

MC NO. 5 Series 2017

COVER SHEET

A 1 9 9 7 0 1 5 8 4

S.E.C. Registration Number

PHILIPPINE BUSINESS BANK, INC.
a savings bank

(Company's Full Name)

350 RIZAL AVENUE EXTENSION
CORNER 8TH AVENUE GRACE PARK
CALOOCAN CITY

(Business Address: No. Street City / Town / Province)

Rolando G. Alvendia

Contact Person

363-3333 local 2004

Company Telephone Number

Month Day

Fiscal Year

Preliminary Information Statement

FORM TYPE

Month Day

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

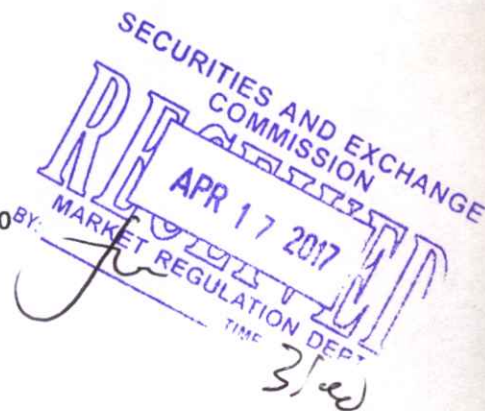
STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter PHILIPPINE BUSINESS BANK, INC.
3. Caloocan City, Philippines
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number A199701584
5. BIR Tax Identification Code 000-005-469-606
6. 350 Rizal Avenue corner 8th Avenue Gracepark, Caloocan City 1400
Address of principal office Postal Code
7. Registrant's telephone number, including area code (02) 363-33-33
8. May 26, 2017 @ 2:00 p.m. at the Diamond Hotel, Roxas Blvd. Corner Dr. J. Quintos Street, Manila.
Date, time and place of the special meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders on or before May 05, 2017.
10. In case of Proxy Solicitations:

PHILIPPINE BUSINESS BANK IS NOT SOLICITING PROXIES.
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<u>Common</u>	<u>536,458,423</u>
12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

PHILIPPINE STOCK EXCHANGE

COMMON SHARES OF STOCK

PHILIPPINE BUSINESS BANK, INC.

SEC FORM 20-IS

INFORMATION REQUIRED IN INFORMATION STATEMENT

GENERAL INFORMATION

Date, time and place of meeting of security holders.

Date : May 26, 2017
Time : 2:00 p.m.
Place : Diamond Hotel, Roxas Blvd. Corner Dr. J. Quintos Street, Manila

Mailing Address of Principal Office:

350 Rizal Avenue corner 8th Avenue,
Gracepark, Caloocan City

This information statement shall be first sent or given thru personal delivery and/or by registered mail to stockholders and/or security holders on or before May 05, 2017.

Record Date

The record date for the purpose of determining the stockholders entitled to notice of and to vote at the Annual Meeting is May 05, 2017. (the "Record Date").

Dissenters' Right of Appraisal

At the scheduled special meeting, there are corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided in Sections 81 and 82, Title X of the Corporation Code of the Philippines which state that "Sec. 81. Instances of Appraisal of right. Any stockholder of the Bank shall have the right to dissent and demand payment of the fair value of his shares in the following instances: 1) amendment to the Articles of Incorporation which has the effect of changing or restricting the rights of stockholders or extending corporate life of the corporation; 2) sale, transfer or lease of all or substantially all of the corporate properties; and 3) in case of merger or consolidation. Section 82. How right is exercised. The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares xxx."

Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- A) No current director or officer of PBB, or nominee for election as director of the Bank or any associate of any of the foregoing persons has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in stockholders' meeting, other than election to office.
- B) No director has informed PBB in writing that he intends to oppose any action to be taken by the Bank at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

- A.) Class of Voting Securities : 536,458,423 Common Shares are entitled to vote on May 26, 2017 Annual Stockholders Meeting.
- B.) Record Date : Only the stockholders of record as of May 05, 2017 are entitled to notice of and to vote at the meeting.
- C.) Foreign Ownership : 7,824,684 shares as of March 31, 2017.

A stockholder entitled to vote at the annual meeting has the right to vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact.

Security Ownership of Certain Record and Beneficial Owners

The following persons own at least five per cent (5%) of the Bank's outstanding common shares as of March 31, 2017:

Title of Class	Name, Address of Record Owners and relationship with the issuer	Name of Beneficial Owner and relationship with record owner	Citizenship	No. of shares held	Per cent of class
Common	Alfredo M. Yao 84 Dapitan St. corner Banawe St. Sta. Mesa Heights, Quezon City Stockholder	The record owner is the beneficial owner of the shares indicated	Filipino	199,865,258	37.26%
Common	Zest-O Corporation 574 EDSA Caloocan City Stockholder (Represented by Carolyn S. Yao, authorized to vote the shares of Zest-O Corp.)	The record owner is the beneficial owner of the shares indicated	Filipino	135,044,102	25.17%
Total Common Shares				334,909,360	62.43%

Security Ownership of Management

The following directors and executive officers of the Company directly own approximately [4.12%] percent of the Company's issued and outstanding common stock as of March 31, 2017 as follows:

Title of Class	Name of Director / Nationality	Present Position	No. of Shares / Nature	%
Common	Francis T. Lee / Filipino	Chairman	22,087,500 / Direct	4.12%
Common	Jeffrey S. Yao / Filipino	Vice-Chairman/Director	1,350,446 / Direct	negligible
Common	Leticia M. Yao / Filipino	Director	1,400,446 / Direct	negligible
Common	Rolando R. Avante / Filipino	President & CEO	480,040 / Direct	negligible
Common	Amador T. Vallejos, Jr. / Filipino	Director	32,146 / Direct	negligible
Common	Benjamin R. Sta. Catalina, Jr. / Filipino	Director	46,965 / Direct	negligible
Common	Paterno H. Dizon / Filipino	Director	110,465 / Direct	negligible
Common	Honorio O. Reyes-Lao / Filipino	Director	70,312 / Direct 142,187 / Indirect	negligible
Common	Roberto A. Atendido / Filipino	Director	90,625 / Direct	negligible
Common	Danilo A. Alcosoba	Director	100 / Direct	negligible
Common	Joseph Edwin S. Cabalde / Filipino	Treasurer	12 / Direct	negligible
Common	Atty. Roberto S. Santos / Filipino	Internal Legal Counsel & Corp. Sec.	12,500 / Direct	negligible

The aggregate shareholdings of the Bank's Directors and Officers as a group is 4.12%.

