

## 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 29, 2026 at 2:00 PM to be conducted virtually via Zoom to confirm and ratify the following agenda, to wit:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Annual Stockholders Meeting held on May 30, 2025
5. President & CEO's report on management operations for 2025
6. Ratification of the Audited Financial Statements for the year ending 31<sup>st</sup> December 2025
7. Ratification of Past Actions of the Board and of Management
8. Ratification/Confirmation of the appointment of external auditor by the Board of Directors
9. Election of Directors for 2026-2027
10. Other Matters
11. Adjournment

Only Stockholders of Record as of 5:30 p.m. of May 8, 2026 shall be entitled to vote at this meeting.

### **REQUIREMENTS AND PROCEDURES FOR ELECTRONIC VOTING IN ABSENTIA AND PARTICIPATION BY REMOTE COMMUNICATION**

#### **I. Registration**

Stockholders intending to participate virtually should pre-register at [corsec@pbbit.net](mailto:corsec@pbbit.net) on or before May 22, 2026 along with the following requirements:

- Scanned copy of valid government-issued ID showing the photo, signature and personal details.
- Contact number and valid/active e-mail address.
- For Corporate stockholders, scanned copy of the Secretary's Certificate authorizing the representative to participate in the virtual meeting for and in behalf of the corporation.
- For Scripless Stockholders or under PCD Brokers, scanned copy of the Broker Certification on the stockholder's number of shareholdings.

Validation process will be conducted together with Stock Transfer Services, Inc. (STSI). Successful registrants will receive an electronic confirmation via email with instructions on how to join the virtual meeting.

#### **II. Electronic Voting *In Absentia***

All agenda items will be available in the link above-mentioned. Stockholders can vote on each agenda item and may choose to vote "Vote for Approval", "Vote Against" or "Abstain".

For the election of directors, a stockholder may distribute his votes equally among all the nominees or cast such number of votes for each nominee as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder, multiplied by the number of directors to be elected.

The Office of the Corporate Secretary, with the assistance of the STSI's representatives, will count and tabulate the votes cast *in absentia* together with the votes cast by proxy.

### III. Participation through remote communication

The Bank's ASM will be broadcasted live and successful registrants can participate via remote communication. Instructions and procedures on how to attend the meeting through remote communication will be sent to the email address of the stockholder indicated in the registration form.

Stockholders who will not be able to join the virtual meeting may send their authorized representatives on their behalf. The Proxy instrument must be duly notarized and must be submitted on or before May 19, 2026.

For Proxy forms and other concerns, you may email us at [corsec@pbbbit.net](mailto:corsec@pbbbit.net)

The Definitive Information Statement and other relevant documents in relation to the annual stockholders' meeting may be accessed through the Bank's Official Website [www.pbb.com.ph](http://www.pbb.com.ph) and through the PSE EDGE portal at <https://edge.pse.com.ph>

The meeting will be audio and virtually recorded and a copy of which will be available upon request.

All votes will be validated by our external auditor, Punongbayan and Araullo (P&A).



**ATTY. ROBERTO S. SANTOS**  
Corporate Secretary

**Annual Meeting of the Stockholders**  
**May 29, 2026 @ 2:00 p.m.**  
**Agenda items for confirmation and ratification of the stockholders**

**Agenda Item No. 1 - Call to Order**

At 2:00 p.m. on May 29, 2026, Mr. Jeffrey S. Yao, Chairman of the Board of Directors, will call the meeting to order.

**Agenda Item No. 2 - Proof of Notice of Meeting**

Atty. Roberto S. Santos, Corporate Secretary, will certify that the Notice of Meeting has been duly published and distributed to all Stockholders as of Record Date of May 8, 2026 pursuant to existing SEC regulations.

**Agenda Item No. 3 - Certification of Quorum**

Atty. Roberto S. Santos, Corporate Secretary, will also certify whether the required quorum is present to continue with the meeting.

**Agenda Item No. 4 - Approval of the Minutes of the Annual Stockholders Meeting held on May 30, 2025**

- 1.) Call to Order
- 2.) Proof of Notice of Meeting
- 3.) Certification of Quorum
- 4.) Approval of the Minutes of the Annual Stockholders Meeting held on May 31, 2024
- 5.) President & CEO's report on management operations for 2024
- 6.) Ratification of the Audited Financial Statements for the year ending 31<sup>st</sup> December 2024
- 7.) Ratification of Past Actions of the Board and of Management
- 8.) Ratification/Confirmation of the appointment of external auditor by the Board of Directors
- 9.) Election of Directors for 2025-2026
- 10.) Other Matters
- 11.) Adjournment

**Agenda Item No. 5 - President & CEO's report on management operations for 2025**

Mr. Rolando R. Avante, Vice-Chairman & President/C.E.O., will report on the highlights of the Bank's Performance for 2025.

**Agenda Item No. 6 – Ratification of the Audited Financial Statements for the year ending 31<sup>st</sup> December 2025**

The Bank's Audited Financial Statements for the year ending 31<sup>st</sup> December 2025 will be presented for ratification.

**Agenda Item No. 7 - Ratification of Past Actions of the Board and of Management**

Please refer to the attached Annex "A" for the list of all acts, transactions and resolutions of the Board of Directors, management and all Committees done in the ordinary course of business most relate to regular banking transactions, products, services and credit matters.

**Agenda Item No. 8 - Ratification/Confirmation of the appointment of external auditor by the Board of Directors**

The Bank will retain the services of P&A as its external auditor for 2026 and the same will be submitted to the stockholders for ratification.

**Agenda Item No. 9 - Election of Directors for 2026-2027**

The Chairman will present the nominees for election as members of the Board of Directors, including five (5) independent directors.

**Agenda Item No. 10 – Adjournment**

Mr. Jeffrey S. Yao, Chairman, will adjourn the Bank's Annual Stockholders' Meeting for 2026.

**PROXY**

**KNOW ALL MEN BY THESE PRESENTS:**

That I, \_\_\_\_\_, a shareholder of PHILIPPINE BUSINESS BANK, INC. ("PBB"), do hereby nominate, constitute and appoint \_\_\_\_\_, with power of substitution, as my Attorney and Proxy to represent me and vote all shares registered in my name in the books of PBB or owned by me, at the Annual Meeting of Stockholders of PBB to be held on May 29, 2026 at 2:00 PM to be conducted virtually via Zoom, and any adjournment thereof, as fully to all intents and purposes as I might or could lawfully do if present and acting in person, and hereby ratifying and confirming any and all matters which may properly come before said meeting, or adjournment thereof. In case of the non-attendance of my attorney or proxy above-named at said meeting, I hereby authorize and empower the Chairman of the meeting or, in his absence, the Corporate Secretary, to fully exercise all rights as my attorney or proxy at said meeting. This Proxy authorizes my attorney to act among other things on the following matters:

**1. Election of Directors**

To vote for nominees listed below (except if the box corresponds to "Do not Vote")

Nominees	Vote in Favor	Do not Vote
Jeffrey S. Yao		
Rolando R. Avante		
Roberto A. Atendido		
Honorio O. Reyes-Lao		
Leticia M. Yao		
Benjamin R. Sta. Catalina, Jr.		

**2. Election of Independent Directors**

To vote for nominees listed below (except if the box corresponds to "Do not Vote")

Nominees	Vote in Favor	Do not Vote
Narciso De Leon Eraña		
Roberto C. Uyquiengco		
Astero L. Favis, Jr.		
Benel D. Laguna		
Chief Justice Diosdado M. Peralta (Ret.)		

**3. Other Items**

	Vote for Approval	Vote Against	Abstain
Approval of the Minutes of the Annual Stockholders' Meeting held on May 30, 2025			
President & CEO's report on management operations for 2025			
Ratification of the Audited Financial Statements for the year ending 31 <sup>st</sup> December 2025			

Ratification of Past Actions of the Board and of Management			
Ratification/Confirmation of the Appointment of External Auditor by the Board of Directors			
Election of Directors for 2026-2027			

**INSTRUCTION: Please check the appropriate column, otherwise you shall be deemed to have conferred discretionary authority in favor of the Chairman of the Meeting or in his absence, the Corporate Secretary to vote your shares in favor of the approval of the above matters.**

**4. Revocability of Proxy**

The person/stockholder giving the proxy has the right to revoke the proxy by personally appearing during the meeting or by execution of another proxy at a later date, subject to the pertinent requirements of law and SEC Circular No. 5, Series of 1996.

