MINUTES OF MEETING OF THE STOCKHOLDERS

PHILIPPINE BUSINESS BANK, INC. (A Savings Bank)

Venue: Diamond Hotel, Roxas Blvd., cor. Dr. J. Quintos Street, Manila, 1000, Philippines

ATTENDANCE:

NO. OF SHARES PERCENTAGE

PROXIES : 209,000,085 32.47% ATTENDANCE : 243,079,381 37.76%

TOTAL 452,079,466 70.23%

CALL TO ORDER

The Vice-Chairman, Jeffrey S. Yao, as the Presiding Officer, called the meeting to order. Corporate Secretary, Atty. Roberto S. Santos certified that all the Stockholders were duly sent notices of this meeting and existence of a quorum. Atty. Roberto S. Santos then proceeded to record the minutes of the meeting.

APPROVAL OF THE PREVIOUS STOCKHOLDERS' MEETING

After reading the Minutes of the previous Annual Stockholders' Meeting on May 26, 2017, upon motion duly seconded, the Stockholders approved the same.

PRESIDENT AND CEO REPORT

Upon motion duly seconded, the stockholders unanimously approved the President and CEO Report on Management Operations for 2017.

RATIFICATION OF THE AUDITED FINANCIAL STATEMENTS

Upon motion duly seconded, the stockholders unanimously approved and ratified the Audited Financial Statements for the year ending December 31, 2017.

RATIFICATION OF PAST ACTIONS OF THE BOARD AND MANAGEMENT

Upon motion duly seconded, the stockholders unanimously approved and ratified the Past Actions of the Board and of Management for 2017.

RE-APPOINTMENT OF EXTERNAL AUDITOR

The Vice-Chairman, Jeffrey S. Yao, opened the floor for the re-appointment of the External Auditor for the year 2018-2019.

Ms. Mary Julienne Reginaldo, moved for the re-appointment of Punong Bayan and Araullo as the Bank's External Auditor for the year 2018-2019.

After being nominated by Ms. Reginaldo and upon motion duly seconded, Punong Bayan and Araullo was unanimously re-appointed as the Bank's External Auditor.

ELECTION OF DIRECTORS

Ms. Katherine Y. Pura moved for the election of the new set of directors for the year 2018-2019. The motion was duly seconded by Mr. Carlos Decepida. Thereafter, the following persons were elected as members of the Board of Directors, to wit:

Mr. Francis T. Lee

Mr. Jeffrey S. Yao

Mr. Rolando R. Avante

Mr. Honorio O. Reyes-Lao

Ms. Leticia M. Yao

Mr. Roberto A. Atendido

Mr. Danilo A. Alcoseba

Mr. Paterno H. Dizon - Independent Director

Mr. Benjamin R. Sta. Catalina, Jr. - Independent Director

Mr. Narciso De Leon Eraña - Independent Director

Mr. Roberto C. Uyquiengco - Independent Director

Mr. Uyquiengco will assume office as Independent Director upon the SEC approval of the proposed amendment of the Bank's Articles of Incorporation (AOI) increasing the number of directors from ten (10) to eleven (11).

APPROVAL OF THE AMENDMENT OF THE BANK'S ARTICLE OF INCORPORATION AND BY-LAWS

Upon motion duly seconded, the stockholders representing at least two-thirds (2/3) of all the outstanding capital stock of the bank and a majority of the Directors approved the proposed amendment/s of the bank's Articles of Incorporation (AOI) and By-Laws (BL):

A. Articles of Incorporation

B. By-Laws

a.) Article III, Section 1(a) – Change of the Independent Directors' qualifications FROM <u>"b.) He shall be at least a college graduate and he shall have been engaged or exposed to the business of the bank for the last five (5) years" TO <u>"b.) He shall have relevant education/experience and financial literacy". (as amended on March 21, 2018).</u></u>

ADJOURNMENT

There being no other matter to be discussed, the meeting was adjourned.

Attested by:

ATTY. ROBERTO S. SANTOS

Corporate Secretary

FRANCIS T. LEE

Chairman

ROLANDO R. AVANTE

President / CEO

Certified correct:

ATTY. ROBERTO S. SANTOS

Corporate Secretary