Directors and Executive Officers

Directors and Executive Officers:

a. The following are the names of the incumbent Directors of the Bank:

Incumbent	Age	Nationality	Position with the Bank	Date of election
Amb. Alfredo M. Yao	72	Filipino	Chairman Emeritus	Jul 26, 2010
Francis T. Lee	68	Filipino	Chairman	May 27, 2016
Rolando R. Avante	58	Filipino	President & Chief Executive Officer	May 27, 2016
Jeffrey S. Yao	49	Filipino	Director	May 27, 2016
Amador T. Vallejos, Jr.	70	Filipino	Director	May 27, 2016
Honorio O. Reyes- Lao	73	Filipino	Director	May 27, 2016
Paterno H. Dizon	79	Filipino	Independent Director	May 27, 2016
Leticia M. Yao	64	Filipino	Director	May 27, 2016
Benjamin R. Sta. Catalina, Jr.	69	Filipino	Independent Director	May 27, 2016
Roberto A. Atendido	70	Filipino	Director	May 27, 2016
Danilo A. Alcoseba	65	Filipino	Director	May 27, 2016

BUSINESS EXPERIENCE

The following is a brief description of the business experience of each of the Directors of the Bank:

Alfredo M. Yao (Filipino, 72 years old)

Mr. Alfredo M. Yao is the Chairman Emeritus of the Board of PBB. He is also currently the Chairman of Zest-O Corporation, Semexco Marketing Corp., and Asiwade Refreshments Corp. He is currently serving as President of Solmac Marketing Inc., Harman Foods (Phil.) Inc., and Amchem Marketing, Inc. He is also a former director of Export and Industry Bank. He has had training in Corporate Governance, AML and Risk Management, one conducted by the Pacific Management Forum and PBB. He has had training on CISA - for the Credit Bureau, and on SME Related Issues and other CTB Related seminars. He also had attended several PCCI Business Forum, given by PCCI and the International Trade Organization under the umbrella of the PCCI and the DTI.

Francis T. Lee (Filipino, 68 years old)

Chairman Francis T. Lee, was appointed Chairman of the Board on 26 July 2010 and last re-elected as Director on 27 May 2016. He was appointed Chief Operating Officer (COO) on 01 September 2011 before he held the Chairman position. He is currently a member of the Asset & Liability, Bid, Credit, Executive, Management, Manpower, Compensation & Remuneration, Remedial & Special Assets, and Trust Committee.

Active in the community, he served as President of the AMY Foundation - the CSR of the Yao Group of Companies, from 08 December 2003 up to 08 December 2013.

A career banker for more than 30 years, Mr. Lee started his banking career with Pacific Bank where he gained much experience and knowledge. His career progressed as he held a number of executive positions from Senior Manager rising to Senior Vice President at the Metrobank Group from 1988 to 2000 before he joined PBB.

His expertise and trainings include Philippine Institute of Banking in 1969; Corporate Governance & Risk Management for Bank's Board of Directors at the Development Finance Institute in 2002; Team Building Workshop in 2004 at PBB; Risk Awareness Seminar in 2009 at the Pacific Management Forum; and the Anti Money Laundering Act Seminar at the Bangko Sentral ng Pilipinas in 2012 and in 2014; Corporate Governance Seminar for Board of Directors on December 10, 2015.

Mr. Lee studied Bachelor of Arts in Business Administration in Manuel L. Quezon University.

Jeffrey S. Yao (Filipino, 49 years old)

Mr. Jeffrey S. Yao, was appointed to the Board in 1999. On April 01, 2016, he assumed the position of Vice-Chairman and is currently a member of the Asset & Liability, Audit, Credit, Employee Discipline, Executive, IT Steering, Management, Manpower, Compensation & Remuneration, Remedial & Special Assets, and Risk Oversight Committee.

He currently holds directorship at Asiwade Refreshments Corp. He was also appointed the Chief Operating Officer (COO) of the Zest-O Corporation since 2005.

Mr. Yao started his career in the food and beverage industry when he was appointed as Plant Manager at Harman Food Philippines from 1990 to 1995.

He completed trainings in Basic of Trust at the Trust Institute of the Philippines in 2002, Corporate Governance & Risk Management for Bank's Board of Directors at the Development Finance Institute in 2002, and the Anti Money Laundering Act Seminar at the Bangko Sentral ng Pilipinas in 2014; Distinguished Corporate Governance Speaker Series on August 24, 2015.

Mr. Yao graduated from the Ateneo De Manila University with the degree of Bachelor of Science in Management Engineering.

Rolando R. Avante (Filipino, 58 years old)

President & CEO Rolando R. Avante, was appointed to the Board on 02 November 2011 and currently a member of the Anti-Money Laundering, Asset & Liability, Credit, Employee Discipline, Executive, Management, Manpower, Compensation & Remuneration, Remedial & Special Assets, and Trust Committee. He held the position President and Chief Executive Officer since 02 November 2011.

Because of his strong background in treasury management, PBB has become one of the largest, fastest-growing and most respected savings banks. PBB was listed at The Philippine Stocks Exchange last February of 2013.

His banking career includes Vice President for Local Currency Desk at City Trust Banking Corp. from 1988 to 1994; Senior Vice President & Treasurer at Urban Bank from 1994 to 1995; First Vice President for Domestic Funds Management at Philippine Commercial International Bank from 1995 to 1999; Executive Vice President & Treasurer at China Trust (PHILS.) Commercial Bank Corp. from 1999 to 2009; Executive Vice President & Treasurer at Sterling Bank of Asia from 2009 to 2011.

He was elected President and Director at the Money Market Association of the Phil. (MART) in 1999 and elected the same position at ACI Philippines in 2011.