The power and authority hereby granted shall remain valid and effective until such time that the same is withdrawn by me through notice in writing delivered to the Corporate Secretary before the date of any such meeting or adjournment(s) thereof. Likewise, the said authority is effective for subsequent annual meetings within a period of five (5) years from the date of this Proxy unless otherwise instructed, as follows:

( ) THIS PROXY IS TO BE USED ONLY FOR THE 2025 ANNUAL STOCKHOLDERS' MEETING OF PBB.

In case the security holder fails to indicate his vote on the matters in the Agenda by placing the corresponding marks on the columns provided therein, the same is considered a waiver on his right to manifest his vote thereon and management can exercise its discretion in voting on such matters in the manner provided herein.

\_\_\_\_\_  
 PRINTED NAME OF SHAREHOLDER  
 Dated this \_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
 SIGNATURE OF SHAREHOLDER OR  
 AUTHORIZED SIGNATORY

**Important:** The Office of the Secretary must receive this Proxy not later than May 22, 2026 and must be notarized.

REPUBLIC OF THE PHILIPPINES)  
CITY OF \_\_\_\_\_) S.S.

**SUBSCRIBED AND SWORN TO** before me at the above locality this \_\_\_\_ day of \_\_\_\_\_ 2026, affiant personally appeared before me and exhibiting to me his / her \_\_\_\_\_, issued on \_\_\_\_\_ at \_\_\_\_\_.

**WITNESS MY HAND AND SEAL** on the place and date first above written.

**NOTARY PUBLIC**

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of 2026.

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., A SAVINGS BANK**
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 8<sup>th</sup> Avenue, Gracepark, Caloocan City** **1400**  
Address of principal office Postal Code
7. Registrant's telephone number, including area code **(02) 8363-33-33**
8. **May 29, 2026 at 2:00 p.m. to be conducted virtually via Zoom.**  
Date, time and place of the annual 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 8, 2026.**
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 RSC (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<br>Outstanding or Amount of Debt Outstanding |
|----------------------|---|
| <b><u>Common</u></b> | <b><u>818,750,094</u></b>   |
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 29, 2025  
Time : 2:00 p.m. to be conducted virtually via Zoom  
Place : No physical venue for the meeting

Mailing Address of Principal Office:

350 Rizal Avenue Extension corner 8<sup>th</sup> Avenue,  
Grace Park, Caloocan City

This information statement may be accessed through the Bank's Official Website [www.pbb.com.ph](http://www.pbb.com.ph) and through the PSE EDGE portal at <https://edge.pse.com.ph>, on or before **May 8, 2026**.

**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 8, 2026. (the "Record Date").

**Dissenters' Right of Appraisal**

At the scheduled regular meeting, there are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided in Sections 80 and 81, Title X of the Revised Corporation Code of the Philippines which state that "Sec. 80. When the Right of Appraisal May Be Exercised. Any stockholder of a Corporation shall have the right to dissent and demand payment of the fair value of the shares in the following instances: a) In case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this Code c) In case of merger or consolidation; and d) In case of investment of corporate funds for any purpose other than the primary purpose of the corporation. Section 81. How Right is Exercised. The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken for payment 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.

## **CONTROL AND COMPENSATION INFORMATION**

### **Voting Securities and Principal Holders Thereof**

- |    |   |   |
|----|---|---|
| a. | Number of shares outstanding as of March 31, 2025 | 818,750,094 Common Shares (Listed)<br>62,000,000 Preferred Shares   |
|    | Number of votes to which each class is entitled   | one (1) vote per one (1) Common Share<br>Preferred Shares are non-voting shares<br>Preferred Shares are non-voting shares |
| b. | Cut-off date / Record Date                        | May 8, 2026   |

The Corporation's capital stock consists of Common Shares and Preferred Shares. Each Common share is entitled to one (1) vote. The stockholders of Preferred shares are not entitled to vote except in those cases provided by law.

- c. Foreign Ownership: 9,145,511 shares as of March 31, 2026 which is 11.1% of the total outstanding shares.

### **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, 2026:

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	Percent of class
Common	<b>Alfredo M. Yao</b> 84 Dapitan St. corner Banawe St. Sta. Mesa Heights, Quezon City Stockholder	The record owner is the beneficial owner of the shares indicated	Filipino	295,641,381	36.11%
Common	<b>PCD Nominee Corporation-Filipino</b> 37/F, Tower 1, Enterprise Center, Ayala Avenue, Makati City	Various stockholders/clients  None among the stockholders under the PCD holds 5% or more of the Bank's securities.	Filipino	242,381,925	29.60%
Common	<b>Zest-O Corporation</b> 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	222,262,822	27.15%

### **Voting Trust Holders of 5% Or More**

The Bank is unaware of any person holding more than five per cent (5%) of shares under a voting trust or similar agreement.

### **Changes in Control**

There have been no arrangements that have resulted in a change of control of the Bank during the period covered by this report.

### **Security Ownership of Management**

The following directors and executive officers of the Company own Company's issued and outstanding common stock as of March 31, 2026, as follows:

Title of Class	Name of Beneficial Owner	Amount & Nature of Beneficial Ownership	Citizenship	Percentage of Ownership
Common	Jeffrey S. Yao	8,304,538 / Direct	Filipino	1.01
Common	Rolando R. Avante	6,207,722/ Direct	Filipino	0.76
Common	Leticia M. Yao	4,847,505 / Direct	Filipino	0.59
Common	Narciso DL. Eraña	100 / Direct	Filipino	negligible
Common	Benjamin R. Sta. Catalina, Jr.	56,359 / Direct	Filipino	Negligible
Common	Roberto C. Uyquiengco	1,000 / Direct	Filipino	Negligible
Common	Honorio O. Reyes-Lao	84,374 / Direct 170,624 / Indirect	Filipino	0.01 0.03
Common	Roberto A. Atendido	18,750 / Direct	Filipino	negligible
Common	Asterio L. Favis, Jr.	100 / Direct	Filipino	negligible
Common	Benel D. Laguna	5,100 / Direct	Filipino	negligible
Common	Diosdado M. Peralta	63,121 / Direct	Filipino	0.01
Common	Rolando G. Alvendia	247,361/ Direct	Filipino	0.03
Common	Miami V. Torres	7,500 / Direct	Filipino	negligible
Common	Judith C. Songlingco	2,000 / Direct	Filipino	negligible
Common	Joseph Edwin S. Cabalde	14 / Direct	Filipino	negligible
Common	Atty. Roberto S. Santos	71,625 / Direct	Filipino	0.01
Common	Joseph Jeeben R. Segui	100,000 / Direct	Filipino	0.04

The aggregate shareholdings of the Bank's Directors and Officers as a group is 2.46% with a total of 20,182,284 number of shares.

### **Item 5. Directors and Executive Officers**

The Bank is being overseen by its Board of Directors consisting of six (6) regular directors and five (5) Independent Directors. The Board of Directors are elected annually by the stockholders and shall each serve a term of one (1) year until the election and qualification of a new set of Board of Directors. The Board of Directors shall elect among themselves a Chairman and a Vice-Chairman.

