive Information Statement - Security Ownership of Certain Record and Beneficial Owners (Page 8)</a> <a href="#">Corporate Website – Public Ownership Report as of March 31, 2016</a>
				<a href="#">Corporate Website - Securities and Exchange Commission Form 23-A/B (Statement of Beneficial Ownership)</a>
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Disclosure and Transparency (Page 18)</a> <a href="#">Definitive Information Statement – Security Ownership of Directors and Management as of February 29, 2016 (Page 9)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
				Corporate Website – Public Ownership Report as of March 31, 2016
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		Yes	PSBank 2015 Financial Statement - Investment in an Associate and a Joint Venture (Page 75) Definitive Information Statement - Investments in an Associate and Joint Venture (Page 135)
<b>D.2 Quality of Annual Report</b>				
	<b><i>Does the company's annual report disclose the following items:</i></b>			
D.2.1	Key risks	<b>"OECD Principle V (A):"</b> (1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any	Yes	2015 Annual Report - Risk Management (Page 24) Definitive Information Statement - Financial Risk Management Policies and Objectives (Page 109)
D.2.2	Corporate objectives		Yes	2015 Annual Report - Message from the Chairman (Page 8) 2015 Annual Report – President's Report (Page 10) 2015 Annual Report - Vision and Mission (Page 2)
D.2.3	Financial performance indicators		Yes	2015 Annual Report – Financial Highlights (Page 6) 2015 Annual Report – President's Report (Page 11) Definitive Information Statement - Part III. Management Discussion and Analysis (Page 40)
D.2.4	Non-financial performance indicators		Yes	2015 Annual Report –Engaging Customers (Page 2) 2015 Annual Report – Five Things You Probably Didn't Know About Your Bank (Page 5) 2015 Annual Report (Page 6) 2015 Annual Report – Feature: Customer Feedback (Page 18) 2015 Annual Report –Feedback: Digital Initiatives (Page 16)
D.2.5	Dividend policy		Yes	2015 Annual Report –Our Dividend Policy (Page 36) Manual on Corporate Governance (page 52)

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
		corporate governance code or policy and the process by which it is implemented.		<a href="#">Definitive Information Statement - Dividends and Dividend Policy (Page 28)</a>
D.2.6	Details of whistle-blowing policy	<b>OECD Principle V (E):</b> Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. <b>ICGN 2.4 Composition and structure of the board</b> <b>ICGN 2.4.1 Skills and experience</b> <b>ICGN 2.4.3 Independence</b> <b>ICGN 5.0 Remuneration</b> <b>ICGN 5.4 Transparency</b> <b>UK Corporate Governance Code (2010)</b> A.1.2 - the number of meetings of the board and those committees and individual attendance by directors. CLSA-ACGA (2010) CG Watch 2010 - Appendix 2 (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.	Yes	<a href="#">2015 Annual Report – Whistleblowing Policy (Page 30)</a> <a href="#">Corporate Website - Whistle-blowing Policy</a> <a href="#">Definitive Information Statement – Whistleblowing Policy (Page 43)</a> <a href="#">Manual on Corporate Governance – Whistleblowing Policy (Page 53)</a>
D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners		Yes. Directorship in other PLCs, age and date of first appointment are indicated in the Definitive Information Statement (DIS). Age, academic qualifications, date of first appointment and experience are also disclosed in the Annual Report.	<a href="#">2015 Annual Report – Board of Directors (Page 41)</a> <a href="#">Definitive Information Statement - Directors and Executive Officers (Page 10)</a>
D.2.8	Training and/or continuing education programme attended by each director/commissioner		Yes	<a href="#">2015 Annual Report – Corporate Governance (Page 31)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Orientation and Education Program (Page 22)</a> <a href="#">Definitive Information Statement – Board of Directors (Page 31)</a>
D.2.9	Number of board of directors/commissioners meetings held during the year		Yes	<a href="#">2015 Annual Report – Attendance to Board Meetings (Page 31)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Meetings &amp; Attendance (Page 9)</a>
D.2.10	Attendance details of each director/commissioner in respect of meetings held		Yes	<a href="#">2015 Annual Report – Attendance to Board Meetings (Page 31)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Meetings &amp; Attendance (Page 9)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
D.2.11	Details of remuneration of each member of the board of directors/commissioners		No. Just a description about their remuneration and not a breakdown for each of them.	<a href="#">2015 Annual Report – Our Remuneration Policy (Page 36)</a> <a href="#">Definitive Information Statement - Compensation of Directors and Executive Officers (Page 23)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Remuneration Matters (Page 11)</a>
<b>Corporate Governance Confirmation Statement</b>				
D.2.12	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	<b>OECD PRINCIPLE V (A) (8)</b> <b>UK CODE (JUNE 2010): Listing Rules</b> 9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out: (i) those provisions, if any, it has not complied with; (ii) in the case of provisions whose requirements are of a continuing nature, the	Yes	<a href="#">2015 Annual Report – Corporate Governance (Page 36)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
		<p>period within which, if any, it did not comply with some or all of those provisions; and (iii) the company's reasons for non-compliance.</p> <p>ASX CODE: Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons for not following them. Annual Reporting does not diminish the company's obligation to provide disclosure under ASX Listing Rule 3.1.</p>		
<b>D.3 Disclosure of related party transactions (RPT)</b>				
D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	<p><b>OECD Principle V: Disclosure and Transparency</b> (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions</p> <p><b>ICGN 2.11.1 Related party transactions</b> The company should disclose details of all material related party transactions in its Annual Report.</p>	Yes	<p>2015 Annual Report – Fairness (Page 29)[g Consolidated Changes in Annual Corporate Governance Report for 2015 - Related Party Transactions Policies and Procedures (Page 32) Corporate Website - Related Party Transactions Policy (Page 2) 2015 Audited Financial Statement – Related Party Transactions (Page 98)</p>
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Yes	<p>2015 Audited Financial Statement – Related Party Transactions (Page 98) Updated Changes in Annual Corporate Governance Report as of May 2016 - Disclosure of RPT(Page 19)</p>
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Yes	<p>2015 Audited Financial Statement – Related Party Transactions (Page 98) Updated Changes in Annual Corporate Governance Report as of May 2016 - Disclosure of RPT(Page 19)</p>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
<b>D.4 Directors and commissioners dealings in shares of the company</b>				
D.4.1	Does the company disclose trading in the company's shares by insiders?	<p><b>OECD Principle V (A):</b> (3) Major share ownership and voting rights</p> <p><b>ICGN 3.5 Employee share dealing</b> Companies should have clear rules regarding any trading by directors and employees in the company's own securities.</p> <p><b>ICGN 5.5 Share ownership</b> Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those of shareholders.</p>	Yes	<p>Corporate Website - Policy on Insider Trading</p> <p>2015 Annual Report – Corporate Governance (Page 30)</p> <p>Corporate Website - Company Disclosures - <b>Securities and Exchange Commission Form 23-A/B (Statement of Beneficial Ownership)</b></p> <p>Definitive Information Statement - Security Ownership of Directors and Management as of February 29, 2016 (Page 9)</p> <p>Updated Changes in Annual Corporate Governance Report as of May 2016 – Shareholding in the Company (Page 7)</p>
<b>D.5 External auditor and Auditor Report</b>				
D.5.1	Are audit fees disclosed?	<p><b>OECD Principle V (C):</b> An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.</p>	Yes	<p>Consolidated Changes in Annual Corporate Governance Report for 2015- External Auditor's Fee (Page 75)</p> <p>Definitive Information Statement - Information on Independent Accountant and Other Related Matters (Page 47)</p>
	<b>Where the same audit firm is engaged for both audit and non-audit services</b>			
D.5.2	Are the non-audit fees disclosed?		Yes	<p>Consolidated Changes in Annual Corporate Governance Report for 2015- External Auditor's Fee (Page 75)</p> <p>Definitive Information Statement - Information on Independent Accountant and Other Related Matters (Page 47)</p>
		<p><b>OECD Principle V (D):</b> External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit.</p>		