His training includes Money Market at the Inter Forex Corp. in 1983; Treasury Management in Times of Crisis in 1984, Bourse Game in 1987 both conducted by FINEX; Rate Risk Game in 1989, Investment Banking Fundamental in 1990, Managing People in 1991 at the Citibank APBI; Capital Market Instruments in Asia in 1992, Asset & Liability Management in 1995 both conducted by Euro money; Asian Bond Fund II Workshop in 2004 at the Asian Bank; Securitization Law in 2006 at FINEX & SEC; ACI World Congress in 2011 at ACI Phil.; Economic Outlook 2012 in 2012 at the ANZ Private Bank Exclusive; Annual Global Markets Outlook in 2012 at Deutsche Bank; Entrepreneurs Forum in 2012 conducted by Business World; AMLA Seminar in 2012 at the Bangko Sentral ng Pilipinas; CEO Business Forum in 2012 at Punong Bayan & Araullo; Cross-Border RMB Business in 2012 at Bank of China; Eco Forum in 2012 at Security Bank; Phil. Business Conference in 2012 at the Philippine Chamber of Commerce & Industry; Annual Investment Outlook 2013 in 2013 at ANZ Private Bank; Philippine Investment Summit 2013 in 2013 at the Investment Banking Group; IPO Annual Asia Pacific in 2013 at CIMB; Corporate Governance Seminar for Board of Directors on December 10, 2015.

Mr. Avante graduated from the De La Salle University with the degree of Bachelor of Science in Commerce major in Marketing Management and has taken MBA units, also from DLSU.

Amador T. Vallejos, Jr. (Filipino, 70 years old)

Mr. Amador T. Vallejos, Jr., was appointed to the Board on 27 May 1997 and last re-elected as Director on 27 May 2016. He is currently the chairman of the Risk Oversight Committee and member of the Audit, Corporate Governance, IT Steering, and Manpower, Compensation & Remuneration Committee.

Currently the General Manager of AMCHEM, he is also the Chairman of King of Travel and President of SMI Development Company.

He held directorships at the Philippine Association of Food Technology in 1988, Philippine Chamber of Food Manufacturer in 1989; and the Philippine Article Numbering Council in 1992.

He is also a member of the Professional Risk Managers International Association (PRMIA) since 2009.

From 1974 to 1976 he held the Marketing Manager position at Rockgas and transferred to Edward Keller Ltd. as the Department Manager from 1976 to 1984.

His expertise and trainings include BAI Conference and Seminars on Technology in Banking taken in 1998 and 1999 both in BAI, USA; Corporate Governance & Risk Management for Bank's Board of Directors at the Development Finance Institute in 2002, and the Anti Money Laundering Act Seminar at the Bangko Sentral ng Pilipinas in 2014; Corporate Governance Seminar for Board of Directors in November and in December, 2014; Updated Guidelines on Sound Credit Risk Management on August 07, 2015.

Mr. Vallejos graduated from the Ateneo De Manila University with the degree of Bachelor of Arts in Economics.

Honorio O. Reyes- Lao (Filipino, 73 years old)

Mr. Honorio O. Reyes-Lao, was appointed to the Board on 30 April 2010 and last re-elected as Director on 27 May 2016. He is currently the chairman of the Bank's Trust Committee and member of the Risk Oversight Committee.

A seasoned banker, he has more than 40 years of experience in corporate and investment banking, branch banking and credit management, where he started his banking career at China Banking Corporation in 1973 to 2004. He was appointed Senior Management Consultant in 2005 to 2006 at East West Banking Corporation.

His expertise was sought by Antel Group of Companies, as Consultant, in 2007 to 2009 and was appointed President at Gold Venture Lease and Management Services, Inc. from 2008 to 2009.

Currently, he is an independent and non-executive director at the DMCI Holding Corporation and a Member of the Society of Institute of Corporate Directors (ICD) Fellows since 2004.

His background and trainings include Overall Banking Operations at the Philippine Institute of Banking in 1971 to 1972; Director Certification Program at the Institute of Corporate Directors (ICD) in 2004; and the AMLA Seminar at the Bangko Sentral ng Pilipinas in 2014; ASEAN Corporate Governance Conferences and Awards 2016 on November 14, 2015; Distinguished Corporate Governance Speaker Series on August 24, 2015.

Mr. Lao holds a post-graduate degree, Masters in Business Management, from the Asian Institute of Management and he graduated with a double degree in Bachelor of Science in Business Administration major in Economics and Bachelor of Science in Commerce major in Accountancy from the De La Salle University.

Danilo A. Alcoseba (Filipino, 65 years old)

Mr. Danilo A. Alcoseba was the former President & CEO of PBB and was appointed to the Board on 27 May 2016. He is currently a member of the Audit, Corporate Governance, and Risk Oversight Committee. Mr. Alcoseba obtained his college degree, Bachelor of Science in Commerce, Major in Accounting, at the University of San Carlos. He is also a post-graduate in Industrial Economics at the University of the Philippines in 1976. His work experience include: Branch Head at Bancom Development Bank, Cebu Branch from 1977-1979, Assistant Vice-President of Traders Royal Bank from 1979-1983, First Vice-President/Treasury Division of Boston Bank of the Philippines from 1983-1998 and Consultant at SM Investments Corporation from 2005-2007. He also had various trainings and seminars in banking related fields notably in financial derivatives, fixed

income trading, foreign exchange, investment banking, corporate governance, risk management and international trade.

Roberto A. Atendido (Filipino, 70 years old)

Mr. Roberto A. Atendido, was appointed to the Board on 26 May 2006 and last re-elected as Director on 27 May 2016. He is currently a member of the Audit, Risk Oversight and Corporate Governance Committee.

He is a seasoned investment banker and a recognized expert in the field with over 30 years of investment banking and consulting experience in the Philippines and in the ASEAN region. Mr. Atendido started his career in consulting with the management services group of Sycip, Gorres & Velayo, the largest accounting and consulting group in the Philippines. He began his investment banking career in Bancom Development Corporation, the leading investment house in the Philippines during the late 60's and 70's. He was later posted as Vice President of Bancom International Ltd in HK from 1980-1982. He then moved to PCI Capital Asia, Ltd. (HK) as Vice President from 1982-1983. The PCI Group posted him in Indonesia as Managing Director of PT Duta Perkasa Chandra Inti Leasing, a joint venture between the PCI Group of the Philippines and Bank Duta and Gunung Agung Group of Indonesia, from 1983-1988. Mr. Atendido moved back to the Philippines in 1988 as President of Asian Oceanic Investment House, Inc., a fully owned subsidiary of the Asian Oceanic Group of HK. The company was later bought by the Insular Life Group and renamed Insular Investment & Trust Corporation. In 1996, Mr. Atendido together with several investors organized Asian Alliance Holdings & Development Corporation (AAHDC) and later established Asian Alliance Investment Corp. (AAIC) as a wholly owned investment banking subsidiary. He is currently President of AAHDC and Executive Vice Chairman of AAIC.