## Directors and Executive Officers:

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

Incumbent	Age	Nationality	Position with the Bank	Year of election
Alfredo M. Yao	82	Filipino	Chairman Emeritus	2010
Jeffrey S. Yao	57	Filipino	Chairman	2019
Rolando R. Avante	67	Filipino	Vice Chairman & President / CEO	2019
Honorio O. Reyes- Lao	81	Filipino	Director	2010
Roberto A. Atendido	78	Filipino	Director	2012
Leticia M. Yao	72	Filipino	Director	2009
Benjamin R. Sta. Catalina, Jr.	78	Filipino	Director	2012
Narciso D.L. Eraña	73	Filipino	Independent Director	2018
Atty. Roberto C. Uyquiengco	77	Filipino	Independent Director	2018
Benel D. Laguna	69	Filipino	Independent Director	2021
Asterio L. Favis, Jr.	73	Filipino	Independent Director	2021
Diosdado M. Peralta	74	Filipino	Independent Director	2022

## BUSINESS EXPERIENCE

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

### **Alfredo M. Yao (Filipino, 82 years old)**

Mr. Alfredo M. Yao is the Chairman Emeritus of PBB. He is concurrently the Chairman of Zest-O Corporation, Semexco Marketing Corp., Macay Holdings Inc., and Asiwade Refreshments Corp. He is the President of Solmac Marketing Inc., Harman Foods (Phil.) Inc., and Amchem Marketing, Inc. Mr. Yao has participated in the following seminars: Corporate Governance; AML and Risk Management, all conducted by the Pacific Management Forum and PBB; CISA for the Credit Bureau; SME Related Issues; and other CTB Related seminars. He has also attended several Philippine Chambers of Commerce & Industry (PCCI) Business Fora given by PCCI, the International Trade Organization, and the Department of Trade and Industry.

### **Jeffrey S. Yao (Filipino, 57 years old)**

Mr. Jeffrey S. Yao was appointed as the Chairman of the Board in November 2019.

He is currently the Chief Executive Officer of Zest-O Corporation, Vice President of Macay Holdings Inc., Corporate Secretary of Mega Asia Bottling Corp, and the President of Bev-Pack Inc. He is also a Director at Zemar Development Inc., Onnea Holdings Inc., Mazy's Capital Inc., ARC Refreshments Corp., AMY Holdings Inc., Semexco Marketing Corp., Asiwade Refreshments Corp., and ARC Holdings Inc. 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 has attended the following training programs: Basics 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; Anti Money Laundering Act Seminar at the Bangko Sentral ng Pilipinas in 2014; Distinguished Corporate Governance Speaker Series on August 24, 2015; AMLA Seminar by BSP and PBB in 2016; IFRS 9 by Punongbayan and Araullo in 2017; Data Privacy Act in 2017; Best Practices Guide to Compliance with the Anti-Money laundering Law and its IRR in 2018; and Corporate Governance Seminar in November 2018.

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

Committee(s): Executive

**Rolando R. Avante (Filipino, 67 years old)**

Mr. Rolando R. Avante was appointed as Vice Chairman, President, and Chief Executive Officer on November 2019.

His banking career includes stints as 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 Fund Management at Philippine Commercial International Bank from 1995 to 1999; Executive Vice President & Treasurer at China Trust (Philippines) 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. He was 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 Punongbayan & 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; AMLA for Board of Directors and Senior Officers in 2016; SEC-PSE Corporate Governance Forum in 2016; IFRS 9 in 2017; Seminar on Data Privacy Act in 2017; Best Practices Guide to Compliance with the Anti-Money Laundering Law and Its IRR by Center for Global Best Practices in 2018; and Corporate Governance Seminar for Directors and Senior Officers in 2018.

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 from DLSU.

Committee(s): Anti-Money Laundering, Asset and Liability Management, Capital Planning, Credit, Executive, Management, Remedial and Special Assets Management, and Trust

**Leticia M. Yao (Filipino, 72 years old)**

Dra. Leticia M. Yao was appointed to the Board in 1998 and last re-elected as Director on July 27, 2022.

A well-respected figure in the healthcare industry, Dra. Yao was appointed at the United Doctors Medical Center (UDMC) and Providence Hospital Inc. as a Consultant at the Department of Medicine since 1991 and 2014. She is currently a Director at Mega Asia Bottling Corporation, Zest-O Corporation, Uni-Ipel Industries Inc., Harman Foods Phils Inc., and Solmac Marketing Inc.

She participated in training sessions for Corporate Governance & Risk Management for Banks' Board of Directors by Development Finance Institute in 2002 and further taken the Risk Awareness Seminar by Pacific Management Forum in 2009. In 2014, she attended the AMLA Seminar by the Bangko Sentral ng Pilipinas and Corporate Governance Seminar by the Ateneo de Manila University. She also attended the Distinguished Corporate Governance Speaker Series and Corporate

Governance Seminar for Directors and Senior Officers by ROAM Inc. in 2015; AMLA Seminar by BSP and PBB in 2016; Corporate Governance: Fraud Awareness by Center for Training and Development Inc. in 2016; IFRS 9 by Punongbayan and Araullo in 2017; Data Privacy Act Seminar in 2017; and Guide to Compliance with the Anti-Money Laundering Law and its IRR by Center for Global Best Practices and Corporate Governance Seminary by ROAM Inc. in 2018.

Dra. Yao graduated from the University of Sto. Tomas with a Bachelor of Science degree in Medical Technology then pursued her post graduate degree in Medicine in the same university.

Committee(s): IT Steering and Trust

### **Roberto A. Atendido (Filipino, 78 years old)**

Mr. Roberto A. Atendido was appointed to the Board in 2006 and was last re-elected as Director on July 27, 2022.

He is a seasoned investment banker and a recognized expert in the field with over 40 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 to 1982. He then moved to PCI Capital Asia, Ltd. (HK) as Vice President from 1982 to 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 to 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 and Director of AAHDC and Vice Chairman and Director of AAIC.

Currently, Mr. Atendido is a member of the Board of Directors of Paxys Inc., Paper Industries Corp. of the Philippines, Pharmarex, Inc., Macay Holdings Inc., and Gyant Food Corporation. He is also the Vice Chairman and Director of Sinag Energy Philippines, Inc. since 2008, and Chairman and President of Myka Advisory and Consulting Services Inc. since 2010. He has also held directorships in the Philippine Stock Exchange from 2005 to 2009, Securities Clearing Corporation from 2006 to 2010, Marcventures Holdings, Inc. from 2010 to 2013, Carac-An Development Corp. as Chairman from 2010 to 2013, and Beneficial Life Insurance Corp. from 2008 to 2014. Apart from his business activities, Mr. Atendido is also active in the Brotherhood of Christian Businessmen and Professionals, a nationwide Christian community where he served as Chairman from 2009 to 2011.

He has attended trainings in Corporate Governance & Risk Management for the Bank's Board of Directors at the Development Finance Institute in 2003; Basel 2 and Risk Management Course by Export & Industry Bank in 2007. In 2014, he attended the Anti-Money Laundering Act Seminar at the Bangko Sentral ng Pilipinas, Distinguished Corporate Governance Speaker Series in 2015. He also attended AMLA for Board of Directors and Senior Officers by PBB and the 3<sup>rd</sup> Annual SEC-PSE Corporate Governance Forum in 2016; IFRS 9 by Punongbayan and Araullo in 2017; and Guide to Compliance with the Anti-Money Laundering Law and its IRR by Center for Global Best Practices and Corporate Governance Seminary by ROAM Inc. in 2018.

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

Committee(s): Corporate Governance, Risk Oversight, and Trust

**Honorio O. Reyes- Lao (Filipino, 81 years old)**

Mr. Honorio O. Reyes-Lao was appointed as Director of the Bank in 2010.

A seasoned banker, he has more than 40 years of experience in corporate and investment banking, branch banking, and credit management. Mr. Reyes-Lao started his banking career at China Banking Corporation in 1973 to 2004. He served as Senior Management Consultant from 2005 to 2006 at East West Banking Corporation. He was a consultant at Antel Group of Companies from 2007 to 2009 and was appointed President at Gold Venture Lease and Management Services, Inc. from 2008 to 2009. Currently, he is an independent director at the DMCI Holdings Corporation, DMCI Project Development Inc., Semirara Mining and Power Corporation, Sem-Calaca Power Corporation, and Southwest Luzon Power Generation Corporation and is the Chairman of Space 2 Place Inc. He is also a Member of the Society of Institute of Corporate Directors (ICD) Fellows since 2004.

