

# ANNUAL SHAREHOLDERS' MEETING 2023

# VOTING IN ABSENTIA

PBCOM

www.pbcom.com.ph

1. Stockholders as of **21 April 2023** may vote through PBCOM's website at <https://www.pbcom.com.ph/> until 5:00 p.m. Philippine Time of 30 May 2023. To vote, stockholders are required to provide their: (i) complete name, (ii) stock certificate number, (iii) valid e-mail address, and (iv) contact number, subject to verification and validation procedures. Stockholders who registered and voted before the cut-off time will be counted for purposes of quorum.
2. Stockholders may register at the voting portal by providing the following requirements:
  - a. For Individual Stockholders**
    - i. Valid email address and active contact number (landline or cellphone);
    - ii. One (1) valid identification card (ID) (Acceptable Valid IDs: Driver's License, Passport, Unified Multi-Purpose ID (UMID), GSIS ID, company ID, PRC ID, IBP ID, iDOLE Card, OWWA ID, Comelec Voter's ID, Senior Citizen's ID, or Alien Certificate of Registration / Immigrant Certificate of Registration.); and
    - iii. Any stock certificate issued by PBCOM in the name of the individual stockholder.
  - b. For Stockholders with Joint Accounts**
    - i. An authorization letter signed by one of stockholders indicating the name of the person authorized to cast the votes;
    - ii. Valid email address and active contact number for the authorized stockholder;
    - iii. One (1) valid identification card (ID) of the authorized stockholder; and
    - iv. Any valid stock certificate issued by PBCOM in the name of joint stockholders.
  - c. For Stockholder under PCD Nominee or "Scripless Shares"**
    - i. Stockholders should coordinate with their broker/s and request for the full account name and reference number or account number they provided to PBCOM;
    - ii. Valid email address and active contact number; and
    - iii. Any stock certificate issued by PBCOM in the name of the stockholder.
  - d. For Corporate Stockholders**
    - i. Secretary's Certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder;
    - ii. Valid email address and active contact number for the authorized representative;
    - iii. One (1) valid identification card (ID) of the authorized representative; and
    - iv. Any valid stock certificate in the name of the corporate stockholder.
3. The PBCOM ASM 2023 webpage (<https://www.pbcom.com.ph/about-us/asm-2023>) contains the agenda items for approval as set out in the Notice for the 2023 ASM.
  - a. For items other than the election of Directors, stockholders have the option to vote: In Favor of, Against, or Abstain.
  - b. For election of Directors, stockholders have the option to vote his shares for all nominees, not vote for any nominees, or vote for one or some nominees only, in such number of shares as the stockholder prefers; provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The system will automatically compute the total number of votes the stockholder is allowed to cast, based on the number of shares he owns.
  - c. Once the stockholder completes his votes, he can proceed to submit the accomplished form by clicking the "Submit" button.
  - d. After the ballot has been submitted, the stockholder may no longer change his/her vote.
4. Thereafter, the Office of the Corporate Secretary will send a confirmation email to the stockholder once his/her account has been verified and his/her vote has been recorded. If the account of a stockholder cannot be verified, then the votes cast by the non-verified stockholder shall not be recorded.

- The Office of the Corporate Secretary shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes cast through proxies. If a stockholder cast his or her vote electronically in absentia and also executed a proxy form, the latest vote received by the Office of the Corporate Secretary will be counted.
- Note that the online voting portal is open until 5:00 p.m. Philippine Time of **30 May 2023**. The voting function in the voting portal will be disabled after this time to give the Office of the Corporate Secretary time to collate and validate votes received through the portal. Stockholders will not be able to cast votes during the livestream of the 2023 ASM.

By providing my personal data, I am giving my consent to the PHILIPPINE BANK OF COMMUNICATIONS and its authorized representatives and accredited service providers to collect, use, process, dispose, and protect my personal data contained, whether given manually or electronically, for any legitimate business purpose of the PHILIPPINE BANK OF COMMUNICATIONS, including but not limited to profiling, data sharing, direct marketing, and commercial communications.

All marked with asterisk (\*) are required.