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
D.5.3	Does the non-audit fee exceed the audit fees?	<b>ICGN 6.5 Ethical standards (Audit)</b> The auditors should observe high-quality auditing and ethical standards. To limit the possible risk of possible conflicts of interest, non-audit services and fees paid to auditors for non-audit services should be both approved in advance by the audit committee and disclosed in the Annual Report.	No	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015- External Auditor's Fee (Page 75)</a> <a href="#">Definitive Information Statement - Information on Independent Accountant and Other Related Matters (Page 47)</a>
D.6 Medium of communications				
	<b><i>Does the company use the following modes of communication?</i></b>			
D.6.1	Quarterly reporting	<b>OECD Principle V (E):</b> Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.	Yes	<a href="#">Corporate Website - Company Disclosures - Securities and Exchange Commission Form 17-Q (Quarterly Reports)</a>
D.6.2	Company website		Yes	<a href="#">Corporate Website - About PSBank</a>
D.6.3	Analyst's briefing		Yes	<a href="#">Corporate Website - Press Releases</a>
D.6.4	Media briefings /press conferences		Yes	<a href="#">Corporate Website –PSBank in the News</a> <a href="#">Corporate Website – Press Releases</a>
		<b>ICGN 7.1 Transparent and open communication</b> Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures.		
		<b>ICGN 7.2 Timely disclosure</b> Companies should disclose relevant and material information concerning themselves on a timely basis, in particular meeting market guidelines where they exist, so as to allow investors to make informed decisions about the acquisition, ownership obligations and rights, and sales of shares.		
D.7 Timely filing/release of annual/financial reports				

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
D.7.1	Are the audited annual financial report / statement released within120 days from the financial year end?	<b>OECD Principle V (C)</b>  <b>OECD Principle V (E) OECD Principle V-(A).</b>  <b>ICGN 7.2 Timely disclosure</b>  <b>ICGN 7.3 Affirmation of financial statements</b> The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.	Yes	<a href="#">Definitive Information Statement (Page 49)</a>
				<a href="#">Corporate Website – Posting of Audited Financial Statement in the website</a>
D.7.2	Is the annual report released within 120 days from the financial year end?		Yes	<a href="#">Definitive Information Statement (Page 49)</a>
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?		Yes	<a href="#">Definitive Information Statement (Page 49)</a>
<b>D.8 Company website</b>				
	<b>Does the company have a website disclosing up-to-date information on the following:</b>			
D.8.1	Business operations	<b>OECD Principle V (A)</b> <b>OECD Principle V (E)</b> <b>ICGN 7.1 Transparent and open communication</b>  <b>ICGN 7.2 Timely disclosure</b>	Yes	<a href="#">Corporate Website - Company History</a>
D.8.2	Financial statements/reports (current and prior years)		Yes	<a href="#">Corporate Website - Financial Reports</a>
D.8.3	Materials provided in briefings to analysts and media		Yes	<a href="#">Corporate Website –PSBank in the News</a>
D.8.4	Shareholding structure		Yes	<a href="#">Corporate Website - Company Disclosures - Top 100 Stockholders List</a>
D.8.5	Group corporate structure		Yes	<a href="#">Corporate Website –Conglomerate Map</a>
D.8.6	Downloadable annual report		Yes	<a href="#">Corporate Website –2015 Annual Report</a>
D.8.7	Notice of AGM and/or EGM		Yes	<a href="#">Corporate Website - PSBank's Notice of ASM (April 26, 2016)</a>
D.8.8	Minutes of AGM and/or EGM		Yes.	<a href="#">Corporate Website - Minutes of Annual Stockholders' Meeting (ASM) - April 26, 2016</a>
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Yes	<a href="#">Corporate Website - Articles of Incorporation and By-Laws</a>
<b>D.9 Investor relations</b>				

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	ICGN 7.1 Transparent and open communication	Yes	<a href="#">Corporate Website - Contact Us</a> <a href="#">2015 Annual Report - Shareholders Information (Page 58)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015- Investors Relations Program, Section 2 (Page 86)</a>

