

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
PHILIPPINE BANK OF COMMUNICATIONS**
Held at Manila Golf & Country Club, Harvard Road
Forbes Park, Makati City
on June 6, 2017 at 2:00 p.m.

ATTENDANCE:

<u>STOCKHOLDERS PRESENT/REPRESENTED</u>	<u>NO. OF SHARES</u>	<u>PERCENTAGE</u>
PROXIES	312,332,647	64.98
IN PERSON	106,516,706	22.16
TOTAL ATTENDANCE	418,849,353	87.14%

PROCEEDINGS

I. **CALL TO ORDER**

The Chairman of the Board, Mr. Eric O. Recto, called the meeting to order and presided over the same. He then proceeded to introduce the members of the Board present during the meeting:

Eric O. Recto
Leonardo B. Dayao
Lucio L. Co
Patricia May T. Siy
Carmen G. Huang
Bunsit Carlos G. Chung
Susan P. Co
Levi B. Labra
Ralph C. Nubla, Jr.
Gregorio T. Yu
Jesus S. Jalandoni, Jr. – Independent Director
Roberto Z. Lorayes – Independent Director
Emmanuel Y. Mendoza – Independent Director
Gilda E. Pico – Independent Director

The Corporate Secretary, Atty. Angelo Patrick F. Advincula, recorded the minutes of the meeting.

II. **CERTIFICATION OF NOTICE AND QUORUM**

The Secretary certified the fact of sending the notices of the meeting to all stockholders of record as provided in the By-Laws of the Philippine Bank of Communications (the "Bank"). He also certified the existence of a quorum there being present, in person or by proxy in the meeting, shareholders representing 418,849,353 shares of the Bank or approximately 87.14% of the 480,645,163 outstanding common shares of the Bank.

III. **REVIEW AND APPROVAL OF MINUTES OF PREVIOUS MEETING HELD ON JUNE 14, 2016**

The Chairman directed the Corporate Secretary to read the previous minutes of the stockholders' meeting held on 14 June 2016.

Upon motion made and duly seconded, the reading of said minutes was dispensed with. Thereafter, the Chairman submitted the minutes for approval and upon motion made and duly seconded, said minutes was unanimously approved, confirmed and ratified.

IV. ANNUAL REPORT OF MANAGEMENT AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2016

The Chairman turned over the floor to Ms. Patricia May T. Siy, President & CEO to render Management's Report for 2016.

A video presentation was shown on the performance of the Bank for the year ended December 31, 2016.

Upon motion made and duly seconded, the Management Report and the Audited Financial Statements as of December 31, 2016 previously distributed to the stockholders were unanimously approved.

V. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT SINCE THE LAST ANNUAL MEETING OF STOCKHOLDERS

The next item in the agenda was the ratification of the acts and proceedings of the Board of Directors and Management since the last annual meeting of the stockholders as they appear in the minutes of the Board meetings and in the disclosures and reports made to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange, Inc. (PSE).

Upon motion made and duly seconded, all the stockholders present and represented in the meeting approved and ratified the acts of the Board of Directors and Management since the last annual meeting of the stockholders.

VI. ELECTION OF DIRECTORS

The Corporate Secretary advised the body of the nominations he received for the Board of Directors as endorsed by the Nominations Committee. The Corporate Secretary then announced the nominations to the Board of Directors, as follows:

Eric O. Recto
Leonardo B. Dayao
Lucio L. Co
Patricia May T. Siy
Carmen G. Huang
Bunsit Carlos G. Chung
Susan P. Co
Levi B. Labra
Ralph C. Nubla, Jr.
Gregorio T. Yu
David L. Balangue – Independent Director
Jesus S. Jalandoni, Jr. – Independent Director
Roberto Z. Lorayes – Independent Director
Emmanuel Y. Mendoza – Independent Director
Gilda E. Pico – Independent Director

There being no other nominees, and since there were only fifteen (15) nominees for the fifteen (15) seats, on motion made and duly seconded, the Corporate Secretary was directed by the Chairman to cast the votes of all those present and represented at the meeting equally among the above-named individuals who were thereby unanimously elected as members of the Board of Directors for a term of one (1) year or until their successors have been elected and qualified.

VII. APPOINTMENT OF EXTERNAL AUDITORS

Upon motion made and duly seconded, the stockholders approved the appointment of SGV and Co., as the External Auditor of the Bank for the fiscal year ending December 31, 2017.

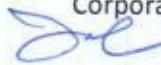
VIII. ADJOURNMENT

There being no other matters to be discussed, the meeting was adjourned at 2:50 o'clock in the afternoon.

CERTIFIED CORRECT:



ANGELO PATRICK F. ADVINCULA
Corporate Secretary



ATTESTED:



ERIC O. RECTO
Chairman of the Board