Full Name: \*

Email Address: \*

Please attach a copy of your Valid ID in your email \*



Type of share \*

- Certificated
- Scripless

For Certificated:

Please upload a copy of your stock certificate here



For Scripless:

Name of Broker

For Corporate Stockholders:

Please attach a copy of your Board Resolution / Secretary's certificate in your email



If applicable:

Please attach a copy of your Proxy form in your email



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1. Review and Approval of the Minutes of the Previous Meeting held on 7 June 2022 (Annual Meeting)\* Copy available at [ASM 2023 | PBCOM](#)

- Yes       No       Abstain

2. Annual Report of Management and Approval of the Audited Financial Statements for 2022 \*  
Copy available at [ASM 2023 | PBCOM](#)

- Yes       No       Abstain

3. Ratification of Acts of the Board of Directors and Management since the last Annual Meeting of Stockholders \*

Yes       No       Abstain

4. Amendments to the By-Laws \*

(a) Article II, Section 6

“6. Special Meeting – Special meetings of the stockholders may be called by a majority of the members of the Board or by the Chairman or on demand of the stockholders holding at least **ten percent (10%) or more** of the outstanding capital stock, **subject to the guidelines set under applicable laws and regulations.**” (As amended on June 13, 2023)

Yes       No       Abstain

(b) Article II, Section 7

“Sec. 7 Notice of Meetings – Notice of meeting, written or printed for every regular or special meeting of the stockholders shall be prepared and sent to each stockholder at his last address registered in the books of the Bank by registered mail, postage prepaid, **through electronic email, or such other manner as the prevailing laws and regulations shall allow,** at least **twenty-one (21) calendar days** before the date of meeting, provided, however, that if the registered address of the shareholder be outside of the Philippines, notice shall be dispatched by registered airmail, provided, further that such notice may be waived in writing by the stockholders.” (As amended on June 13, 2023)

Yes       No       Abstain

(c) Article III, Section 2

“2. Vacancies of the Board – Any vacancy in the Board of Directors **other than by removal or by expiration of term may** be filled by the vote of majority of remaining directors if constituting a quorum and the director or directors chosen shall serve only for the unexpired portion of the term. Should vacancies occur reducing the number of directors to less than a quorum, the vacancies shall be filled by election by the stockholders owning and/or representing at least majority of the outstanding capital stock at a **regular or** special meeting called for the purpose.” (As amended on June 13, 2023)

Yes       No       Abstain

(d) Article III, Section 5

“5. Special Meeting – Special meeting of the Board of Directors shall likewise be held in the Philippines and may be called by the Chairman *motu proprio* or at the written request of any four (4) members of the Board. Notice for such special meeting shall be sent by the Secretary to the directors at their registered addresses in such manner that it shall be received by them **at least two (2) days prior to the scheduled** meeting. Notice of the meeting may be waived in writing.” (As amended on June 13, 2023)

Yes       No       Abstain

(e) Article III, Section 7

“7. COMPENSATION – No director, acting as such, shall receive any compensation, but every director shall receive a reasonable “*per diem*” for every attendance at any meeting, regular or special, of the Board of Directors, for each day of session, in an amount as the Board of Directors may from time to time provide, without prejudice to **Article XIII, 3(a)** hereof provided, however that nothing herein contained shall be construed to preclude any director from serving in any other capacity and receiving compensation thereof.” (As amended on June 13, 2023)

Yes       No       Abstain

5. Election of Directors \*

Eric O. Recto	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Leonardo B. Dayao	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Lucio L. Co	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Patricia May T. Siy	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Bunsit Carlos G. Chung	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Susan P. Co	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Jack Ekian T. Huang	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Levi B. Labra	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Hans B. Sicat	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Gregorio T. Yu	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Conrado A. Gloria, Jr. (Independent)	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Stephen Anthony T. CuUnjieng (Independent)	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Emmanuel Y. Mendoza (Independent)	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Gilda E. Pico (Independent)	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain
Teresita J. Herbosa (Independent)	<input type="checkbox"/> Yes	No. of votes _____	<input type="checkbox"/> No	<input type="checkbox"/> Abstain

6. Appointment of SyCip Gorres Velayo & Co. (SGV & Co.) as the bank’s External Auditor \*

Yes       No       Abstain