**PART E: RESPONSIBILITIES OF THE BOARD**

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
<b>E.1 Board Duties and Responsibilities</b>				
<i>Clearly defined board responsibilities and corporate governance policies</i>				
E.1.1	Does the company disclose its corporate governance policy / board charter?	<b>OECD PRINCIPLE V: Disclosure and Transparency</b> (A) Disclosure should include, but not be limited to, material information on: 8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Yes	<a href="#">Corporate Website - Manual on Corporate Governance</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Matters (Page 5)</a>
				<a href="#">Definitive Information Statement – Corporate Governance (Page 29)</a>
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed?	<b>OECD PRINCIPLE VI (D)</b>	Yes	<a href="#">Manual on Corporate Governance - Powers, Responsibilities and Duties of the Board of Directors (Page 8)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Executive, Non-Executive and Independent Directors (Page 10)</a>
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated?	<b>OECD PRINCIPLE VI: The Responsibilities of the Board</b>	Yes	<a href="#">Manual on Corporate Governance - Powers, Responsibilities and Duties of the Board of Directors (Page 8)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
		<p>(D) The board should fulfil certain key functions, including:</p> <ol style="list-style-type: none"> <li>1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestitures.</li> <li>2. Monitoring the effectiveness of the company's governance practices and making changes as needed.</li> <li>3. Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.</li> <li>4. Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.</li> <li>5. Ensuring a formal and transparent board nomination and election process.</li> <li>6. Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.</li> <li>7. Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</li> </ol>		<p><u>Consolidated Changes in Annual Corporate Governance Report for 2015 - Executive, Non-Executive and Independent Directors (Page 10)</u></p>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
		8. Overseeing the process of disclosure and communications.		
	<b>Corporate Vision/Mission</b>			
E.1.4	Does the company have a vision and mission statement?	<b>OECD PRINCIPLE 6 (P58)</b> <b>ICGN:3.2 Integrity</b> The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and objectives are ethically sound.	Yes	<a href="#">2015 Annual Report – Vision and Mission (Page 2)</a> <a href="#">Corporate Website - Vision and Mission</a>
E.1.5	Has the board review the vision and mission/strategy in the last financial year?		Yes	<a href="#">2015 Annual Report – Vision and Mission (Page 2)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Section 1c (Page 5)</a>
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?		Yes	<a href="#">Manual on Corporate Governance - Powers, Responsibilities and Duties of the Board of Directors (Page 9)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Executive, Non-Executive and Independent Directors (Page 10)</a>
				<a href="#">2015 Annual Report – Board Oversight (Page 30)</a>

<b>E.2 Board structure</b>				
	<b>Code of Ethics or Conduct</b>			
E.2.1	Are the details of the code of ethics or conduct disclosed?	<b>OECD PRINCIPLE VI (C) The board should apply high ethical standards. It should take into account the interests of stakeholders.</b> The board has a key role in setting the ethical tone of a company, not only by its own actions, but also in appointing and overseeing key executives and consequently the management in general. High ethical standards are in the long term interests of the company as a means to make it credible and trustworthy, not only in day-to-day operations but also with respect	Yes	<a href="#">2015 Annual Report – Code of Conduct (Page 29)</a> <a href="#">Corporate Website - Code of Business Conduct and Ethics</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Code of Business Conduct and Ethics (Page 9)</a>
				<a href="#">Definitive Information Statement – Code of Conduct (Page 30)</a>
E.2.2	Does the company disclose that all directors/commissioners, senior		Yes	<a href="#">2015 Annual Report – Code of Conduct (Page 29)</a> <a href="#">Corporate Website – Code of Business Conduct and Ethics</a>

	management and employees are required to comply with the code?	to longer term commitments. To make the objectives of the board clear and operational, many companies have found it useful to develop company codes of conduct based on, inter alia, professional standards and sometimes broader codes of behaviour. The latter might include a voluntary commitment by the company (including its subsidiaries) to comply with the OECD Guidelines for Multinational Enterprises which reflect all four principles contained in the ILO Declaration on Fundamental Labour Rights. Company-wide codes serve as a standard for conduct by both the board and key executives, setting the framework for the exercise of judgement in dealing with varying and often conflicting constituencies. At a minimum, the ethical code should set clear limits on the pursuit of private interests, including dealings in the shares of the company. An overall framework for ethical conduct goes beyond compliance with the law, which should always be a fundamental requirement.		<a href="#">Definitive Information Statement – Code of Conduct (Page 30)</a>
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?		Yes	<a href="#">2015 Annual Report – Code of Conduct (Page 29)</a> <a href="#">Corporate Website - Code of Business Conduct and Ethics</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Code of Business Conduct and Ethics (Page 9)</a>
				<a href="#">Definitive Information Statement – Code of Conduct (Page 30)</a>
	<b>Board Structure &amp; Composition</b>			
E.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?	<b>OECD PRINCIPLE VI (E)</b> In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for	No. The Bank, however, complies with the minimum number of independent directors as required by law and existing BSP rules & regulations.	<a href="#">2015 Annual Report – Board Oversight (Page 31)</a>

		the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The ASX Code recommends at least a majority of independent directors, while the UK Code recommends at least half of the board, excluding the Chairman, be independent directors. The minimum of three independent directors is to ensure that companies with small boards have enough independent directors (note that stock exchange rules often require at least two independent directors).		
				Manual on Corporate Governance – Composition of the Board (Page 8)
				Definitive Information Statement – Board of Directors (Page 31)
				Definitive Information Statement – Directors and Executive Officers (Page 10)
E.2.5	Are the independent directors/commissioners independent of management and major/ substantial shareholders?	<b>OECD PRINCIPLE VI €</b> In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgment. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management.	Yes	2015 Annual Report – Board Oversight (Page 31)
				Manual on Corporate Governance – Composition of the Board (Page 8)
				Definitive Information Statement – Board of Directors (Page 31)
				Definitive Information Statement – Directors and Executive Officers (Page 10)

		The variety of board structures, ownership patterns and practices in different countries will thus require different approaches to the issue of board objectivity. In many instances objectivity requires that a sufficient number of board members not be employed by the company or its affiliates and not be closely related to the company or its management through significant economic, family or other ties. This does not prevent shareholders from being board members. In others, independence from controlling shareholders or another controlling body will need to be emphasized, in particular if the ex ante rights of minority shareholders are weak and opportunities to obtain redress are limited. This has led to both codes, and the law in some jurisdictions, to call for some board members to be independent of dominant shareholders, independence extending to not being their representative or having close business ties with them.		
				<u>Consolidated Changes in Annual Corporate Governance Report for 2015 - Other Executive, Non-executive and Independent Directors (Page 11)</u>
E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?	UK CODE (JUNE 2010): Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board and to succession for appointments to the board and to senior	Yes. The Bank complies with the requirement of SEC Cir. No. 09 s2011 and BSP Cir. No. 749 i.e. 5-2-5 rule.	<u>Manual on Corporate Governance - Limits for Independent Directors (Page 23)</u> <u>Updated Changes in Annual Corporate Governance Report as of May 2016 - Term Limit of Independent Directors (Page 8)</u>