Currently, Mr. Atendido is a member of the Board of Directors of Paxys Inc., Philippine Business Bank, PICOP Resources, Inc., Pharmarex, Inc. Ardent Property Development Corp., First Ardent Property Corp., and GEM Communications & Holding Corp. He is also Vice Chairman and Director of Sinag Energy Philippines, Inc., (since 2008), Chairman and President of Myka Advisory and Consulting Services, Inc. (since 2010).

He has also held directorships in the past in the Philippine Stock Exchange (2005-2009), Securities Clearing Corporation (2006-2010), Export & Import Bank as an Independent Director (2006-2012), Marcventures Holdings, Inc. (2010-2013), Carac-An Development Corp. as Chairman from 2010-2013, Beneficial Life Insurance Corp. from 2008-2014.

He has equipped himself with trainings in Corporate Governance & Risk Management for the Bank's Board of Directors at the Development Finance Institute in 2003; Risk Management and Basel 2 Seminar at the Export & Industry Bank in 2007. Earlier this year, he attended the Anti-Money Laundering Act Seminar at the Bangko Sentral ng Pilipinas, Distinguished Corporate Governance Speaker Series on August 24, 2015, 2015 Distinguished Corporate Governance Speaker Series 2 on September 15, 2015 and 2015 Distinguished Corporate Governance Speaker Series 3 on November 06, 2015

Mr. Atendido is a graduate of the Asian Institute of Management with a Master's in Business Management Degree in 1973. He completed his Bachelor of Science in Management Engineering from the Ateneo de Manila University.

Apart from his business activities, Mr. Atendido is also active in the Brotherhood of Christian Businessmen and Professionals, a nation-wide Christian community where he served as Chairman from 2009-2011.

Leticia M. Yao (Filipino, 64 years old)

Leticia M. Yao was appointed to the Board in 2009 and last re-elected as Director on 27 May 2016. She is currently a member of the Trust Committee.

A well-respected figure in the healthcare industry, Yao was appointed at the United Doctors Medical Center (UDMC) as a Consultant at the Department of Medicine from 1991 to 2012.

She proceeded along trainings for Corporate Governance & Risk Management for Bank's Board of Directors at the Development Finance Institute in 2002 and further taken the Risk Awareness Seminar at the Pacific Management Forum in 2009. Earlier this year, she attended the AMLA Seminar at the Bangko Sentral ng Pilipinas, Distinguished Corporate Governance Speaker Series on August 24, 2015 and Corporate Governance Seminar for Board of Directors on December 10, 2015 to hone her skills as Director of PBB.

Most recent, he attended the Corporate Governance & Risk Management for Bank's Board of Directors at the Development Finance Institute in 2003, and the Anti Money Laundering Act Seminar in 2014, Distinguished Corporate Governance Speaker Series on August 24, 2015 and 2015 Distinguished Corporate Governance Speaker Series 2 on September 15, 2015.

Mr. Sta. Catalina is a graduate of the Asian Institute of Management with a post graduate degree of Masters in Business Management. He finished his Bachelor of Science in Management Engineering from the Ateneo De Manila University.

b. EXECUTIVE OFFICERS:

The following are the Executive Officers of the Bank, and their respective age, citizenship and position as of March 31, 2017:

Rolando R. Avante (Filipino, 58 years old)

President & CEO Rolando R. Avante was appointed to the Board on 02 November 2011 and currently a member of the Anti-Money Laundering, Asset & Liability, Credit, Employee Discipline, Executive, Management, Manpower, Compensation & Remuneration, Remedial & Special Assets, and Trust Committee. He held the position President and Chief Executive Officer since 02 November 2011.

Because of his strong background in treasury management, PBB has become one of the largest, fastest-growing and most respected savings banks. PBB was listed at The Philippine Stocks Exchange last February of 2013.

Mr. Avante, a banking industry veteran with more than three decades of experience, is guiding Philippine Business Bank through a brand resurgence.

His banking career includes Vice President for Local Currency Desk at City Trust Banking Corp. from 1988 to 1994; Senior Vice President & Treasurer at Urban Bank from 1994 to 1995; First Vice President for Domestic Funds Management at Philippine Commercial International Bank from 1995 to 1999; Executive Vice President & Treasurer at China Trust (PHILS.) Commercial Bank Corp. from 1999 to 2009; Executive Vice President & Treasurer at Sterling Bank of Asia from 2009 to 2011.

He was elected President and Director at the Money Market Association of the Phil. (MART) in 1999 and elected the same position at ACI Philippines in 2011.

His training includes Money Market at the Inter Forex Corp. in 1983; Treasury Management in Times of Crisis in 1984, Bourse Game in 1987 both conducted by FINEX; Rate Risk Game in 1989, Investment Banking Fundamental in 1990, Managing People in 1991 at the Citibank APBI; Capital Market Instruments in Asia in 1992, Asset & Liability Management in 1995 both conducted by Euro money; Asian Bond Fund II Workshop in 2004 at the Asian Bank; Securitization Law in 2006 at FINEX & SEC; ACI World Congress in 2011 at ACI Phil.; Economic Outlook 2012 in 2012 at the ANZ Private Bank Exclusive; Annual Global Markets Outlook in 2012 at Deutsche Bank; Entrepreneurs Forum in 2012 conducted by Business World; AMLA Seminar in 2012 at the Bangko Sentral ng Pilipinas; CEO Business Forum in 2012 at Punong Bayan & Araullo; Cross-Border RMB Business in 2012 at Bank of China; Eco Forum in 2012 at Security Bank; Phil. Business Conference in 2012 at the Philippine Chamber of Commerce & Industry; Annual Investment Outlook 2013 in 2013 at ANZ Private Bank; Philippine Investment Summit 2013 in 2013 at the Investment Banking Group; IPO Annual Asia Pacific in 2013 at CIMB; Corporate Governance Seminar for Board of Directors on December 10, 2015.

Mr. Avante graduated from the De La Salle University with the degree of Bachelor of Science in Commerce major in Marketing Management and has taken MBA units, also from DLSU.

Atty. Roberto S. Santos (Filipino, 67 years old)

Attorney Roberto S. Santos is the Corporate Secretary and holds the position of Vice-President and Head of the Legal Services Group. In his 40-year experience in banking and finance, he was a Manager with Traders Royal Bank since 1980 and subsequently held various executive positions with Security Bank from 1982 to 1999 and was also General Manager of Security Finance Company from 1997-2001. He was the Head of the Legal Department of Metrobank Card Corporation from 2002 to 2004 and joined PBB as Assistant Vice-President in 2008.