His background and trainings include Overall Banking Operations by Philippine Institute of Banking in 1971 to 1972; Director Certification Program at the Institute of Corporate Directors (ICD) in 2004; Trust and Governance Rating Systems by BAIPHIL in 2013; AMLA Seminar by BSP and Corporate Governance Seminar by Ateneo de Manila University in 2014; Corporate Governance Forum by SEC in 2016; IFRS 9 by Punongbayan and Araullo in 2017; Data Privacy Act Seminar in 2017; Guide to Compliance with Anti-Money Laundering Law and its IRR by Center for Global Practices and Corporate Governance Seminar by ROAM Inc. in 2018; and ASEAN Corporate Governance Conferences and Awards 2016 and Distinguished Corporate Governance Speaker Series since 2015.

Mr. Lao holds a post-graduate degree, Masters in Business Management, from the Asian Institute of Management and 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.

Committee(s): Audit, Executive, and Risk Oversight

**Benjamin R. Sta. Catalina, Jr. (Filipino, 78 years old)**

Mr. Benjamin R. Sta. Catalina, Jr. was appointed Independent Director to the Board on 2012 and last re-elected as Director on July 27, 2022. He first assumed his independent directorship at PBB from 2003 to 2005.

During his early professional years, Mr. Sta. Catalina was the Senior Vice President of the Asset Based Finance Group of FNCB Finance Co. from 1980 to 1981. He later joined Citibank N.A. from 1981 to 1995 where he has served as Asst. Vice President & Division Head for the Public Sector Division, then became the Vice President and Asst. Director of the Asia Pacific Training Center. He later handled the Middle East Africa Division Training Center as Vice President and Associate Director, and handled the World Corporation Group for Middle East Africa, Division Training Center as Regional Administrator. He was appointed as General Manager from 1988 to 1992 handling the Center for International Banking Studies. In 1993 to 1994, Mr. Sta. Catalina was appointed Vice President and Chief of Staff of the Global Finance Marketing, then rose to Group Head where he handled the Pan Asian Corporate Team in 1994 to 1995.

In the academic sphere, he was the Executive Director of the Center for Banking and Financial Management of the Asian Institute of Management in 1996.

In addition to holding a number of executive positions, he attended training seminars such as the Makati CAD in 1974, Philippine Core Credit in 1976, Intermediate Credit Seminar in 1977, Exceptional Sales Performance in 1978, Bourse Game in 1979, Asset Based Finance Seminar in 1980, Electronic Banking Seminar in 1981, Selling Skills Train the Trainer Program in 1982, Advanced Lending Strategy in 1982, Technology for Senior Management in 1983 from the Asia Pacific Training Center. He attended Multinational Business Course in 1980 at Citibank New York, Face to Face Selling Skills in 1986 by the Boston Consulting Group. In 1987, he attended the MAC

Approach Course and Alcar Valuation Seminar at MEAD Training Center in Greece. He attended the Corporate Finance II in 1988 by the Asia Pacific Banking Institute. At MEAD Training Center in London, he attended the Risk Management Seminar and the Risk Management III – Corporate Finance in 1991. From 1993 to 1995, Mr. Sta. Catalina attended the Strengthening Organizational Capabilities, Service Quality Management, Technology Solutions for the Business, Marketing Derivatives Ideas, Standards Workshop, and Marketing Financing Ideas to Issuers at Citibank Training Center.

He attended the Corporate Governance & Risk Management for Bank's Board of Directors by the Development Finance Institute in 2003, Anti Money Laundering Act Seminar in 2014, Distinguished Corporate Governance Speaker Series in 2015, Corporate Governance Forum in 2016, IFRS 9 by Punongbayan and Araullo and Data Privacy Act Seminary in 2017, and Guide to Compliance with the Anti-Money Laundering Law and its IRR by Center for Global Best Practices and Corporate Governance Seminar by ROAM Inc. in 2018.

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.

Committee(s): Audit, Executive, Related Party Transactions, and Risk Oversight

#### **Narciso DL. Eraña (Filipino, 73 years old)**

Mr. Narciso DL. Eraña was appointed Independent Director to the Board in 2018.

Mr. Eraña has an extensive career spanning over 30 years, about 23 of which were spent in the Philippine finance industry. This included about 16 years in various banks, and seven (7) years as President of a multinational brokering company. He also spent many years as an entrepreneur in the family business.

He started his career with Bank of America-Manila handling credit and trade finance for the mining industry, pharmaceuticals, and small medium scale businesses. He moved into the bank's Treasury Department and eventually became Bank of America's youngest Country Treasurer, handling the overall Treasury Trading and Management functions. This served as the foundation for the rest of his Finance career which focused on Treasury management in multinational and local institutions, from savings banks and unibanks.

His banking experience involved managing the banks' liquidity in all currencies, and FX and Government Securities trading as well as investments in Structured Products and derivatives.

His last position was President of ICAP Philippines for seven (7) years, a subsidiary of ICAP Plc., a London based FTSE company and the world's largest Interdealer broker, with average volumes in excess of USD 1 trillion daily.

Active in financial market associations, Mr. Eraña was a Director of the Money Market Association of the Philippines for four (4) years and a Director of the ACI Financial Markets Association for another four (4) years. Activities included the formulation of policies and procedures for the operation of the Banking as well as brokering industries. These activities entailed frequent interaction with associations and regulators, including the Bangko Sentral ng Pilipinas, Securities and Exchange Commission, and the Banker's Association of the Philippines. During this time, he was also a member of Financial Executive Institute of the Philippines (FINEX).

Mr. Eraña is a graduate of Business Management at Schiller College in Heidelberg, Germany and obtained his MBA from the Thunderbird School of Global Management in Glendale, Arizona.

Committee(s): Corporate Governance, Related Party Transactions, Risk Oversight, and Trust

### **Roberto C. Uyquiengco (Filipino, 77 years old)**

Mr. Roberto C. Uyquiengco was appointed to the Board as Independent Director in 2018.

He has been in the banking and finance industry for almost 50 years. He started with Sycip Gorres Velayo & Co. (SGV) from 1970 to 1974 and later with North Negros Loggers Corporation until 1976. His stint in the banking industry started with Allied Banking Corporation from 1977 to 1980 and later with State Investment House (Bacolod Branch) from 1980 to 1984. He was last connected with China Banking Corporation as First Vice President and Region Head for North Luzon from 1984 until his retirement in 2011. He took up and passed the Trust Officers' Training Program (TOTP) given by the Philippine Trust Institute in 1991. Further, Mr. Uyquiengco attended some international and local conferences related to the banking and finance industry, among of which is the Bankers' of America Institute Conference in November 2007, held in Las Vegas, Nevada, USA and the Asian Bankers Conference in 1996 which was held in Singapore.

Currently, he is affiliated with the following private institutions: (a) Emmanuel Multi-purpose Cooperative, Inc., in Cuenca, Batangas as Director since 2011; (b) Green Leaf Foreign Exchange Corporation as its Chairman and CEO since its incorporation in 2012; and (c) Manulife as a Financial Adviser since 2017.

Mr. Uyquiengco is also a known advocate of education, being a part-time faculty of the College of Business and Accountancy of National University since 2012 and as a part-time training consultant of the Chinabank Academy since 2013.

Mr. Uyquiengco is both a lawyer and a Certified Public Accountant by profession. He obtained his undergraduate degree from La Salle College, Bacolod City in 1970 with a degree in BS in Commerce Major in Accounting (graduating cum laude) and passed the CPA board in the same year. Thereafter, in 1975, he took up his Bachelor of Laws degree from the University of Negros Occidental-Recoletos, Bacolod City, graduating in 1980 and passing the bar examinations also in the same year. He also took up the advance Bank Management Program of the Asian Institute of Management from August to October 1993 and was awarded with the Highest Honor for superior performance among the forty (40) participants from various international banks.