		management, so as to maintain an appropriate balance of skills and experience within the company and on the board.		
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	<b>OECD PRINCIPLE VI (E)</b> (3) Board members should be able to commit themselves effectively to their responsibilities. Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board memberships by the same person are compatible with effective board performance and disclose the information to shareholders.	Yes. The Bank complies with the requirement of SEC Cir. No. 09 s2011 and BSP Cir. No. 749 on the 5-seat board limit within the group conglomerate.	<a href="#">Manual on Corporate Governance - Limits for Independent Directors (Page 23)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Directorship in Other Companies Section (iv) - (Page 7)</a>
E.2.8	Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed companies?		No	<a href="#">2015 Annual Report - Board of Directors (page 41)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Directorship in Other Companies (Page 6)</a>
	<b><i>Nominating Committee</i></b>			
E.2.9	Does the company have a Nominating Committee (NC)?	<b>OECD PRINCIPLE II (C)</b> (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.  With respect to nomination of candidates, boards in many companies have established Nominating Committees to ensure proper compliance with established nomination procedures and to facilitate and coordinate the search for a balanced and qualified board. It is increasingly regarded as good practice in many countries for independent	Yes	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a> <a href="#">Corporate Website - Board Committees</a>

		board members to have a key role on this committee.  To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate.		
				<a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.10	Does the Nominating Committee comprise of a majority of independent directors/commissioners?	<b>OECD PRINCIPLE VI (E)</b> (1) Boards should consider assigning a sufficient number of non- executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.	Yes. 2 out of the total 3 members of the Bank’s Nominations Committee are independent directors.	<a href="#">Corporate Website - Board Committees</a> <a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a>
				<a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.11	Is the chairman of the Nominating Committee an independent director/commissioner?	This item is in most codes of corporate governance.	Yes	<a href="#">Corporate Website - Board Committees</a> <a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a> <a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.12	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	<b>OECD PRINCIPLE VI (E)</b> (2) When committees of the board are established, their mandate, composition and working procedures should be well defined	Yes	<a href="#">Corporate Website –Nominations Committee Charter</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Committees (Page 42)</a>

E.2.13	Did the Nominating Committee meet at least twice during the year?	and disclosed by the board.  While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions  Given the responsibilities of the NC spelt out in codes of corporate governance, the NC is unlikely to be fulfilling these responsibilities effectively if it is only meeting once a year. Globally, the NC of large companies would meet several times a year.	No. Only once a year per its charter but we will consider changing its meeting frequency to at least twice a year moving forward.	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 -Nominations Committee (Page 13)</a>
E.2.14	Is the attendance of members at Nominating Committee meetings disclosed?		Yes	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a>
<b>Remuneration Committee/ Compensation Committee</b>				
E.2.15	Does the company have a Remuneration Committee?	<b>OECD PRINCIPLE VI (D)</b> (4) Aligning key executive and board remuneration with the longer term interests	Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a>

		of the company and its shareholders.		<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Company Website – Board Committees</a> <a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.16	Does the Remuneration Committee comprise of a majority of independent directors/commissioners?	It is considered good practice in an increasing number of countries that remuneration policy and employment contracts for board members and key executives be handled by a special committee of the board comprising either wholly or a majority of independent directors. There are also calls for a Remuneration Committee that excludes executives that serve on each other's' Remuneration Committees, which could lead to conflicts of interest.	Yes. 2 out of the total 3 members of the Bank's Remuneration & Compensation Committee are independent directors.	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a> <a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Company Website – Board Committees</a> <a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.17	Is the chairman of the Remuneration Committee an independent director/commissioner?		Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a> <a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Company Website – Board Committees</a> <a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.18	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	<b>OECD PRINCIPLE VI (E)</b> (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.  While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important	Yes	<a href="#">Company Website – Compensation and Remuneration Committee Charter</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Committees (Page 42)</a>
E.2.19	Did the Remuneration Committee meet at least twice during the year?		Yes	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Compensation and Remuneration Committee (Page 13)</a>
E.2.20			Yes.	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a>

	Is the attendance of members at Remuneration Committee meetings disclosed?	<p>that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions</p> <p>Given the responsibilities of the Remuneration Committee (RC) which are spelt out in codes of corporate governance, the RC is unlikely to be fulfilling these responsibilities effectively if it only meets once a year. Globally, the RC of large companies would meet several times a year.</p>		<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a>
	<b>Audit Committee</b>			
E.2.21	Does the company have an Audit Committee?	<p><b>OECD PRINCIPLE VI (E)</b> (1) Boards should consider assigning a sufficient number of non- executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.</p>	Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 13)</a> <a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 33)</a> <a href="#">Company Website – Board Committees</a>

				<a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.22	Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	<p><b>OECD PRINCIPLE VI (E)</b> (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.</p> <p>While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions.</p>	Yes. 2 out of the total 3 members of the Bank's Audit Committee are independent directors while the other 1 is a non-executive director.	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 12)</a> <a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 32)</a> <a href="#">Company Website – Audit Committee Charter</a> <a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.23	Is the chairman of the Audit Committee an independent director/commissioner?		Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 12)</a> <a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 32)</a> <a href="#">Company Website – Audit Committee Charter</a> <a href="#">Definitive Information Statement – Board Committees (Page 32)</a>
E.2.24	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?		Yes	<a href="#">Company Website – Audit Committee Charter</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Committees (Page 41)</a>
E.2.25	Does the Annual Report disclose the profile or qualifications of the Audit Committee members?	Most codes specify the need for accounting/finance expertise or experience.	Yes	<a href="#">2015 Annual Report - Board of Directors (Page 32)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Audit Committee (Page 12)</a>
E.2.26				<a href="#">2015 Annual Report - Board of Directors (Page 41)</a>