He is currently a member of the Anti-Money Laundering, Employee Discipline, Management, and Remedial & Special Assets Committee.

Joseph Edwin S. Cabalde (Filipino, 47 years old)

Mr. Joseph Edwin S. Cabalde is the Treasurer and holds the position of Senior Vice-President and Head of the Treasury Services Group. His work experience include: Accounting Assistant and Assistant Secretary Head of China Banking Corporation (1991 to 1993), Treasury Officer of Urban Bank Inc. (1993 to 1995), Manager and Chief Dealer of Bangkok Bank Manila, and of Bank of Tokyo Mitsubishi (1995 to 2004), Treasury Head of Oilink International (2004 to 2007), Assistant Vice-President and Treasurer of EEI Corporation (2007 to 2008). He also attended the Corporate Good Governance and AML Seminars sponsored by PBB.

Mr. Cabalde is a member of the Bank's Asset & Liability, IT Steering and Management Committee.

Teresita S. Sion (Filipino, 64 years old)

Ms. Teresita S. Sion is the Assistant Vice President and Trust Officer of PBB. She started as Per Pro of the Trust Services Group at Philippine Commercial International Bank from 1976 to 1991. She was the Officer-in-Charge of the Trust Banking Group of Metropolitan Bank and Trust Company from 1991 to 1995. In October 1995 she became the Senior Manager of the Trust and Investment Department, the position she held until September of 1998. From October 1998 to November 2006, she was the Vice President and Head of the Trust Banking Group of Export and Industry Bank, Inc. She was the Consultant on Financial Matters of MRC Allied, Inc from August 2008 to May 2009. She was also the Consultant for Trust Banking Sector of Asiatrust Development Bank from May 2009 to July 2009 and in July 2009 was appointed as Vice President and Trust Officer of the same bank until February 2012. She joined PBB in February 2012 as Marketing and Business Development Officer and became the Assistant Vice President and Trust Officer on November of the same year. Currently, she is a member of the Bank's Management and Trust Committee.

Efren P. Mercado (Filipino, 67 years old)

Mr. Efren P. Mercado is the Vice President / Head of the PBB's Commercial Banking Group - Centers 3&4 and member of the Asset & Liability and Management Committee. He started as Paymaster at Del Mar Carriers from 1968 to 1970. His banking career started at Philippine Banking Corporation from 1970 to 1988 with a variety of positions from Rank and File to Managerial. He joined China Banking Corporation in 1992 to 2005 and had held several Managerial and Executive positions including Branch Manager, Area Head and Senior Assistant Vice President. He joined PBB in March 2011.

Laurence R. Rapanut (Filipino, 54 years old)

Ms. Laurence R. Rapanut is the Assistant Vice President and Internal Auditor of PBB. She is currently a member of the Bid, Employee Discipline, and Management Committee. Her work experience include: Junior Examiner of Far East Bank and Trust Company (June 1985 to January 1988); Junior Examiner to Branch Controller of First Philippine International Bank (September 1988 to January 1995); Branch Accountant to Senior Assistant Manager of Westmont Bank (April 1996 to December 2000); Senior Assistant Manager to Manager of United Overseas Bank (January 2001 to January 2006). She joined PBB in March 2006 as Supervising Examiner of Internal Audit Center.

Felipe V. Frigal (Filipino, 62 years old)

Mr. Felipe V. Frigal is the First Vice-President / Group Head of the Branch Banking Group and member of the Bank's Anti-Money Laundering, Asset & Liability, Bid, Credit, Employee Discipline, IT Steering, and Management Committee. His work experience include: Cashier of United Coconut Planters Bank (UCPB) Head Office (1984-1986) Branch Accountant of UCPB, Northern Luzon Branches (1986-1989) Assistant Manager - Cashier of UCPB (1989-1991) Senior Assistant Manager - Cashier of UCPB (1991-1992) Senior Manager of UCPB (1992-1998) Assistant Vice-President - SMC Branch Head of UCPB (1998-1999) Assistant Vice-President GMA 6 Area Head (1999-2003).

Agustin E. Dingle, Jr. (Filipino, 60 years old)

Mr. Agustin E. Dingle is the First Vice-President / Chief Compliance Officer of PBB and member of the Anti-Money Laundering and Management Committee. His work experience include: Chief Compliance Officer of China Bank Savings (2010-2012), Head, Reports Section / Accounting Department (1997-1998), Senior Bank

Examiner of Central Bank of the Philippines (1985-1994), Reconciliation Analyst of Philippine National Bank (1979-1985) and Loans Bookkeeper of Banco Filipino (1977-1979). He is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants. He held various managerial and executive positions with PBB: Assistant BBG/BOCC head (1998-2001), Internal Auditor and Chief Compliance Officer (2002-2009).

Roselle M. Baltazar (Filipino, 42 years old)

Ms. Roselle M. Baltazar is the First Vice-President / Assistant Comptroller & Head of Central Operations Group of PBB and member of the Anti-Money Laundering, IT Steering, and Management Committee. In 1999, she joined PBB and held various managerial and executive positions including: Senior Manager / Head- central Operations Group (2004-2005), Senior Manager / Head- Branch Operations Control Center (2001-2004), Senior Manager / Head- General Services Group (2001-2003), Manager / Head- Systems and Methods Sector (2000-2001) and Assistant Manager / Senior Systems Analysts (1999-2000). She started her banking career at Westmont Bank (now United Overseas Bank) as: Accountant (1996-1999), Audit Examiner II (1995-1996), Loan Assistant (August-October 1995) and CASA Bookkeeper (June-August 1995). She is a Certified Public Accountant and a Civil Service (Professional & Sub-Professional) passer.

Eduardo R. Que (Filipino, 55 years old)

Mr. Eduardo R. Que is the Vice-President / Head of Corporate Banking Group and member of the Asset & Liability and Management Committee. His professional experience include: International Banking (Foreign/Domestic Trade Finance), SWIFT (Society for Worldwide Inter-bank Financial Telecommunication) Operations, Branch Operation Officer Training Program - (class "topnotcher") and Lecturer in the Officer Training Program (OD) for twenty (20) years. Before he joined PBB in 2012 he was the Vice-President/Senior Account Officer in Account Management Division of Allied Banking Corporation.

