

Oriental	Policy title:	Complaint Procedures for Accounting, Auditing, Securities Law Compliance, and Other Matters
OFG-CP-CORP-004	Revision date:	05/2018

Introduction

Section 301 of the Sarbanes Oxley Act of 2002, Section 303A.03 of the Listed Company Manual of the New York Stock Exchange, and Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act requires that any listed company must disclose a method for any interested party to report their concerns directly to the Board of Directors.

Purpose

The purpose of this policy is to establish procedures for OFG Bancorp, its subsidiaries and affiliates to facilitate the reporting of concerns or complaints as required by Section 301 of the Sarbanes Oxley Act of 2002, Section 303A.03 of the Listed Company Manual of the New York Stock Exchange, and Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Applicability

This Policy applies to any interested party, including without limitation, employees and stockholders of OFG Bancorp.

Revisions

DATE	TYPE	DESCRIPTION
12/2007	Approved	Board of Directors of OFG and OB.
04/2010	Ratified	Board of Directors of OFG and OB.
08/2011	Revised and Approved	Board of Directors of OFG and OB.
10/2014	Revised and Approved	Board of Directors of OFG and OB.
01/2015	Revised and Approved	Board of Directors of OFG and OB.
04/2018	Revised	CPO-481

Definitions

TERM	DEFINITION
1. Interested Party	Any person or organization who may be affected or have an economic interest with OFG Bancorp and/or its subsidiaries.

References

- Section 301 of the Sarbanes Oxley Act of 2002
- Section 303A.03 of Listed Company Manual of the New York Stock Exchange
- Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act

Policy Statement

Any interested party, including, without limitation, employees and stockholders of OFG Bancorp (the “Company”) may communicate directly with the independent members of the Company’s Board of Directors or submit a good faith complaint regarding accounting, auditing, securities law compliance, and other related matters to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls, and audit practices. The Company’s Audit Committee will oversee treatment of complaints or concerns in these areas.

In order to facilitate the reporting of concerns or complaints as required by Section 301 of the Sarbanes-Oxley Act of 2002 and Section 303A.03 of the Listed Company Manual of the New York Stock Exchange, the Audit Committee has established the following procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, auditing, securities law compliance, and other related matters; (ii) the confidential, anonymous submission by interested parties of concerns regarding questionable accounting, auditing, securities law compliance, and other related matters; and (iii) the direct communication of concerns by interested parties to the independent members of the Company’s Board of Directors. All accounting, internal accounting controls, auditing, securities law compliance, and other matters covered by these procedures are collectively referred to herein as “Covered Matters.”

Receipt of Concerns or Complaints

Interested parties with concerns or complaints regarding Covered Matters may report such concerns or complaints in writing on a confidential, anonymous basis to the Chairman of the Audit Committee, who shall forward a copy of the same to the Company’s General Counsel and/or outside legal counsel. The mailing, postage prepaid, should be marked CONFIDENTIAL and addressed as follows:

Chairman of Audit Committee
OFG Bancorp
P.O. Box 195115
San Juan, Puerto Rico 00919-5115

or

Chairman of Audit Committee
OFG Bancorp

254 Ave Munoz Rivera
San Juan, Puerto Rico 00926

Or via the:

Whistleblower hotline “Ethics Point”

<https://secure.ethicspoint.com/domain/media/en/gui/20510/index.html>

Whistleblower “Ethics Point” hotline- toll-free, within the United States, Guam, Puerto Rico and Canada: 888-366-6023

Scope of Matters Covered by These Procedures

These procedures relate to interested party concerns or complaints relating to any Covered Matter, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a director, officer, employee, auditor or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full, fair and accurate reporting of the Company’s financial condition and results of operations;
- violation of the federal securities laws; and
- Misappropriation of Company assets.

Treatment of Complaints

Upon receipt of any such concern or complaint, the Chairman of the Audit Committee will direct the Company’s General Auditor, General Counsel and/or outside legal counsel to (i) determine whether the concern or complaint actually pertains to Covered Matters, and (ii) when possible, acknowledge receipt of the concern or complaint to the sender.

Interested party concerns or complaints relating to Covered Matters will be reviewed under the Audit Committee’s direction and oversight by the Company’s General Auditor, General Counsel and/or outside legal counsel, or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

The Company will not discharge, demote, suspend, threaten, harass, directly or indirectly, or in any other manner discriminate against any employee or whistleblower in the terms and conditions of employment because of any lawful act done by such employee or whistleblower with respect to good faith reporting of concerns or complaints regarding Covered Matters or otherwise as specified in

Section 806 of the Sarbanes-Oxley Act of 2002 or Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Reporting and Retention of Complaints and Investigations

At the direction of the Audit Committee, the Company's General Auditor, General Counsel and/or the Secretary of the Board of Directors will maintain a log of all such concerns and complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of such concerns and complaints will be maintained in accordance with the Company's document retention policy.