	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	<b>UK CODE (JUNE 2010)</b> C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience.	Yes. The independent director-Chairman of the Bank's Audit Committee, former secretary of DOF and DTI Mr. Jose T. Pardo, is a graduate of BS Commerce-Accountancy and MBA.	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Audit Committee (Page 12)</a> <a href="#">Definitive Information Statement – (Page 32)</a>
E.2.27	Did the Audit Committee meet at least four times during the year?	As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting expertise, not just general financial expertise.	Yes. In fact, the Bank's Audit Committee meets on a monthly basis pursuant to its Charter.	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 32)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Audit Committee (Page 12)</a>
E.2.28	Is the attendance of members at Audit Committee meetings disclosed?		Yes	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 32)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 12)</a>
E.2.29	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	<b>UK CODE (JUNE 2010)</b> C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re- appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.	Yes	<a href="#">Corporate Website –Audit Committee Charter (Page 6)</a> <a href="#">2015 Annual Report - Audit Committee Report (Page 39)</a>
<b>E.3 Board Processes</b>				
	<b><i>Board meetings and attendance</i></b>			
E.3.1	Are the board of directors meeting scheduled before the start of financial year?	Scheduling board meetings before or at the beginning of the year would allow directors to plan ahead to attend such meetings, thereby helping to maximise participation, especially as non-executive directors often have other	Yes. In as much as much Bank's Board meetings are to be held every 3 <sup>rd</sup> week of the month, the same is already scheduled tentatively ahead before the start of the year.	<a href="#">Manual on Corporate Governance - Conduct of Board Meetings and Quorum Requirements (Page 19)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Meetings &amp; Attendance (Page 9)</a>

		commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in developed markets to schedule meetings in this way.		<a href="#">Corporate Website Amended By-Laws - Notice of Meetings (Page 21)</a>
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	<p><b>WORLD BANK PRINCIPLE 6</b> (VI.I.24) Does the board meet at least six times per year?</p> <p><b>INDO SCORECARD</b> E.10. How many meetings were held in the past year? If the board met more than six times, the firm earns a 'Y' score. If four to six meetings, the firm was scored as 'fair', while less than four times was scored as 'N'</p>	Yes. In fact, the Bank's Board of Directors regularly meets on a monthly basis.	<a href="#">2015 Annual Report - Board Committees, Membership and Attendance (Page 31)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Meetings &amp; Attendance (Page 9)</a>
E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	<p><b>OECD PRINCIPLE VI (E)</b> (3) Board members should be able to commit themselves effectively to their responsibilities.</p> <p>Specific limitations may be less important than ensuring that members of the board enjoy legitimacy and confidence in the eyes of shareholders. Achieving legitimacy would also be facilitated by the publication of attendance records for individual board members (e.g. whether they have missed a significant number of meetings) and any other work undertaken on behalf of the board and the associated remuneration.</p>	Yes	<a href="#">2015 Annual Report - Attendance to Board Meetings (Page 31)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Meetings &amp; Attendance (Page 9)</a>
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	<p><b>WORLD BANK PRINCIPLE 6</b> (VI.I.28) Is there a minimum quorum of at least 2/3 for board decisions to be valid?</p>	No. The Bank, however, complies with Sec. 52 of the Corporation Code of the Philippines i.e. majority.	<a href="#">Manual on Corporate Governance - Conduct of Board Meetings and Quorum Requirements (Page 19)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Meetings and Attendance, Section 4 (Page 35)</a>

				<a href="#">Corporate Website - Amended By-Laws – Quorum (Page 21)</a>
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	<b>WORLD BANK PRINCIPLE 6</b> (VI.E.1.6) Does the corporate governance framework requires or encourages boards to conduct executive sessions?	Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Meetings and Attendance, Section 3 (Page 10)</a> <a href="#">2015 Annual Report – Audit Committee Report (Page 39)</a>
	<b>Access to information</b>			
E.3.6	Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	<b>OECD PRINCIPLE VI</b> (F) In order to fulfill their responsibilities, board members should have access to accurate, relevant and timely information.  Board members require relevant information on a timely basis in order to support their decision-making. Non-executive board members do not typically have the same access to information as key managers within the company. The contributions of non-executive board members to the company can be enhanced by providing access to certain key managers within the company such as, for example, the company secretary and the internal auditor, and recourse to independent external advice at the expense of the company. In order to fulfill their responsibilities, board members should ensure that they obtain accurate, relevant and timely information.  <b>WORLD BANK PRINCIPLE 6</b> (VI.F.2) Does such information need to be provided to the board at least five business days in advance of the board meeting?	No. We will consider improving submission of Board papers to the directors from 3 to 5 business days before Board meetings moving forward.	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Access to Information, Section 5(1) (i) (Page 35)</a> <a href="#">2015 Annual Report - Corporate Governance (Page 31)</a>
E.3.7	Does the company secretary play a significant role in supporting the	<b>OECD PRINCIPLE VI (F)</b>	Yes	<a href="#">Manual on Corporate Governance - Corporate Secretary (Page 37)</a>

	board in discharging its responsibilities?	<b>ICSA Guidance on the Corporate Governance Role of the Company Secretary</b>		<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Access to Information, Section 5(3) (Page 35)</a> <a href="#">2015 Annual Report - Corporate Governance (Page 31)</a>
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?	<b>WORLD BANK PRINCIPLE 6</b> (VI.D.2.12) Do company boards have a professional and qualified company secretary?	Yes	<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Access to Information, Section 5(3) (Page 35)</a> <a href="#">2015 Annual Report - Corporate Governance (Page 31)</a>
<b>Board Appointments and Re-Election</b>				
E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	<b>OECD PRINCIPLE II (C) (3)</b> To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate.	Yes	<a href="#">Manual on Corporate Governance - Qualifications of a Director (Page 20)</a> <a href="#">2015 Annual Report – Board Oversight (Page 30)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension (Page 11)</a> <a href="#">Definitive Information Statement - Nominee Directors (Page 20)</a>
E.3.10	Does the company disclose the process followed in appointing new directors/commissioners?	<b>OECD Principle VI (D)</b> (5) Ensuring a formal and transparent board nomination and election process. These Principles promote an active role for shareholders in the nomination and election of board members. The board has an essential role to play in ensuring that this and other aspects of the nominations and election process are respected. First, while actual procedures for nomination may differ among countries, the board or a nomination committee has a special responsibility to make sure that established procedures are transparent and respected. Second, the board has a key role in identifying potential members for the board with the appropriate	Yes	<a href="#">Manual on Corporate Governance –Election of Directors (Page 32)</a> <a href="#">Manual on Corporate Governance - Confirmation of Election of Directors (Page 32)</a> <a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 – Changes in the Board of Directors (Page 8)</a> <a href="#">Corporate Website - Nomination Committee Charter</a> <a href="#">Corporate Website –Amended By-Laws (Page 20)</a> <a href="#">Definitive Information Statement - Nomination Procedure (Page 20)</a>