Clarissa S. Rivera (Filipino, 47 years old)

Ms. Clarissa S. Rivera is the Vice President / Head of Consumer Banking Group of PBB and member of the Asset & Liability and Management Committee. She graduated with the degree of BSBA-Accounting from Miriam College and is a Certified Public Accountant. Ms. Rivera also holds the degree of Doctor of Business Administration from Colegio de San Juan de Letran. She was previously connected with Planters Development Bank as Manager and Head of Credit and Customer Service (2004 to 2008); Assistant Manager/Account Officer of International Exchange Bank (2002 to 2004); Manager/Account Officer of Asiatrust Bank (2001 to 2002); and occupied various positions with Shopping Center Management Corporation, CIPI Leasing & Finance Corporation and Philippine National Bank. She joined PBB in June 2008.

Miami V. Torres (Filipino, 55 years old)

Ms. Miami V. Torres is the Vice-President / Head of the Credit Management Group and member of the Credit and Management Committee. She is a graduate of AB Behavioral Science and BSC Accounting from the University of Santo Tomas. She is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants. She has with her 29 years of banking experience. She started in 1984 as a junior bookkeeper in UCPB, handling SA, CA, CTD, Proofsheets, GL and remittances. She had 2 years experience as a Senior Analyst in the same Bank before she became an officer. As an officer, she was assigned as Branch Operations Officer and Branch Marketing Officer. Her last stint with UCPB was as Branch Head for Pasay Rotonda Branch. From 2002 to present she held various managerial and executive positions with PBB: Branch Head, Antipolo Branch (2002), Section Head, Remedial & Special Assets Management Group (RSAM) (2003), Head, Credit Services Group (2006-2008), Head, RSAM (2008-2010) and Head, Credit Services Group (2010-present).

Atty. Leonardo C. Bool (Filipino, 53 years old)

Atty. Leonardo C. Bool, is the Assistant Corporate Secretary holding the position of Assistant Vice President and member of the Management Committee. He obtained his college degree, Bachelor of Science in Commerce, Major in Accounting, at the University of Santo Tomas. Also, he obtained his Bachelor of Laws (LIB) at the same University. He is a Certified Public Accountant and a Lawyer at the same time. Prior to joining Philippine Business Bank, Atty. Bool was employed with Philippine Banking Corporation (later on merged with Global Business Bank) for 13 years from 1987 to 2000. From 2000 to 2004, he was with Export & Industry Bank (EIB). After his resignation with EIB, starting 2005 to 2010, he engaged in a full time law practice handling civil, criminal, labor, corporate and administrative cases.

John David D. Sison (Filipino, 32 years old)

Dave Sison joined Philippine Business Bank in July 2014. He leads the Bank's Corporate Planning Group, which plays a key role in the bank's strategic management, investor relations functions, and M&A initiatives. He is also part of the MIS unit that leads the profit planning performance analysis of the Bank as well as assist senior management in the process of decision-making, develop accurate and clear presentation of financial and operational data, and stand as the foundation of the IT process for the core banking system. Mr. Sison is a member of the Bank's Asset & Liability and Management Committee.

Prior to PBB, he was a private equity analyst with KGL Investment Company Asia since 2008. Before joining KGL, Dave was an investment banking associate with PNB Capital & Investment Corporation, a boutique investment bank offering financial advisory, debt syndications, and corporate finance services. He began his career in finance as an investor relations analyst with ABS-CBN Corporation.

He graduated in 2006 with a Bachelor of Science degree in Management Engineering (an Honors Program) from the Ateneo de Manila University where he received training in traditional management disciplines (marketing, finance, operations management, organizational behavior, and strategic management), economics, and the social sciences in combination with skills development in qualitative and quantitative analysis, mathematics, statistics, and operations research.

Belinda C. Rodriguez (Filipino, 55 years old)

Belinda C. Rodriguez joined Philippine Business Bank on January 18, 2016 as Chief Risk Officer (CRO) and member of the Bank's Asset & Liability and Management Committee. As CRO, she is responsible for the supervision of the implementation of the risk management framework as part of corporate governance whereby policies and best practices are instituted.

She is a seasoned bank executive with 33 years of experience in the financial services industry and a strong background in enterprise risk management honed from exposure from employment both on the regulator (BSP) and regulated private and government banks. Most recently, she served as First Vice President for Asia United Bank, where she held various positions she held for fifteen years that included the CRO and head of the branch banking & treasury operations.

She held executive positions with Town Savings Bank, Dao Heng Bank, and Land Bank of the Phil. During her career, she has managed a number of activities, including treasury operations and compliance operations. Other areas of expertise include audit, compliance, remittance, and risk reduction through improved controls.

Ms. Rodriguez has participated in various banking industry forums on risk management, regulatory compliance, AMLA, and credit risk. She is a Certified Public Accountant (CPA) and has completed her MBA Degree from the Ateneo Graduate School of Business (AGSB). She is a graduate of Polytechnic University with a degree in Commerce major in Accounting.

Consuelo V. Dantes (Filipino, 54 years old)

Consuelo V. Dantes is appointed as the Human Resources Group Head with the rank of Senior Vice-President effective March 1, 2017. She brings with her 33 years of expertise in the field of Human Resources Management, Corporate Support Services Group and Business Unit Management. She was recently employed with EastWest Bank (EWB) as Human Resources Group Head from (May 16, 2013 to July 31, 2016). Apart from being the Head of HRG, she was also the Chief of Staff (May 16, 2012 to May 15, 2013) under the Office of the President where she worked with 12 units (Credit, Human Resources, Collection and Asset Recovery, Legal Services, Customer Service, Consumer Lending, Corporate Banking and Administrative Services).

Prior to her stint with EWB, she was with PlantersBank (now China Bank Savings) for 22 years (June 18, 1990 to March 31, 2012) where she held various lead positions in Human Resources, Corporate Communications, Corporate Planning, Collection and Asset Recovery. She was an international consultant for Human Resource Management under ShoreCap Exchange, the training arm of ShoreCap International, and worked as consultant with Cambodia Entrepreneur Building Co., Ltd. in Cambodia. She was also speaker/facilitator in seminar-workshops conducted by ShoreCap Exchange in Chennai, India and Luxembourg. Also, during her stint with PlantersBank (now ChinaBank Savings) she was at one point appointed as the President and Chief Operating Officer of PDB-FMO Development Center (PDCenter).