Committee(s): Audit, Corporate Governance, and Risk Oversight

### **Benel D. Laguna (Filipino, 69 years old)**

Mr. "Benel" D. Laguna is a seasoned professional in the banking and finance industry for the last thirty-two (32) years, having been with both government and private financial institutions. He was last connected with the Development Bank of the Philippines (DBP) from March 2013 until February 2020, where he assumed roles such as Executive Vice President and Chief Development Officer (2013-2017) and Executive Vice President and Head of Corporate Services Sector (2018-2020). While with DBP, he was seconded as a Director of the following: DBP Data Center Inc. (DCI) from June 2017 to August 2018, Small Business Corporation (SBC) from 2013 to 2020, and LGU Guarantee Corporation (LGUCC) from 2013 to 2020. He was also the concurrent CEO of the Industrial Guarantee Loan Fund which was being managed by the DBP for the national government until its full transition to Philippine Guarantee Corporation in 2019. Prior to this, he had extensive career from various companies in the banking, finance and consumer industry, as well as being a Consultant of the Economic Research Group in Malacañang in 1982.

He is a graduate of Management Engineering at the Ateneo de Manila University (Dean's lister). He also holds a Master in Business Management from the Asian Institute of Management, completed the course requirements for Doctor in Business Administration at the University of the Philippines, a Master in Public Administration from the Harvard University's John F. Kennedy School of Government, and further completing the course requirements for Doctor in Business Administration at the De la Salle University in Manila. He also took up the Career Executive Service Development Program XXI at the Development Academy of the Philippines. As an expert in the field of management and finance, Director Laguna teaches part-time at the Ateneo de Manila University and

the De La Salle University in Manila.

Mr. Laguna is also affiliated with the Philippine Institute of Pure and Applied Chemistry (PIPAC) as a member of its Board of Directors. He is presently an Independent Director of Bangko ng Kabuhayan Inc. (A Rural Bank) (formerly Rodriguez Rural Bank, Inc.) and a known columnist for The Manila Times, Manila Bulletin, and Business World. He is a Fellow of the Institute of Corporate Directors (ICD).

Committee(s): Executive, Related Party Transactions, Audit, Corporate Governance, and Risk Oversight

**Asterio L. Favis, Jr. (Filipino, 73 years old)**

Mr. Asterio “Boy” L. Favis, Jr. has been in the finance industry for about thirty (30) years, particularly in treasury banking.

Presently, he is an Independent Director of Makati Finance Corporation, as a Consultant of Amalgamated Investment Bancorporation and the Ateneo-BAP Institute of Banking and a Director/Vice President of Aspirations International, Inc. (a Toby’s Sports franchise). He started his treasury banking career with PCI Bank, first as Assistant Vice President and Head of Foreign Exchange, then as Vice President and Head of Domestic Money Market (from 1986 to 1989), and lastly as Vice President under the Office of the President (seconded to PCI Capital in charge of fixed income securities, from 1989 to 1990). From 1990 to 1999, he headed the Treasury Division of Asianbank Corporation then moved to AB Capital & Investment Corporation from 1999 to 2002, leading the Financial Markets Division as Senior Vice President. Later on, he headed the Treasury Division of Philippine National Bank as Executive Vice President, from 2002 to 2007. His last stint with the banking industry was with Sterling Bank of Asia as Executive Vice President & Head of Treasury Group from 2007 to 2009 and lastly as Executive Vice President under the Office of the President from 2009 to 2013 (including one-year as OIC of Consumer Lending Group).

Director Favis, Jr. is a true-blue eagle from elementary to college. He was Salutatorian in elementary, Salutatorian in High School (with awards in Math, Sciences and Latin) and cum laude in College, graduating with a degree of Bachelor of Science in Management Engineering.

He is presently a member of the Institute of Corporate Directors (ICD), past member of the Chamber of Thrift Banks (2007-2009), with Money Market Association of the Philippines (from being Secretary, Vice-President and lastly as President, 1988-2004), past President of the Foreign Exchange Association of the Philippines (1988-1989), past member of the Bankers Association of the Philippines – Open Market Committee (1991-1999) and as past Captain of the Ateneo NCAA High School Basketball Team (1970-1971).

Committee(s): Executive, Audit, Related Party Transaction, and Risk Oversight

**Diosdado M. Peralta (Filipino, 74 years old)**

Mr. Peralta was appointed as the 26th Chief Justice of the Supreme Court of the Philippines from October 23, 2019 until his retirement on March 27, 2021.

Mr. Peralta started his career in government service in 1987 when he was appointed Third Assistant Fiscal of Laoag City. In 1988, he was assigned to the Prosecutor’s Office in the City of Manila. He later became the assistant chief of the Investigation Division of the Office of the City Prosecutor in the first months of 1994.

In September 1994, Chief Justice Peralta was appointed as Presiding Judge of Branch 95 of the Regional Trial Court (RTC) of Quezon City, which was designated as a Special Criminal Court on Heinous Crimes and, later, Drugs Cases. He was promoted to the Sandiganbayan in 2002 and became its Presiding Justice in 2008. On January 13, 2009, he was named as the 162nd Associate

Justice of the Supreme Court. He was the third Presiding Justice of the anti-graft court to be appointed to the High Court. On October 23, 2019, he was then appointed as the 26th Chief Justice of the Philippines.

He is an alumnus of the University of Santo Tomas Faculty of Civil Law where he was as a working student and graduated in 1979. He obtained his undergraduate degree in Economics from the Colegio de San Juan de Letran in October 1974, and started working at the age of twenty (20) on November 2, 1974 as a production analyst of Cosmos Bottling Corporation (CBC). In January 1975, he became the operating supervisor of CBC's sister company, Wisdom Management, Inc., a management firm. He later became a general manager of Ace Agro Development Corp. and vice president of Cypress Agricultural Development Corp, both sister companies of CBC.

During his corporate stint and while taking up law from 1975 to 1979, he supervised the operation of three fish pens owned by the said three companies, and would join Bountee Fishery Corp. 's (a sister company of CBC) fishing vessels in the high seas to oversee its operations during summer time. In January 1980, while waiting for the results of the Bar exams, he returned to the mother company, CBC, as assistant personnel manager. When he passed the Bar that year, he was appointed as head of personnel department of CBC, while maintaining his positions as general manager of Ace Agro Development Corp. and vice president of Cypress Corp., and handling labor, criminal and civil cases of the company. At the same time, he was elected Barangay Councilman of Fairview, Quezon City, and served as barangay officer until the end of 1986. He only resigned from CBC when he accepted the invitation to become a prosecutor in Laoag City in January 1987.

Prior to becoming a member of the Supreme Court, he was a professor, lecturer, resource person, and Bar reviewer in Criminal Law, Criminal Procedure, Remedial Law, and Trial Techniques at the UST Faculty of Civil Law, the Ateneo de Manila University, San Beda College of Law, the University of the East, and the University of the Philippines Law Center, among others. He has been a member of the Corps of Professors under the Department of Criminal Law of the PhilJA and remains to be an active lecturer thereof on its Orientation Program for Newly appointed Judges, Pre-judicature Program and other training seminars.

Committee(s): Corporate Governance and Related Party Transaction

## **b. Executive Officers**

The following are the Executive Officers of the Bank, and their respective age, citizenship, and position as of March 31, 2023:

### **Rolando R. Avante (Filipino, 67 years old)**

(Please refer to the previous section for Mr. Avante's professional experience).

### **Joseph Edwin S. Cabalde (Filipino, 56 years old)**

Mr. Joseph Edwin S. Cabalde is the PBB's Treasurer and Head of the Treasury Services Group with the rank of Executive Vice President. His work experiences include: Accounting Assistant of China Banking Corporation from 1991 to 1994; Treasury Officer of Urban Bank Inc. from 1994 to 1995; Manager and Chief Dealer of Bangkok Bank Manila from 1995 to 2000; Manager at Mondex Philippines Inc. from 2000 to 2001; Manager and Chief Dealer at Bank of Tokyo Mitsubishi from 2001 to 2005; Treasury Head of Oilink International from 2005 to 2007; and Assistant Vice President and Treasurer of EEI Corporation from 2007 to 2008. Mr. Cabalde attended the Corporate Good Governance and AML Seminars sponsored by PBB.