		knowledge, competencies and expertise to complement the existing skills of the board and thereby improve its value-adding potential for the company. In several countries there are calls for an open search process extending to a broad range of people.		
E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?	<p><b>ICGN: 2.9.1</b> Election of directors: Directors should be conscious of their accountability to shareholders, and many jurisdictions have mechanisms to ensure that this is in place on an ongoing basis. There are some markets however where such accountability is less apparent and in these each director should stand for election on an annual basis. Elsewhere directors should stand for election at least once every three years, though they should face evaluation more frequently.</p> <p><b>WORLDBANK PRINCIPLE 6</b> (VI.I.18) Can the re-election of board members be staggered over time? (Staggered boards are those where only a part of the board is re-elected at each election, e.g. only 1/3 of directors are re-elected every year.)</p>	Yes. In fact, Bank's directors are elected annually during its Annual Stockholders' Meeting which includes re-election of incumbent directors.	<a href="#">Corporate Website – Amended By-Laws (Page 20)</a>
				<a href="#">Corporate Website - Minutes of Annual Stockholders' Meeting (April 26, 2016) (Page 2)</a> <a href="#">Definitive Information Sheet – Directors and Executive Officers (Page 10)</a>
	<b>Remuneration Matters</b>			
E.3.12	Does the company disclose its remuneration (fees, allowances,	<p><b>OECD PRINCIPLE VI (D)</b> (4) Aligning key executive and board</p>	Yes	<a href="#">Manual on Corporate Governance - Remuneration Policy (Page 52)</a>

	benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?	<p>remuneration with the longer term interests of the company and its shareholders.</p> <p>In an increasing number of countries it is regarded as good practice for boards to develop and disclose a remuneration policy statement covering board members and key executives. Such policy statements specify the relationship between remuneration and performance, and include measurable standards that emphasise the longer run interests of the company over short term considerations. Policy statements generally tend to set conditions for payments to board members for extra-board activities, such as consulting. They also often specify terms to be observed by board members and key executives about holding and trading the stock of the company, and the procedures to be followed in granting and re-pricing of options. In some countries, policy also covers the payments to be made when terminating the contract of an executive.</p>		<p><a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Remuneration Matters (Page 10)</a></p> <p><a href="#">2015 Annual Report - Remuneration Policy (Page 36)</a></p> <p><a href="#">Definitive Information Statement - Compensation of Directors and Executive Officers (Page 23)</a></p> <p><a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Remuneration Policy and Structure for Executive and Non-Executive Directors (Page 38)</a></p>
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	<p><b>UK CODE (JUNE 2010)</b></p> <p>D.1.3 Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role.</p> <p>Disclosure of fee structure for non-executive directors allows shareholders to assess if these directors are remunerated in an appropriate manner, for example, whether they are paid for taking on additional responsibilities and contributions, such as chairing committees.</p>	Yes	<p><a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Remuneration Matters (Page 10)</a></p>

E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	<p><b>OECD PRINCIPLE VI. (D.4)</b> The Board should fulfil certain key functions including aligning key executive and board remuneration with the longer term interests of the company and its shareholders.</p> <p><b>ICGN 2.3 (D) and (E)</b> D. Selecting, remunerating, monitoring and where necessary replacing key executives and overseeing succession planning. E. Aligning key executives and Board remuneration with the longer term interest of the company and its shareholders.</p>	Yes	<p><u>Manual on Corporate Governance - Stockholders' Rights and Participation of Minority Stockholders' Interests (Page 16)</u></p> <p><u>Definitive Information Statement - Voting Procedures (Page 25)</u></p>
E.3.15	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	<p><b>UK CODE (JUNE 2010)</b> (D.1.3) Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for non-executive directors should not include share options or other performance-related elements. If, by exception, options are granted, shareholder approval should be sought in advance and any shares acquired by exercise of the options should be held until at least one year after the non-executive director leaves the board. Holding of share options could be relevant to the determination of a non-executive director's independence (as set out in provision B.1.1).</p> <p><b>ASX CODE</b> Box 8.2: Guidelines for non-executive director remuneration Companies may find it useful to consider the following when considering non-executive director remuneration:</p>	No	<p><u>Consolidated Changes in Annual Corporate Governance Report for 2015 - Remuneration Matters (Page 38)</u></p>

		<p>1. Non-executive directors should normally be remunerated by way of fees, in the form of cash, noncash benefits, superannuation contributions or salary sacrifice into equity; they should not normally participate in schemes designed for the remuneration of executives.</p> <p>2. Non-executive directors should not receive options or bonus payments.</p> <p>3. Non-executive directors should not be provided with retirement benefits other than superannuation.</p>		
	<b>Internal Audit</b>			
E.3.16	Does the company have a separate internal audit function?	<p><b>OECD PRINCIPLE VI (D)</b> (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>Ensuring the integrity of the essential reporting and monitoring systems will require the board to set and enforce clear lines of responsibility and accountability throughout the organisation. The board will also need to ensure that there is appropriate oversight by senior management. One way of doing this is through an internal audit system directly reporting to the board.</p>	Yes	<p><a href="#">Corporate Website - Organizational Chart</a></p> <p><a href="#">Corporate Website - Audit Committee Charter</a></p>
				<p><a href="#">2015 Annual Report – Operational Risk (Page 27)</a></p> <p><a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Internal Audit (Page 60)</a></p>

E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Companies often disclose that they have an internal audit but, in practice, it is not uncommon for it to exist more in form than in substance. For example, the in-house internal audit may be assigned to someone with other operational responsibilities. As internal audit is unregulated, unlike external audit, there are firms providing outsourced internal audit services which are not properly qualified to do so. Making the identity of the head of internal audit or the external service provider public would provide some level of safeguard that the internal audit is substantive.	Yes. The head of the Bank's Internal Audit Group (IAG) is also called Chief Audit Executive (CAE).	<a href="#">Corporate Website - Organizational Chart</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Internal Audit (Page 60)</a> <a href="#">2015 Annual Report – Senior Officers (Page 45)</a>
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	<p><b>OECD PRINCIPLE VI (D) (7)</b></p> <p>In some jurisdictions it is considered good practice for the internal auditors to report to an independent Audit Committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board.</p> <p><b>WORLDBANK PRINCIPLE 6</b> (VI.D.7.9) Does the internal auditors have direct and unfettered access to the board of directors and its independent Audit Committee?</p> <p><b>ASX Principles on CG</b></p> <p>“...companies should consider a second reporting line from the internal audit function to the board or relevant committee.” Under</p>	Yes	<a href="#">Corporate Website - Audit Committee Charter</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Internal Audit, Section 2 (b) (Page 61)</a>