In addition, Ms. Dantes' other banking experiences also include stints with the following banks: Boston Bank of the Philippines (now Bank of Commerce - Branch Marketing and Development Group / Manager), Asiatrust Bank - Manager of Market Planning Group, (Security Bank Corporation - Branch Manager of Buendia Branch.

A Cum Laude graduate from University of the Philippine - Diliman with a degree in Bachelor of Arts in Economics, she took her MBA units with De La Salle University.

Rosendo G. Sia (Filipino, 61 years old)

Rudy Sia joined Philippine Business Bank in July 2016. He leads the bank's Business Development Group as Senior Vice President and Head of the Visayas and Mindanao Region to assist PBB in acquiring new customers and market additional products or services to existing clients.

He began his career as a bank examiner at the Central Bank of the Philippines from 1984 to 1988, then later joined Land Bank of the Philippines as a Branch Manager from 1988 to 1993 where he was assigned in Tuguegarao, Cebu and Dumaguete. He then transferred to the private sector when he joined Metropolitan Bank & Trust Company from 1993 to 2012 as Branch Head in Manila area where he rose from Senior Manager to Senior Vice President. Before joining PBB he was connected with Asia United Bank as the SVP and Branch Lending Group Head, then became the Region Head for the Visayas and Mindanao Areas from 2012 to 2016.

Mr. Sia is a Certified Public Accountant and a graduate of the De La Salle University in 1977 where he also finished his MBA degree from the same university.

Reynaldo T. Boringot (Filipino, 59 years old)

Rey Boringot joined Philippine Business Bank in July 2016. He leads the bank's Business Development Group as Senior Vice President and Head of the Luzon Region and is responsible for bringing in new business for the bank through a variety of sales techniques and market additional products or services to existing clients.

He began his career with Pacific Bank from 1980 to 1985 then proceeded as an Acting Manager at Metropolitan Bank & Trust Company from 1986 to 2003, then rose as a Senior Manager and Center Head where he was assigned in Malabon and Edsa-Caloocan. He then joined Asia United Bank from 2003 to 2016 as Vice President and Area Head in Edsa-Caloocan.

Mr. Boringot graduated from the University of the East in 1980 with a degree in Bachelor of Science in Commerce major in Management. He took his MBA units from the Phil. School of Business Administration.

Jacqueline A. Korionoff (Filipino, 39 years old)

Jacq is the Asst. Vice President and Center Head of the Commercial Banking I at Philippine Business Bank, a position she has held effective April 1, 2016, and member of the Asset & Liability Committee. Before she joined PBB, she already worked with the banking industry since 2002.

She first started as an executive secretary at the New City Toys Manufacturing from 1999 to 2000, then joined the banking industry as Document Analyst at the Jade Progressive Savings and Mortgage Bank in 2002. She started as a Marketing Assistant in PBB under the Account Management Group 1 from 2001 to 2002, then was promoted to Account Officer from 2002 to 2004. Under the same group, she became an Assistant Manager from 2004 to 2005, then Senior Assistant Manager from 2005 to 2006. In 2006, she was promoted to Manager then to Senior Manager in 2008.

Jacq has participated in various banking seminars, particularly on credit and Corporate Governance. She is a graduate of the University of Santo Tomas with a degree in Bachelor of Arts major in Economics in 1999. She took her Masters in Business Administration in 2004, also from UST where she graduated Cum Laude. She took up a one-year course on Trust Operations and Investment Management from the Trust Institute Foundation of the Philippines of the Asian Institute of Management (AIM) where she passed the course with distinction.

Iris P. Almerino (Filipino, 37 years old)

Iris is the Asst. Vice President and Center Head of the Commercial Banking II at Philippine Business Bank, a position she has held effective April 1, 2016, and member of the Asset & Liability Committee. Before she joined the bank, she already worked with private companies under the accounting department from 2001 to 2006.

She started as a Marketing Assistant in PBB in 2007 to 2009, and then was promoted to Manager and Account Officer from 2009 to 2015 under Account Management Group 1. On that same year Iris was promoted to Senior Manager and Market Head under the Branch Lending Unit 1 where she handled the Binondo and Caloocan accounts.

Iris has participated in various banking seminars, particularly on credit and AMLA. She is a graduate and an academic scholar of the New Era University with a degree in Business Administration major in Management, and is consistent in the dean's list program. She took her Masters in Business Administration degree from Rizal Technological University.

Election of Members of the Board

There will be election of the members of the Board during the annual stockholders' meeting. The Stockholders of PBB may nominate individuals to be members of the Board of Directors. The deadline for submission of nominees is May 02, 2017. Upon the filing of the Definitive Information Statement, any changes in the list of nominees for regular directors shall be immediately communicated to SEC and the stockholders in a manner allowed by law.

All nominations for directors, including the independent directors, shall be addressed to the following:

Corporate Governance and Compliance Committee
PHILIPPINE BUSINESS BANK CORPORATE CENTER
350 Rizal Ave., Corner 8th Ave.,
Grace Park, Caloocan City

ATTY. ROBERTO S. SANTOS
Corporate Secretary
3/F PBB Corporate Center
350 Rizal Avenue corner 8th Avenue,
Gracepark, Caloocan City

All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance and conformity of their nominee. The nomination must indicate whether the nominees are intended to be independent directors and shall contain the nominees age, educational attainment, full disclosure of work and/or business experience and/or affiliations. The Directors and Independent Directors shall be elected from among the Bank's Stockholders. All nominees for Directors and Independent Directors must possess the minimum requirements/qualifications and none of the disqualifications prescribed by Article III of the By-Laws, Bangko Sentral ng Pilipinas, Securities and Exchange Commission, and other regulatory agencies/offices of listed banks, which include Sec. 23 and 27 of The Corporation Code (BP Blg. 68). Sec. 15 of The General Banking Law (RA No. 8791), Sec. 38 of The Securities Regulation Code, Sec. 38 of the Revised Implementing Rules and Regulations (RIRR) of the Securities Regulation Code. Sec. X141 of the Manual of Regulations for Banks, and relevant circulars or memoranda.

After the nomination, the Nomination Committee shall prepare a Final List of Candidates, which shall contain all the information about all the nominees for Independent Directors as required under existing rules and regulations. The list shall be made available to the Securities and Exchange Commission and to all the stockholders through the filing and distribution of the Information Statement or in such other reports required by the Securities and Exchange Commission. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.

