

**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 13, 2023 at 9:00 a.m.

(Via Video Conferencing)

ATTENDANCE:

STOCKHOLDERS PRESENT/REPRESENTED*	NO. OF SHARES	PERCENTAGE
PROXIES	372,896,622	77.58%
IN PERSON	52,153,745	10.85%
TOTAL ATTENDANCE	425,050,367	88.43%

*-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
Bunsit Carlos G. Chung
Susan P. Co
Jack Ekian T. Huang
Levi B. Labra
Gregorio T. Yu
Stephen Anthony T. CuUnjieng – Independent Director
Conrado A. Gloria, Jr. – Independent Director
Teresita J. Herbosa – 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 **425,050,367** shares representing at least **88.43%** of the **480,645,163** outstanding shares of the Bank.

III. REVIEW AND APPROVAL OF MINUTES OF PREVIOUS MEETINGS HELD ON JUNE 7, 2022

The Chairman directed the Corporate Secretary to read the previous minutes of the annual meeting held on June 7, 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 2022

The Chairman turned over the floor to Ms. Patricia May T. Siy, President & CEO to render Management's Report for 2022.

The President's Report:

"Thank you Mr. Chairman. Good morning to our stockholders, directors, guests and the Management Team.

PBCOM registered a modest growth in 2022 despite challenging economic condition.

Let me share with you now the financial highlights.

Net Income for 2022 is at P1.631 Billion. We registered growth of 3.7% and from 2020 the compound annual growth rate is at 18.1%.

We continue to focus on delivering healthy return on average assets and return on average equity which were at 1.39% and 10.97%, respectively.

We saw the Bank's assets grew to 14.3%. Our loans portfolio ended at P76.92 Billion registering an above industry growth rate of 18.74%.

Our funding largely came from deposits. Low cost deposit of P58.2 Billion contributed to 58.5% of total deposits.

Our capital expansion was sustained as it grew steadily through organic growth. The Bank's more than adequate capital adequacy and CET1 ratios would allow our continued expansion of earning assets.

The highlight for the Bank in 2022 is becoming a universal bank once again. We officially started operating as one in December 2022.

The Bank's continued success is attributable to the concerted efforts of all stakeholders.

We trust your continued support.

Thank you."

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, 2022 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. AMENDMENTS TO THE BY-LAWS

The Corporate Secretary informed the body that the proposal to amend the Bank's By-Laws was made to adopt to the recommendations of the SEC's Corporate Governance Department.

Upon motion made and duly seconded, the stockholders approved the following amendments to the Bank's By-Laws:

	Ref.	Current Provision	Proposed Revision
1.	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 (30%) percent of the outstanding capital stock."	"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 <u>ten percent (10%) or more</u> of the outstanding capital stock, <u>subject to the guidelines set under applicable laws and regulations.</u> " (As amended on June 13, 2023)
2.	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 stockholders at his last address registered in the books of the Bank by registered mail, postage prepaid, at least two (2) weeks 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."	"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, <u>through electronic email, or such other manner as the prevailing laws and regulations shall allow,</u> at least <u>twenty-one (21) calendar days</u> 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)
3.	Article III, Section 2	"2. Vacancies of the Board – Any vacancy in the Board of Directors shall 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. Whether any such vacancy shall be filled or not shall be left to the discretion of the Board of Directors. 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 special meeting called for the purpose."	"2. Vacancies of the Board – Any vacancy in the Board of Directors <u>other than by removal or by expiration of term may</u> 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 <u>regular or special meeting called for the purpose.</u> " (As amended on June 13, 2023)

4.	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 <i>motu proprio</i> 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 not less than twenty-four (24) hours previous to the hour set for the meeting. Notice of the meeting may be waived in writing."	"5. Special Meeting – Special meeting of the Board of Directors shall likewise be held in the Philippines and may be called by the Chairman <i>motu proprio</i> 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 <u>at least two (2) days prior to the scheduled</u> meeting. Notice of the meeting may be waived in writing." (As amended on June 13, 2023)
5.	Article III, Section 7	7. COMPENSATION – No director, acting as such, shall receive any compensation, but every director shall receive a reasonable " <i>per diem</i> " 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 VIII, 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 April 29, 2004 and June 3, 2004 by majority of the Board of Directors and on July 15, 2004 by the stockholders representing at least 2/3 of the outstanding capital stock)	7. COMPENSATION – No director, acting as such, shall receive any compensation, but every director shall receive a reasonable " <i>per diem</i> " 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 <u>Article XIII, 3(a)</u> 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)

VII. 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. Bunsit Carlos G. Chung
6. Susan P. Co
7. Jack Ekian T. Huang
8. Levi B. Labra
9. Hans Brinker M. Sicat
10. Gregorio T. Yu
11. Stephen Anthony T. CuUnjieng– Independent Director
12. Conrado A. Gloria, Jr. – Independent Director
13. Teresita J. Herbosa– 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.

VIII. 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, 2023.

IX. 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.

X. ADJOURNMENT

There being no other matters to be discussed, the meeting was adjourned at 9:45 o'clock in the morning.

CERTIFIED CORRECT:


MICHAEL STEPHEN H. LAO
Corporate Secretary

ATTESTED:



ERIC O. RECTO
Chairman of the Board

ASM 2023 ATTENDEES

June 13, 2023

1 Eric O. Recto	PBCOM	Director
2 Lucio L. Co	PBCOM	Director
3 Leonardo B. Dayao	PBCOM	Director
4 Patricia May T. Siy	PBCOM	Director
5 Bunsit Carlos G. Chung	PBCOM	Director
6 Gregorio T. Yu	PBCOM	Director
7 Jack Ekian T. Huang	PBCOM	Director
8 Levi B. Labra	PBCOM	Director
9 Susan P. Co	PBCOM	Director
10 Hans B. Sicat	PBCOM	Director
11 Conrado A. Gloria, Jr.	PBCOM	Independent Director
12 Emmanuel Y. Mendoza	PBCOM	Independent Director
13 Gilda E. Pico	PBCOM	Independent Director
14 Teresita J. Herbosa	PBCOM	Independent Director
15 Stephen Anthony T. CuUnjieng	PBCOM	Independent Director
16 Michael Stephen Lao	PBCOM	Corporate Secretary
17 Henry Y. Uy	PBCOM	Board Adviser
18 Patricia May T. Siy	PBCOM	Director
19 John Howard D. Medina	PBCOM	SMT
20 Alan E. Atienza	PBCOM	SMT
21 Victor O. Martinez	PBCOM	SMT
22 Arlene M. Datu	PBCOM	SMT
23 Expedito G. Garcia Jr.	PBCOM	SMT
24 Erico C. Indita	PBCOM	SMT
25 Jane L. Laragan	PBCOM	SMT
26 Mina F. Martinez	PBCOM	SMT
27 Greg L. Romero	PBCOM	SMT
28 Jo-Anne R. Legaspi	PBCOM	SMT
29 Dreda Teresa D. Mendoza	PBCOM	SMT
30 Angelita U. Egalin	PBCOM	SMT
31 Joan Iris T. Leon	PBCOM	SMT
32 Lav E. Tambuyat	PBCOM	SMT
33 Marichelle B. Almario	PBCOM	SMT
34 Emmanuel G. Cacdac	PBCOM	SMT
35 Justin Robert G. Ladaban	PBCOM	Investor Relations
36 Wilson P. Tna	SGV	Managing Partner
37 Vicky B. Lee-Salas	SGV	Financial Services Markets Leader
38 Christian G. Lauron	SGV	FSO Leader
39 Ray Francis C. Balagtas	SGV	Partner-in-Charge