Mr. Cabalde graduated from the University of Sto. Tomas and holds a Bachelor of Science Major in Accountancy degree.

Committee(s): Asset and Liability Management, Capital Planning, and Management

**Arlon B. Reyes (Filipino, 52 years old)**

Mr. Reyes is Head of Commercial Banking Group. He has over 20 years of professional experience gained from international and local financial institutions. He is proficient in global capital financing, mergers and acquisitions, loan syndication, structured finance, derivatives and treasury products, trade finance, credit & lending, and traditional commercial banking products. He is adept at financial crime management and anti-money laundering having attended intensive training and workshops on this field in an international bank setting.

His employment background includes a stint as Global Relationship Banker for Global Banking & Markets, with the rank of Senior Vice President with The Hongkong and Shanghai Banking Corporation Limited; Head of Rizal Commercial Banking Corporation's (RCBC) National Corporate Banking Group's Large Corporate Segment. He was the Head for China Desk and Foreign Branches Business Development serving concurrently as Team Leader and Relationship Manager for the Conglomerates Division of the Metropolitan Bank and Trust Co. Aside from banking, Mr. Reyes worked for the Philippine Stock Exchange's Business Development Group where he was instrumental in the creation and establishment of the Small and Medium Enterprise (SME) Capital Market or SME Board.

Mr. Reyes graduated from the University of the Philippines – Diliman in 1994 with a degree in BS Economics. He secured his Masters of Business Administration from the same university in 2001.

Committee(s): Asset and Liability Management, Capital Planning, Employee Discipline, and Management

**Jenice D. Chua (Filipino, 46 years old)**

Ms. Jenice D. Chua joined PBB in August 2025, assuming the role of Head of the Human Resources Group with the distinction of First Vice President.

With over two decades of experience in human resources, she has built a diverse and impressive career that began in 2001 as a Corporate HR Specialist at CTSI Logistics Philippines, Inc., where she gained foundational expertise in HR practices and employee relations.

In 2004, Ms. Chua transitioned to EPLDT Ventus as an HRIS Officer. During her six-year tenure there, she played a pivotal role in implementing and maintaining HR information systems, enhancing the efficiency of HR operations. Her commitment to excellence led her to become the HR Head of Magellan Solutions, Inc. in 2010, where she focused on talent acquisition and organizational development.

In 2011, Ms. Chua began sharing her knowledge as a faculty member at De La Salle University – College of St. Benilde, where she taught HR management courses until 2013. Concurrently, she excelled as the HR Operations Head at East West Banking Corporation for six years, streamlining HR processes and improving employee engagement.

In 2017, she took on a new challenge as the MIS Director for Intellismart Technology, Inc., where she led the development of management information systems for two years, further enhancing her technical proficiency. Returning to her roots in human resources in 2019, she served as the HR Head of the Philippine Stock Exchange, Inc., where she developed strategies to foster a high-performance culture.

Ms. Chua's journey continued in 2023 when she joined BPI Banko, a subsidiary of the Bank of the Philippine Islands, as the head of the human resources group, where she implemented innovative HR practices to support the bank's growth and employee development initiatives.

A proud graduate of De La Salle University – College of St. Benilde, Ms. Chua earned her Bachelor of Arts majoring in Human Resources Management, equipping her with a solid academic foundation to complement her extensive professional experience.

Committee(s): Employee Discipline and Management

**Maria Lourdes G. Trinidad (Filipino, 58 years old)**

Ms. Trinidad was appointed as Chief Risk Officer and Head of Enterprise Risk Management Group with the rank of Senior Vice President.

She has her 30 years of banking experience handling various functions such as Credit Review, Treasury Trading and Liquidity and Reserve Management, Correspondent Banking, Corporate Planning, Investor Relations, and Special Projects under Strategic Planning. She started her banking career with RCBC Unibank and was seconded to RCBC Savings as CRO in September 2007 up to 2019 when the merger of the savings and unibank happened. Her last post is as Head of Special Initiatives under the unibank's ERMG.

As the CRO, and together with the bank's Risk Oversight Committee of the Board, she built RCBC Savings' risk and control infrastructure. She was the overall lead in identifying and measuring risks inherent in the bank's portfolio, and made sure that provisioning is kept to a minimum level by proactively working on the portfolio credit review, credit scoring and other initiatives to manage the bank's portfolio quality. She defined and disseminated the bank's risk philosophy and policies, and assisted risk-taking business and operating units in understanding, measuring and mitigating risk points. She put in place the bank's Risk Management Framework and Manual, Treasury Manual, Liquidity Contingency Funding Plan, and various risk operating policies and procedures. She also developed the strategic and operational framework for Business Continuity, including the enterprise Business Continuity Plan, Business Impact Analysis, Crisis Communication Plan, Pandemic Plan, Call Tree Testing, Table Top Discussion, and Disaster Recovery Plan testing.

Ms. Trinidad has a Bachelor of Science degree in Mathematics from University of the Philippines – Diliman in 1988. She also earned academic credits for a Master of Science degree in Mathematics from the same school.

Committee(s): Capital Planning and Management

**Liza Jane T. Yao (Filipino, 55 years old)**

Ms. Liza Jane Yao is the Bank's General Services Head with a rank of Senior Vice President.

She has attended various trainings/seminars which include: Seminar on Data Privacy Act, International Financing Reporting Standards 9 (IFRS 9), Corporate Governance Seminar, AMLA Seminar for Board of Directors and Senior Officers, Corporate Governance Seminar for Directors and Senior Officers, Credit Analysis and Writing Seminar, Thinking Strategically in Business Game Theory for Managers, Market Reading Seminar, Risk Awareness Seminar, Basic Financial Math Seminar, Loans Packaging and Processing Seminar, and Diploma Program in Banking.

Ms. Yao finished her BS Accountancy degree at De La Salle University.

Committee(s): Asset and Liability Management, Bid, Credit, and Management

**Amalia Q. Belarmino (Filipino, 53 years old)**

Ms. Amalia Q. Belarmino joined PBB in June 2025, taking on the prestigious role of Head of the Trust and Investment Center as First Vice President. With a career spanning several decades, Ms.

Belarmino has established herself as a knowledgeable and influential figure in the banking and investment sectors.

Her banking journey began in 1996 at Prime Bank, where she started as a frontliner responsible for managing new account openings. Shortly after, she transitioned to the International Exchange Bank, serving as a Sales Associate until 1997, where she honed her skills in customer engagement and service.

In 1997, Ms. Belarmino took a significant step in her career by moving to State Investment Trust, Inc., a leading investment company dedicated to helping individuals and businesses unlock their financial potential. During her nine-year tenure there, she progressed from an acting assistant to an acting trust officer, gaining invaluable experience and expertise in the trust operations and investment management field.

In 2006, Ms. Belarmino returned to the banking industry, assuming the role of Trust Head at Citystate Savings Bank. Two years later, she accepted a position as an Investment Officer with Maybank Phils. Her journey continued at Malayan Savings Bank from 2009 to 2012, where she once again led as Trust Head, further solidifying her reputation in the industry.

In 2012, she joined Paradigm Global Investment, a fiduciary-led investment advisory platform known for its tailored capital solutions for institutions, where she held the position of chief business officer for four months. However, Ms. Belarmino's commitment to the banking sector led her to return that same year as a Sales Relationship Officer at United Coconut Planters Bank, where she held the rank of Assistant Vice President. In this role, she was pivotal in soliciting and managing trust accounts.

Her next career chapter unfolded at Bank of Commerce, where she served from 2014 to 2016 as Head of Investments and concurrently of Business Development and Account Management, demonstrating her adept leadership and strategic oversight. She was later promoted to Trust (OIC) Head from 2016 to 2018, ultimately rising to lead the Trust Services Group. In 2023, as First Vice President, Ms. Belarmino leads the division's mandates, overseeing investments and portfolio management, guiding trading and execution, asset sourcing, and ensuring effective credit management and budget attainment. Her vast experience and visionary leadership mark her as a key player in the financial landscape.