		the ASX Principles it is also recommended that the Audit Committee have access to internal audit without the presence of management, and that "the audit committee should recommend to the board the appointment and dismissal of a chief internal audit executive."		
	<b>Risk Oversight</b>			
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?	<b>OECD PRINCIPLE 6 (VI) (D) (7)</b> Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.	Yes	<a href="#">2015 Annual Report - Risk Management (Page 24)</a> <a href="#">2015 Annual Report – Audit Committee Report (Page 39)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Risk Management (Page 54)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Internal Audit and Control (Page 60)</a>
E.3.20	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	<b>UK CODE (JUNE 2010)</b> C.2.1 The board should, at least annually, conduct a review of the effectiveness of the company's risk management and internal control systems and should report to shareholders that they have done so. The review should cover all material controls, including financial, operational and compliance controls.	Yes	<a href="#">2015 Annual Report - Audit Committee Report (Page 39)</a> <a href="#">2015 Annual Report - Risk Management (Page 24)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Risk Management (Page 54)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Internal Audit and Control (Page 60)</a>
E.3.21	Does the company disclose how key risks are managed?	<b>OECD PRINCIPLE V (A)</b> (6) Foreseeable risk factors. Disclosure of risk is most effective when it is tailored to the particular industry in question. Disclosure about the system for monitoring and managing risk is increasingly regarded as good practice.	Yes	<a href="#">2015 Annual Report - Risk Management (Page 24)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Risk Management (Page 54)</a>
E.3.22	Does the Annual Report contain a statement from the board of	<b>OECD PRINCIPLE 6 (VI) (D)</b> (7) Ensuring the integrity of the corporation's	Yes	<a href="#">2015 Annual Report - Audit Committee Report (Page 39)</a>

	directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	<p>accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. It should also be regarded as good practice for this committee, or equivalent body, to review and report to the board the most critical accounting policies which are the basis for financial reports. However, the board should retain final responsibility for ensuring the integrity of the reporting systems. Some countries have provided for the chair of the board to report on the internal control process.</p>		<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Risk Management (Page 54)</a>
<b>E.4 People on the Board</b>				
	<b>Board Chairman</b>			
E.4.1	Do different persons assume the roles of chairman and CEO?	<p><b>OECD PRINCIPLE VI</b> (E) The board should be able to exercise objective independent judgement on corporate affairs.</p> <p>In a number of countries with single tier board systems, the</p>	Yes	<a href="#">2015 Annual Report - Message from the Chairman (Page 8)</a> <a href="#">2015 Annual Report - President's Report (Page 10)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Composition of the Board (Page 7)</a> <a href="#">2015 Annual Report - Board of Directors (Page 40)</a>

E.4.2	Is the chairman an independent director/commissioner?	objectivity of the board and its independence from management may be strengthened by the separation of the role of chief executive and chairman, or, if these roles are combined, by designating a lead non-executive director to convene or chair sessions of the outside directors. Separation of the two posts may be regarded as good practice, as it can help to achieve an appropriate balance of power, increase accountability and improve the board's capacity for decision making independent of management.	Yes	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016- Composition of the Board (Page 4)</a> <a href="#">2015 Annual Report - Board of Directors (Page 40)</a> <a href="#">Definitive Information Statement - Directors and Executive Officers (Page 10)</a>
E.4.3	Is any of the directors a former CEO of the company in the past two years	<p><b>UK Code (June 2010)</b> A.3.1 The chairman should on appointment meet the independence criteria set out in B.1.1 below. A chief executive should not go on to be chairman of the same company. If, exceptionally, a board decides that a chief executive should become chairman, the board should consult major shareholders in advance and should set out its reasons to shareholders at the time of the appointment and in the next Annual Report.</p> <p><b>ASX Code</b> Recommendation 3.2 The chief executive officer should not go on to become chair of the same company. A former chief executive officer will not qualify as an "independent" director unless there has been a period of at least three years between ceasing employment with the company and serving on the board.</p>	No	<a href="#">Updated Changes in Annual Corporate Governance Report as of May 2016 - Composition of the Board (Page 4)</a> <a href="#">2015 Annual Report - Board of Directors (Page 40)</a>

E.4.4	Are the role and responsibilities of the chairman disclosed?	<b>ICGN: 2.5 Role of the Chair</b> The chair has the crucial function of setting the right context in terms of board agenda, the provision of information to directors, and open boardroom discussions, to enable the directors to generate the effective board debate and discussion and to provide the constructive challenge which the company needs. The chair should work to create and maintain the culture of openness and constructive challenge which allows a diversity of views to be expressed...The chair should be available to shareholders for dialogue on key matters of the company's governance and where shareholders have particular concerns.	Yes	<a href="#">Manual on Corporate Governance - Chairman of the Board, Vice Chairman, President and the Corporate Secretary (Page 36)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Chairman and CEO (Page 7)</a> <a href="#">Corporate Website – Amended By-Laws (Page 25)</a>
<b>Skills and Competencies</b>				
E.4.5	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	<b>ICGN: 2.4.3 Independence</b> Alongside appropriate skill, competence and experience, and the appropriate context to encourage effective behaviours, one of the principal features of a well-governed corporation is the exercise by its board of directors of independent judgement, meaning judgement in the best interests of the corporation, free of any external influence on any individual director, or the board as a whole. In order to provide this independent judgement, and to generate confidence that independent judgement is being applied, a board should include a strong presence of independent non-executive directors with appropriate competencies including key industry sector knowledge and experience. There should be at least a majority of independent directors on each board.	Yes.	<a href="#">2015 Annual Report - Board of Directors (Page 41)</a> <a href="#">2015 Annual Report –Board Oversight (Page 30)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Other Executive, Non-Executive and Independent Directors (Page 9)</a> <a href="#">Definitive Information Statement - Directors and Executive Officers (Page 10)</a>

E.4.6	Does the company disclose a board of directors/commissioners diversity policy?	<p><b>ASX Code</b> Recommendation 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.</p> <p>Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition</p>	Yes	<p><u>Manual on Corporate Governance - Governance Structure (Page 8)</u></p> <p><u>Consolidated Changes in Annual Corporate Governance Report for 2015 - Other Executive, Non-Executive and Independent Directors (Page 9)</u></p> <p><u>2015 Annual Report - Board of Directors (Page 41)</u></p>
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**E.5 Board Performance**

