

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF THE  
PHILIPPINE BANK OF COMMUNICATIONS**

PBCOM Tower, 6795 Ayala Avenue cor. V.A. Rufino Street, Makati City

June 7, 2022 at 9:00 a.m.

(Via Video Conferencing)

**ATTENDANCE:**

<u>STOCKHOLDERS PRESENT/REPRESENTED*</u>	<u>NO. OF SHARES</u>	<u>PERCENTAGE</u>
PROXIES	357,632,658	74.41
IN PERSON	52,153,845	10.85
<b>TOTAL ATTENDANCE</b>	<b>409,786,503</b>	<b>85.26</b>

\*-list of attendees attached as Annex "A"

**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:

Leonardo B. Dayao  
 Lucio L. Co  
 Patricia May T. Siy  
 Jaime J. Bautista  
 Bunsit Carlos G. Chung  
 Susan P. Co  
 Jack Ekian T. Huang  
 Levi B. Labra  
 Gregorio T. Yu  
 Robert Y. Cokeng – Independent Director  
 Conrado A. Gloria, Jr. – Independent Director  
 Bienvenido E. Laguesma – Independent Director  
 Emmanuel Y. Mendoza – Independent Director  
 Gilda E. Pico – Independent Director

Henry Y. Uy – Board Adviser

The Corporate Secretary, Atty. Michael Stephen H. Lao, recorded the minutes of the meeting.

**II. CERTIFICATION OF NOTICE AND QUORUM**

The Secretary certified the fact that following the SEC's guidelines on alternative modes of distributing copies of the notices, the Bank has caused the publication of the said notice in two (2) newspapers of general circulation for two (2) consecutive days in both print as well as online format.

In compliance with *SEC Memorandum Circular No. 6, Series of 2020*, the annual meeting was conducted via video/teleconference. The Secretary gave a roll call, after which the attending members of the Board of Directors and the stockholders present each stated, for the record, their full names and locations. All the members of the Board and the stockholders present confirmed that they could completely and clearly see and/or hear one another and that they received the agenda and all the materials for the meeting. The aforementioned also disclosed their location and the specific type of device, which they were using for said video/teleconference.



The Secretary then proceeded to certify the existence of a quorum there being present, via video/audio conferencing, stockholders owning a total of 409,786,503 shares representing at least 85.26% of the 480,645,163 outstanding shares of the Bank.

III. REVIEW AND APPROVAL OF MINUTES OF PREVIOUS MEETINGS HELD ON JUNE 15, 2021 (ANNUAL MEETING) AND MARCH 15, 2022 (SPECIAL MEETING)

The Chairman directed the Corporate Secretary to read the previous minutes of the annual meeting held on June 15, 2021, and special meeting held on March 15, 2022.

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 2021

The Chairman turned over the floor to Ms. Patricia May T. Siy, President & CEO to render Management's Report for 2021.

The President's Report:

"Thank you Mr. Chairman. A pleasant morning to everyone.

2021 has been a year of both challenges and opportunities for PBCOM. While making plans had initially been difficult, we have taken the right measures, narrowed down variables, and ensured that we take advantage of the reopening of the economy.

I am very pleased to share that the plans have proven effective... and delivered optimum results for 2021. But we could not have done this alone. We are grateful to all PBCOM stakeholders – Board, Management and employees, customers and partners, regulators, and our shareholders. We all worked as one to fulfill our corporate promise that.... TOGETHER, WE GROW.

We are proud to announce PBCOM's exceptional financial performance for year ending December 2021, with a consolidated net income of P1.57B, the highest since the entry of the Lucio Co Group in 2014. The increase in net income came on the back of improved performance of its core businesses and normalized provision for credit losses.

This translated to a return in equity of 11.78% in 2021, while return on assets was at 1.49%.

The Bank's focus on core businesses, such as corporate lending and generation of low-cost deposits, has provided the Bank a steady income despite market uncertainties. The Bank's deposit volume growth was led by a 30% growth in low interest bearing deposit, representing 60.4% of the total deposits.

Robust growth in earning assets coupled by low cost funding source improved net interest margin by 4.83%.

Total Assets reached P109.23B in 2021 while capital strengthened to P14.18B. PBCOM's Common Equity Tier 1 and Capital Adequacy Ratios were at 15.58% and 18.18%, respectively, in excess of the required regulatory ratios."

After the President's presentation, upon motion made and duly seconded, the Management Report and the Bank's Audited Financial Statements for the year ended December 31, 2021 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:

1. Eric O. Recto
2. Leonardo B. Dayao
3. Lucio L. Co
4. Patricia May T. Siy
5. Jaime J. Bautista
6. Bunsit Carlos G. Chung
7. Susan P. Co
8. Jack Ekian T. Huang
9. Levi B. Labra
10. Gregorio T. Yu
11. Robert Y. Cokeng – Independent Director
12. Conrado A. Gloria, Jr. – Independent Director
13. Bienvenido E. Laguesma – Independent Director
14. Emmanuel Y. Mendoza – Independent Director
15. 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 AUDITOR

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, 2022.

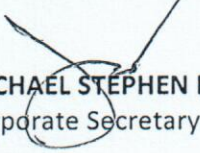
VIII. OTHER MATTERS

The stockholders were given the opportunity to submit questions or remarks via this livestream portal, however, no questions or remarks have been submitted.


IX. ADJOURNMENT

There being no other matters to be discussed, the meeting was adjourned at 9:20 o'clock in the morning.

CERTIFIED CORRECT:

  
MICHAEL STEPHEN H. LAO  
Corporate Secretary

ATTESTED:

  
ERIC O. RECTO  
Chairman of the Board



**ANNUAL SHAREHOLDERS' MEETING**

ANNEX "A"

JUN 7, 2022

**DIRECTOR**

1	Eric O. Recto
2	Lucio L. Co
3	Leonardo B. Dayao
4	Patricia May T. Siy
5	Bunsit Carlos G. Chung
6	Gregorio T. Yu
7	Jack Ekian T. Huang
8	Levi B. Labra
9	Susan P. Co
10	Jaime J. Bautista
11	Robert Y. Cokeng
12	Bienvenido E. Laguesma
13	Conrado A. Gloria, Jr.
14	Emmanuel Y. Mendoza
15	Gilda E. Pico
16	Henry Y. Uy
17	Michael Stephen Lao
	<b>SMT</b>
1	John Howard D. Medina
2	Alan E. Atienza
3	Victor O. Martinez
4	Erico C. Indita
5	Dreda Teresa D. Mendoza
6	Arlene M. Datu
7	Expedito G. Garcia Jr.
8	Jane L. Laragan
9	Jo-Anne R. Legaspi
10	Mina F. Martinez
11	Emmanuel G. Cacdac
12	Lav E. Tambuyat
13	Rizalina L. Fredeluces
14	Angelita U. Egalin
15	Lorelei Paula B. Arjonillo
16	Jeruel N. Lobien
17	Belle Rosamond D. Justiniani
18	Joan Iris T. Leon
19	Marichelle B. Poyaoan
	<b>PBCOM</b>
1	Justin Robert G. Ladaban
	<b>SGV</b>
1	Ray Francis C. Balagtas
2	Vicky B. Lee-Salas
3	Earl John B. Remo
4	Ritzelle D. Gordo
5	Wilson P. Tan