

WHISTLEBLOWER POLICY

The Philippine National Bank (PNB), in its commitment to adhere to the highest standards of ethical, moral and legal conduct in the operation of its business, shall instill among its employees a “speak up culture”. It puts in place a mechanism for reporting displayed behavior that is contrary to the Bank's office decorum and demeanor as provided for under the Bank's policies and code of conduct. Any report shall be handled with the highest level of confidentiality and free from fear of retaliation, reprisal, threat, bullying or intimidation.

This Policy will address the following objectives:

- To protect the Bank from damages to its assets, reputation, finances and people and mitigate risks and losses through the early discovery and proper reporting of suspected or actual wrongdoings.
- To instill in the minds of all employees the “tone from the top” in the implementation of the policy by diligently promoting, observing and embedding the "Speak Up" culture.
- To increase the level of confidence and awareness among employees by instituting a clear and confidential reporting system that will encourage them to report suspected or actual wrongdoings;
- To promptly act on reported incidents by conducting a timely, proper and thorough investigation and to resolve and take appropriate corrective actions for reported acts of wrongdoing;
- To protect all reporting employees from any form of retaliatory acts; and
- To protect all Philnabankers from baseless and malicious reporting.

This Policy applies to the Bank's directors and employees (officers and rank and file whether regular, permanent, probationary or under fixed term employment) in the head office, domestic branches/subsidiaries, and, if applicable depending on the host country rules, all employees (officers and rank and file whether regular, permanent, probationary or under fixed term employment) in overseas branches/offices and foreign subsidiaries.

Reportable incidents shall refer to –

- a. Infractions of and deviations from the Bank's Code of Conduct, policies and procedures. Some examples are abuse of authority, bribery, destruction / manipulation of records, fixing, malversation, misappropriation of assets, commission of theft, commission of fraud, noncompliance of legal and regulatory requirements and/or policies; misrepresentation of or any questionable audit, accounting and financial matters, inaccurate recording of attendance, playing games during office hours, non-wearing of appropriate office attire, disrespectful behavior, etc. Violation of banking laws, rules and regulations, including the Securities Regulation Code, as amended and other applicable laws and regulations.

- b. Any attempt to obscure any of the violations mentioned herein including possible adverse consequences thereof.
- c. Any act of retaliation (as defined herein) or by mere possession of information on the reportable incidents mentioned herein; and
- d. Other irregularities or practices which the Bank may, in its discretion, consider that may cause damage to its interest and/or operations, as communicated to the employees.

Any whistleblower who has personal knowledge of a wrongful act committed by a director, officer or rank and file employee of the Bank, or otherwise has strong and valid reasons for believing that a wrongful act or incident has been committed or occurred can immediately report the alleged suspected or actual event or violation with details through any of the following reporting channels:

- a. Call or text to the Whistleblower hotline to be managed by the ESC secretariat* (0917-708-8902)
- b. Electronic mail to be managed by the ESC secretariat* (whistleblowercomplaints@pnb.com.ph)
- c. A verbal report to any of the members of the Board of Directors, ESC, President/CEO, Chief Compliance Officer (CCO), Chief Audit Executive (CAE) or Chief Legal Counsel (CLC)
- d. Submission of a signed or unsigned statement using the "Disclosure of Violation/ Complaint Form to any of the members of the Board of Directors, the ESC secretariat, any member of the ESC, President/CEO, CCO, CAE or CLC. A copy of the form is hereby attached as Annex A.
- e. A written or verbal report directly to the President/CEO, CCO, CAE, CLC or any member of the Board of Directors for cases involving suspected or ongoing fraudulent activities involving financial transactions such as cash abstractions/unauthorized fund transfers/unauthorized withdrawals.

All reports will be kept confidential. The whistleblower or complainant is entitled to absolute confidentiality, during and after a disclosure, and throughout and after any proceeding taken thereafter.

The act of whistleblowing does not free the whistleblower from responsibility, when in the course of the investigation, is himself found to be involved in the disclosed deviations or infractions. In meritorious cases, whistleblowing may be considered a mitigating factor when deciding on the disciplinary or legal actions that may be imposed against the wrongdoers.

No whistleblower who, in good faith, reports a wrongful act will suffer harassment, retaliation or bullying. The harassment or victimization in whatever form or manner of the whistleblower will be treated as a serious disciplinary offense, which will be dealt with under the Bank's code of conduct.