Ms. Belarmino is a graduate of De La Salle University – College of St. Benilde, where she earned her Bachelor of Science in Business Administration with a major in Marketing Management, laying the foundation for her successful career in finance and investment.

Committee(s): Management and Trust

**Atty. Sergio M. Ceniza (Filipino, 59 years old)**

Atty. Ceniza joined PBB as Chief Compliance Officer with the rank of First Vice President. He has over 30 years of experience from the financial industry where he worked with insurance companies and banks, starting with Great Pacific Life Assurance Corporation, Philam Plans Inc, and then with BDO Universal Bank where he was also seconded to BDO Leasing & Finance Inc. as Head of Legal, Compliance & AML Compliance with the rank of Assistant Vice President.

Atty. Ceniza moved to First Metro Investment Corporation (part of Metrobank Group) in September 2012 as Deputy Chief Compliance Officer with the rank of Assistant Vice President. In June 2016, he was promoted to Vice President and was designated as Chief Compliance Officer, Chief AML Officer, and Data Privacy Officer. As CCO, he was over-all in-charge of formulating and implementing policies and procedures for the general operations of the company's Compliance Program, including those in subsidiary units. He regularly reported to the Board, through the Corporate Governance Committee, the level of regulatory compliance of the organization and its subsidiaries. He also monitored and coordinated compliance activities of other companies within the group.

Atty. Ceniza is a Law professor at De La Salle University, Far Eastern University, University of the

East, and Manila Law College. He is a regular lecturer in the Mandatory Continuing Legal Education (MCLE) of Chan Robles, Access MCLE and UP Institute of Judicial Administration. He is also a bar reviewer on Commercial Law. He is an active member of Association of Bank Compliance Officers (ABCOM) and is well-regarded in the industry.

He has a Bachelor's degree in Political Science and Bachelor of Laws degree from Far Eastern University. He is a candidate in Master of Laws from San Beda College-Graduate School of Law.

Committee(s): Anti-Money Laundering, Employee Discipline, and Management  
**Carlos Oliver L. Leytte (Filipino, 49 years old)**

Mr. Carlos Oliver L. Leytte was appointed as the Retail Banking Segment Head in 2023 holding the rank of Senior Vice President.

He started his banking career in 1999 at Chinabank as a senior trader; 2002 at Standard Chartered Bank under investment relations. He continued his career at BDO under the Business Development Dept. in 2003. In 2006 he was promoted to Head of the Trust Marketing Dept. at RCBC. He shifted to private banking of Export Bank in 2007 as its Group Head. In 2010, Carlos transferred to PNB as a Branch Head with an AVP rank; Area Head/SAVP; Region Head/ FVP; and eventually became the Deputy Head of the International Banking and Remittance Group with an FVP rank in 2023.

He obtained his degree in Business Management & Entrepreneurship from San Beda University in 1998 and pursued his Masters in Business Administration at the Ateneo Graduate School of Business. In 2022 – 2023, he finished his Management Development Program at the Asian Institute of Management.

Committee(s): Anti-Money Laundering, Asset and Liability Management, Bid, Capital Planning, Credit, IT Steering, Management, Related Party Transaction, and Employee Discipline

**Rodel P. Geneblazo (Filipino, 53 years old)**

Mr. Rodel P. Geneblazo is the First Vice President and Consumer Banking Group Head of PBB. He was appointed to this position in January 2018.

A seasoned banker, he has more than 20 years of experience in consumer finance and credit cycle management. He started his banking career at PCI Bank from 1996 to 2000 as Management Development Program Trainee and rose to Head the Consumer Finance Unit in General Santos City. He joined Chinatrust Bank from 2000 to 2008 and held the positions of Head of Mortgage Loans, Head of Product Development, and Head of Credit Policy & MIS. He went to East West Bank in 2008 to 2010 as Head of Credit Services.

In 2010, Mr. Geneblazo joined Sterling Bank of Asia as Head of Credit Services up to 2012. He then became the Managing Director of Knowledge Transfer Financial Consulting Services where he provided trainings, seminars, and consultancy works in the area of consumer and microfinance loans, credit cycle management, Collections, MIS & Analytics, product development and management, both for the private and public institutions from 2012 to 2014. He went back to the banking industry in 2014 and joined Philippine Veterans Bank as Head of MIS & Analytics, and later, as its Risk Officer.

He joined Philippine Business Bank in 2015 initially as a Consultant and later became the Head of PBB's Acquired Banks. He was appointed as President of Insular Savers Bank, Inc. (A Rural Bank), a rural bank that was acquired by PBB in 2015. He moved back to PBB in the beginning of 2018 and now serves as the Bank's Consumer Banking Group Head.

Mr. Geneblazo is a graduate of the Polytechnic University of the Philippines with a degree in Bachelor of Science in Mechanical Engineering in 1992 where he was also a scholar of the Hasegawa Universal Lab Corporation. He took his Masters in Business Administration degree in 1996 from the University of the Philippines and was a National Economic and Development Authority (NEDA) scholar.

Committee(s): Asset and Liability Management, Capital Planning, and Management

**Miami V. Torres (Filipino, 63 years old)**

Ms. Miami V. Torres is the Head of the Credit Management Group and holds the rank of First Vice President.

She has with her over 35 years of banking experience which started at United Coconut Planters Bank where she worked through all areas of branch operations from staff position, Branch Operations Officer, Branch Marketing Officer to Branch Head. Ms. Torres joined PBB in June 2002 as a Branch Head and was later on tasked to create and set up the Remedial and Special Assets Management Group. In 2010, she was assigned to head the Credit Services Group where she introduced significant changes in the credit processes. In 2016, her area of responsibility was expanded to include seven (7) different divisions namely: Credit Services, Credit Underwriting, Portfolio Management, Credit Administration, Remedial & Special Assets Management, Credit Policy & Technical Support, and the Insurance Desk. In her almost 18-year stay with the Bank, she had consistently introduced quite a number of very relevant changes and innovations, the benefits of which ran across the entire Bank.

She is a double-degree holder – AB Behavioral Science and BSC Accounting from the University of Santo Tomas and is a Certified Public Accountant.

Committee(s): Credit, Management, and Remedial and Special Assets Management

**Benley B. Uy (Filipino, 46 years old)**

Mr. Benley B. Uy joined PBB in September 2024 as Head of Information Technology Group with the rank of First Vice President.

He develops and drives transformation efforts in modernizing the technology landscape through innovation, streamlining processes, and instituting a data-driven customer-centric culture across the bank.

With more than two decades of IT experience, he was the IT Director of Golden ABC, Inc. from 2023 to 2024 where he led IT transformation and IT Governance initiatives of the company. Prior to this, he was Head of IT at Motortrade Nationwide Corporation from 2018 to 2023 where he spearheaded the execution of IT strategies where various business goals were enabled through implementation of key IT projects using best practices and cloud technology.

From 2014 to 2017, Mr. Uy was the Implementation and Account Manager at H2 Software Consulting Services Inc., where he established relationships and managed regular service reviews in attaining SLA and the highest service standard for IT operations covering various banks such as PNB Savings Bank, Maybank Philippines, and EastWest Bank. Before his stint in consulting services, he held various IT lead roles in the financial services industry, including East West Bank Corp as Assistant Vice President and Head, System Development Division from 2011 to 2014; JP Morgan Corporation as Assistant Vice President and Head, UDT Application Support Team from June 2011 to December 2011; Bank of Commerce as Senior Manager, Head of Application Development and Maintenance Division and main support officer of the Treasury Sector from 2005 to 2011.

He started his career as a software developer assigned to Standard Chartered Bank from 2001 to 2003, then transferred to Asian Terminals, Inc. from 2003 to 2005, where he worked as one of the team leaders in the IT Department.