The Nomination Committee consists of Paterno H. Dizon, Chairman, Amador T. Vallejos, Jr., Member, Benjamin R. Sta. Catalina, Jr., Member, Roberto A. Atendido, Member and Danilo A. Alcoseba, Member.

The nomination Committee created under PBB's Revised Manual on Corporate Governance endorsed the nominees for independent directors for re-election at the upcoming annual stockholders' meeting, in accordance with the qualification set forth in the Manual, as follows:

- (1) He is a holder of at least one (1) share of stock of PBB;
- (2) He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education;
- (3) He shall be at least twenty-one (21) years old;

- (4) He shall have proven to possess integrity and probity;
- (5) He should possess all the qualification required under pertinent regulation of the Bangko Sentral ng Pilipinas; and
- (6) He is not hostile to or antagonistic to, or engaged in any business, which competes with or is antagonistic to that of the Bank or any of its affiliates and subsidiaries.

Involvement in Certain Legal Proceedings

None of the directors, nominees for election as director, executive officers or control persons of the Bank have been involved in any legal proceedings during the past five (5) years, including without limitation being the subject of any:

- i) bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time;
- ii) conviction by a final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- iii) order, judgment or decree not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities commodities or banking activities;
- iv) order or judgment of a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization finding him/her to have violated a securities or commodities law or regulation.

Family Relationships

Amb. Alfredo M. Yao and Leticia M. Yao are siblings.

Jeffrey S. Yao, married to Liza Jane T. Yao, FVP-Treasury Services Group, is the son of Amb. Yao.

Other than the foregoing, there are no family relationships either by consanguinity or affinity up to the fourth civil degree between and among directors and executive.

Item 6. Compensation of Directors and Executive Officers

The following table sets forth the aggregate compensation received by its key management officers:

In Php millions		Aggregate Compensation Paid as a Group		
NAME	POSITION	2015	2016	2017 (estimate)
CEO & the four (4) most highly compensated officers of the Bank namely: Rolando R. Avante Joseph Edwin S. Cabalde Agustin E. Dingle, Jr. Reynaldo T. Boringot Consuelo V. Dantes	President & CEO SVP/Treasurer FVP/Head - Compliance SVP/Business Development Officer SVP/Human Resources Group Head	21.95	23.81	28.79

Total Aggregate Compensation of the CEO and the Top 4 Most Highly Compensated Officers of the Bank:	Salary	Other Compensation	Bonus	Total
2015	10.87	6.68	4.40	21.95
2016	12.54	6.53	4.74	23.81
2017 (Estimate)	15.16	7.98	5.65	28.79

Compensation of Directors

Each director of the Bank receives a per diem allowance of Php20,000.00 determined by the Board of Directors for attendance in a Board meeting and a Php5,000.00 allowance for attendance in a committee meeting. The Directors are also entitled to a monthly gasoline allowance of Php5,000.00. Except as disclosed above, none of these Directors receive any additional compensation for any special assignments. Except for each of the individual Directors' participation in the Board, no Director of the Bank enjoys other arrangements such as consulting contracts or similar arrangements.

Item 7. Independent Public Accountants

The current external auditor is Punong Bayan & Araullo (P&A).

Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

There were no disagreements with P&A and Co. on accounting and financial disclosures.

Availability of Accountants

Punong Bayan and Araullo (P&A), a member firm of Grant Thornton International Limited, has been the bank's independent accountant for the last eleven (11) years and is again recommended for appointment at the scheduled stockholders meeting.

Representatives of P&A are expected to be present at the meeting to respond to matters relating to the Auditor's report on the 2016 financial statements of the bank that maybe pertinently raised during the meeting. Their representatives will be given opportunity to make a statement if they so desire.

Members of Audit Committee

The following are the members of the Audit Committee:

- | | | |
|------------------------------------|---|-------------------------------|
| 1.) Benjamin R. Sta. Catalina, Jr. | - | Chairman/Independent Director |
| 2.) Paterno H. Dizon | - | Independent Director |
| 3.) Amador T. Vallejos, Jr. | - | Director |
| 4.) Jeffrey S. Yao | - | Director |
| 5.) Roberto A. Atendido | - | Director |
| 6.) Danilo A. Alcoseba | - | Director |

Actions with respect to reports

The following matters will be submitted for approval of the stockholders at the Annual Stockholders Meeting on May 26, 2017.

- 1.) Approval of the Minutes of the Annual Stockholders Meeting held on May 27, 2016
- 2.) President & CEO's report on management operations for 2016
- 3.) Ratification of Past Actions of the Board and of Management
- 4.) Ratification/Confirmation of the appointment of external auditor by the Board of Directors
- 5.) Election of Directors for 2017-2018
- 6.) Approval of the Dividend Declaration

In the May 27, 2016 Annual Stockholder's Meeting the following matters were presented before the body:

- 7.) Approval of the Minutes of the Annual Stockholders Meeting held on May 29, 2015
- 8.) President & CEO's report on management operations for 2015
- 9.) Ratification of Past Actions of the Board and of Management
- 10.) Ratification/Confirmation of the appointment of external auditor by the Board of Directors
- 11.) Election of Directors for 2016-2017
- 12.) Approval of the Amendment of the Articles of Incorporation

Voting Procedures

Vote Requirement

- 1.) For election of Directors
Pursuant to Section 24 of the Corporation Code, the ten (10) nominees receiving the highest number of votes shall be declared elected.
- 2.) For other matters submitted to a vote, a majority vote of the shareholders present either in person or by proxy is necessary for the approval of such matter.

The method of counting the votes of the shareholders shall be in accordance with the general provisions of the Corporation Code of the Philippines. Counting will be done by tabulation of the votes by the Corporate Secretary with the assistance of his staff and the stock and transfer agent.

The Bank undertakes to provide without charge to each person solicited, upon written request of such person, a copy of the Bank's annual report on SEC Form 17-A. Requests may be sent to Rolando G. Alvendia, 4/F PBB Corporate Center, 350 Rizal Avenue corner 8th Avenue, Gracepark, Caloocan City.

The Bank likewise undertakes to provide without charge to each person solicited, during the Annual Stockholder's Meeting, a copy of SEC Form 17Q containing PBB's Interim Financial Statements, Management Discussion and Analysis of Financial Condition and Results of Operation.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Caloocan City on _____.

By:



ATTY. RIBERTO S. SANTOS
Corporate Secretary