<b>Directors Development</b>				
E.5.1	Does the company have orientation programmes for new directors/commissioners?	This item is in most codes of corporate governance.	Yes. Pre-requisite special seminar on Corporate Governance for newly elected directors is indicated under item c of Page 17 of the Bank's Corporate Governance Manual (CGM). Page 25 of the Bank's CGM also provides that all first-time directors shall be furnished with a copy of the general responsibility and specific duties and responsibilities of the Board and of a director.	<p><u>Consolidated Changes in Annual Corporate Governance Report for 2015 - Orientation and Education Program (Page 22)</u></p> <p><u>2015 Annual Report - Board of Directors (Page 31)</u></p> <p><u>Manual on Corporate Governance –Orientation and Continuing Education Program (Page 35)</u></p>
E.5.2 (Default)	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?	<p><b>OECD PRINCIPLE VI (E)</b> (3) Board members should be able to commit themselves effectively to their responsibilities.</p>	Yes	<p><u>Consolidated Changes in Annual Corporate Governance Report for 2015 - Orientation and Education Program (Page 22)</u></p> <p><u>Manual on Corporate Governance – Orientation and Continuing Education Program (Page 35)</u></p>

		In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.		
<b>CEO/Executive Management Appointments and Performance</b>				
E.5.3	Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	<p><b>OECD PRINCIPLE VI (D)</b> (3) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.</p> <p>In two tier board systems the supervisory board is also responsible for appointing the management board which will normally comprise most of the key executives.</p>	Yes	<p><a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Chairman and CEO, Section 3 (Page 9)</a></p> <p><a href="#">Manual on Corporate Governance - Specific Duties and Responsibilities of a Director (Oversee selection and performance of Senior Management) (Page 10)</a></p>
E.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	<p><b>OECD PRINCIPLE VI (D)</b> (2). Monitoring the effectiveness of the company's governance practices and making changes as needed.</p> <p>Monitoring of governance by the board also includes continuous review of the internal structure of the company to ensure that there are clear lines of accountability for management throughout the organisation. In addition to requiring the monitoring and disclosure of corporate governance practices on a regular basis, a number of countries</p>	Yes	<p><a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a></p> <p><a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a></p> <p><a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a></p>

		have moved to recommend or indeed mandate self- assessment by boards of their performance as well as performance reviews of individual board members and the CEO/Chairman.		
	<b>Board Appraisal</b>			
E.5.5	Is an annual performance assessment conducted of the board of directors/commissioners?	OECD PRINCIPLE VI (D) (2)	Yes	<a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a> <a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a>
E.5.6	Does the company disclose the process followed in conducting the board assessment?		Yes	<a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a> <a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a>
E.5.7	Does the company disclose the criteria used in the board assessment?		Yes	<a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a> <a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a>
	<b>Director Appraisal</b>			
E.5.8	Is an annual performance assessment conducted of individual director/commissioner?	OECD PRINCIPLE VI (D) (2)	Yes	<a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a> <a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a> <a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a>

E.5.9	Does the company disclose the process followed in conducting the director/commissioner assessment?		Yes	<a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a>
				<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a>
				<a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a>
E.5.10	Does the company disclose the criteria used in the director/commissioner assessment?		Yes	<a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a>
				<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a>
				<a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a>
	<b>Committee Appraisal</b>			
E.5.11	Is an annual performance assessment conducted of the board of directors/commissioners committees?	<b>UK CODE (JUNE 2010)</b> B.6 Evaluation: The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	Yes	<a href="#">Manual on Corporate Governance - Annual Performance Self-Assessment (Page 59)</a>
				<a href="#">Consolidated Changes in Annual Corporate Governance Report for 2015 - Board Director, Committee and CEO Appraisal (Page 88)</a>
				<a href="#">2015 Annual Report - Our Governance Evaluation (Page 37)</a>

LEVEL 2

BONUS

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
<b>B. Equitable treatment of shareholders</b>				
<b>B.1 Notice of AGM</b>				
B.1.1(B)	Does the company release its notice of AGM (with detailed agendas and	<b>OECD Principle II (C)</b> (1) Shareholders should be furnished with	Yes	<a href="#">Corporate Website - Company Disclosures PSBank's - Notice of ASM (April 26, 2016)</a>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
	explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?	<p>sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.</p> <p>(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p><b>OECD Principle III (A)</b></p> <p><b>ICGN 8.3.2 Shareholder participation in governance</b> Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors on an individual basis and also the right to appoint external auditors.</p> <p><b>ICGN 8.4.1 Shareholder ownership rights</b> The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p> <p><b>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2.</b> <b>(I) CG rules and practices</b> (25) Do company release their AGM notices (with detailed agendas and</p>		<p><u>Corporate Website - Company Disclosures, Securities and Exchange Reports, 2016 ASM and Record Date</u></p>

ITEM	QUESTIONS	GUIDING REFERENCE	YES/NO	SOURCE DOCUMENTATION/LOCATION OF INFORMATION
		explanatory circulars) at least 28 days before the date of the meeting?		
<b>E. Responsibilities of the Board</b>				
<b>E.2 Nominating Committee</b>				
E.2.2(B)	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?		Yes	Definitive Information Statement - Nominations Procedures (Page 20) 2015 Annual Report - Board Oversight (Page 30)
<b>E.5 Board Performance</b>				
E.5.1(B)	Does the company have a separate level Risk Committee?	International Financial Corporation's Global Corporate Governance Forum Publication: When Do Companies Need a Board-level Risk Management Committee?(Volume 31, pp.11, March 2013)  Benefits of a Board Level Risk Committee: 1. elevate risk oversight to the highest level in the company; 2. strengthen the quality of risk management; 3. inculcate a risk culture and risk-management environment to mitigate and manage risks effectively across the organization; 4. establish a platform for continuous assessment of risks in light of the changing internal and external environments; 5. improve communication among the board, management, and other stakeholders about risk management; and 6. demonstrate to internal and external stakeholders the company's commitment to risk management	Yes	2015 Annual Report - Risk Management (Page 24) Updated Changes in Annual Corporate Governance Report as of May 2016 - Board Committees (Page 14) Corporate Website - Board Committees