



PHILIPPINE
BUSINESSBANK
a savings bank

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that pursuant to Section 4, Article II of the Amended By-Laws, the Annual Stockholder's Meeting of **PHILIPPINE BUSINESS BANK ("PBB")** will be held on Friday, May 26, 2017 at 2:00 PM at the Diamond Hotel Philippines, Roxas Boulevard corner Dr. J. Quintos Street, Manila, Philippines, to confirm and ratify the following actions of the Board of Directors, to wit:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the 2016 Annual Stockholder's Meeting
5. President's Report
6. Ratification of the Audited Financial Statements for the year ending 31st December 2016
7. Ratification of the Acts and Resolutions of the Board of Directors and Management for 2016
8. Election of the Members of the Board of Directors including two (2) Independent Directors to serve for 2017-2018
9. Appointment of External Auditor
10. Approval of the Dividend Declaration
11. Adjournment

Stockholders who will not, are unable to, or do not expect to attend the meeting in person may, at their option, designate their authorized representatives by means of Proxy. The Proxy instrument must be duly notarized and must be submitted to **Atty. Roberto S. Santos**, at the Office of the Corporate Secretary, located at 3/F PBB Corporate Center, 350 Rizal Avenue, corner 8th Ave., Grace Park, Caloocan City or **Stock Transfer Service, Inc.** at 34-D Rufino Pacific Tower 6784 Ayala Avenue, Makati City **not later than May 16, 2017.**

Only Stockholders of Record as of 5:30 p.m. of May 05, 2017 shall be entitled to vote at this meeting.

ATTY. ROBERTO S. SANTOS
Corporate Secretary

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES

The nomination and election of the members of the Board of Directors should be in accordance with the nomination forms, procedure and requirements adopted by the Board of Directors. Any Stockholder may obtain the required nomination form from and must submit their nominations to the Corporate Governance and Compliance Committee or the Corporate Secretary at the following address not later than May 05, 2017.

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
PHILIPPINE BUSINESS BANK CORPORATE CENTER
3rd Flr., Legal Services Center,
350 Rizal Ave., Corner 8th Ave.,
Grace Park, 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 nominees. The Nomination must indicate whether the nominees are intended to be independent directors and shall contain the nominee's 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 bank, which includes Sec 23 and 27 of the Corporation Code (B.P. Blg. 68), Sec 15 of The General Banking Law Rules and Regulation (RIRR) of the Securities Regulation Code, Sec X141 of the Manual of Regulations for Banks, and relevant circular or memorandum.

Please be guided accordingly.



ATTY. ROBERTO S. SANTOS
Corporate Secretary