He attained a certification on the Leadership and Management Development Program (LMDP) from the De La Salle – Graduate School of Business in July 2006 and a certification on the CIO Leadership Program (CIOLP) from the Asian Institute of Management in May 2022. Mr. Uy holds a

Bachelor of Science in Computer and Information with specialization in System Software Engineering from the Far Eastern University – Institute of Technology.  
Committee(s): IT Steering and Management

**Joseph Jeeben Segui (Filipino, 38 years old)**

Mr. Joseph Jeeben R. Segui joined PBB in 2024 as Head of Corporate Planning, Corporate Finance, and the Bank's Investor Relations Officer with the rank of First Vice President.

He is an investment professional with over ten years of investment banking, mergers and acquisitions, and business development experience.

Mr. Segui previously worked as the first vice president for corporate finance in Premiere Horizon Alliance Corporation, a PSE-listed investment holding company, from 2015 to 2024. During that time, he was concurrently the Director for Financial Advisory of Grow Capital Partners Inc., a boutique financial and investment advisory firm. He also concurrently was a financial consultant to a firm that is involved in infrastructure and real estate development and acted as a financial adviser to several real estate companies, infrastructure projects and a food manufacturing company.

From 2012 to 2014, he was a deal manager at Asian Alliance Investment Corporation, a licensed investment house. Before entering the investments, finance, and business development track, he was in management consulting, working at Mitchell Madison Group, a US-headquartered management consulting firm from 2009 to 2011.

Mr. Segui holds a Bachelor of Science degree in Mathematics from the University of the Philippines – Diliman where he graduated Summa Cum Laude and valedictorian of class 2009.

Committee(s): IT Steering, Management, Asset Management and Liability

**Marily M. Cabuco (Filipino, 58 years old)**

Ms. Marily Cabuco is PBB's Chief Internal Auditor. She brings with her over 30 years of experience in audit. Ms. Cabuco was previously connected with Toyota Financial Services Philippines Corporation (TFSPH) as Chief Audit Executive with the rank of Vice President since June 2015. Prior to TFSPH, she was with Metrobank for 17 years (August 1998 – May 2015) where she handled head office, branch and subsidiaries & associates audit as Division Head.

Before her stint with MBTC, she was with Security Bank & Trust Co. for 10 years as Department Head of Branch Lending Center, Department Head / Audit Officer of Head Office and Branch and as Branch Cashier. She also had a short stint with Sycip, Gorres & Velayo (SGV) as Staff Auditor.

She is a Certified Public Accountant (1988), Certified Internal Auditor (2008), Certified Financial Services Auditor (2009). She also passed the Civil Service Eligibility (1988).

Committees: Bid, Employee Discipline, and Management

**Atty. Roberto S. Santos (Filipino, 76 years old)**

Atty. Roberto S. Santos is the Corporate Secretary and Head of the Legal Services Group and holds the position of Vice President.

In his over 35 years of experience in banking and finance, he was a Manager at Traders Royal Bank since 1980, held various executive positions with Security Bank from 1982 to 1999, General Manager of Security Finance Corporation from 1997 to 2001, and was the Head of the Legal Department of Metrobank Card Corporation from 2002 to 2004. Atty. Santos later joined PBB as Assistant Vice-

President in 2008. He attended various seminars on Anti-Money Laundering, Corporate Governance, update on relevant tax laws, corporate rehabilitation, PSE and SEC regulations, Letters of Credit transactions, credit and collections, and other pertinent banking laws and regulations.

Atty. Santos received his law degree from the University of the East and is a graduate of Bachelor of Arts from the same university.

Committee(s): Anti-Money Laundering, Management, and Remedial and Special Assets Management

**Judith C. Songlingco (Filipino, 54 years old)**

Ms. Judith Songlingco is PBB's Head of Corporate Communications and Corporate Affairs, acting as the link of the company to the external stakeholders, she has worked across sectors in communication including advertising, corporate communications, marketing communications, public relations, events, and business development. With over 25 years of a wealth of experience and creative mind, she puts her imprint on the Bank's communications and events. She joined PBB in 2011 with a rank of Assistant Vice President.

Ms. Songlingco began her career with Far East Bank & Trust Co. in December 1992 as a credit analyst under the Retail Banking Group before moving to the Branch Banking Group as a marketing trader. She later pursued her career in the academe where she taught sophomore, junior and senior college students Marketing Management, Product Development and Advertising & Promotions subjects at the De La Salle University –Dasmarias, where she also was appointed the Junior Marketing Association (JMA) coordinator of the university. In 1999, she shifted back to the banking industry as a Product Development Officer at Maybank Phil. Inc. under the Consumer Banking Division developing the deposit and loan products, promotional campaigns and was tasked to handle the Customer Service Department and the Consumer Sales Department as a lecturer and speaker. She joined East West Bank in 2004 as the Head of Marketing where she handled product development, had the opportunity to launch promotional campaigns, host events and implement advertising and promotions. In 2008, she moved to Robinsons Bank as the Marketing Support Services Group Head. Ms. Songlingco managed communications for the bank, including public relations, speech writing, advertising and promotions. She also handled corporate events and new product development and enhancement.

Prior to joining PBB, she was the Marketing Head of the University Physicians Medical Center - a private multispecialty outpatient diagnostic and surgical center situated within the University of the Philippines Manila – Philippine General Hospital (UPM-PGH). She has created and implemented various PR campaigns, planned events with high-level government officials and directed media logistics for a national conference. She also headed the Customer Service Department of UPMC and handled media relations.

Ms. Songlingco is an active Bank Marketing Association of the Philippines (BMAP) member. This is her third term as a BMAP Director and is the association's Auditor. She was elected Director of Membership in 2019 and Director for Programs and Ways and Means in 2018.

She obtained her Bachelor of Science in Commerce major in Marketing Management degree from St. Scholastica's College and holds a Master's Degree in Business Administration - Dean's List Inclusion, from the De La Salle University.

Committee(s): Management

**Rosemarie T. Due (Filipino, 51 years old)**

In June 2025, Ms. Rosemarie T. Due assumed the crucial position of Head of the Branch Operations and Control Group at PBB, earning the esteemed rank of Assistant Vice President.

With a rich tapestry of over thirty years in the banking sector, Ms. Due's journey began in 1995 at Rizal Commercial Banking Corporation (RCBC), where she swiftly distinguished herself as a committed and passionate professional.

Her remarkable performance led to her promotion to Operations Manager in 2010, a role through which she showcased her exceptional leadership skills and deep industry knowledge. Throughout her nearly three-decade tenure at RCBC, Ms. Due consistently garnered outstanding audit ratings, a testament to her unwavering dedication to operational efficiency, strict regulatory compliance, and effective fraud prevention measures. Her strategic initiatives not only refined the bank's operational framework but also introduced significant cost-saving measures that positively impacted its financial well-being.

Ms. Due is equipped with a bachelor's degree in Computer Engineering from Adamson University, a foundation that has significantly enhanced her analytical prowess and technical expertise throughout her distinguished career. With an eye for innovation and a commitment to excellence, she continues to drive meaningful change in the banking industry.

Committee(s): Asset Management and Liability, Corporate Governance, and Audit Committee

**Vanessa A. Chua (Filipino, 40 years old)**

Ms. Vanessa A. Chua was appointed Officer-in-Charge (OIC) as Head of the Corporate Banking Group (Makati and Caloocan desks) in 2024, holding the rank of Assistant Vice President.

She has extensive experience handling large corporate banking transactions, project loans, developmental loans, and loan syndication transactions. She started her career in banking in 2006 as a New Accounts Sales Representative at Allied Banking Corp., and was promoted to Marketing Assistant in 2009.

In 2013, Ms. Chua began her career at PBB as a Relationship Manager with the level of Junior Assistant Manager. She received two promotions in 2017: first to Senior Assistant Manager in January, and then to Manager in October. In 2020, she was promoted to Senior Manager, and in 2022, she advanced to Assistant Vice President.

Ms. Chua earned a Bachelor of Science in Commerce, major in Financial Managerial Accounting, from San Sebastian College – Recoletos in Manila.

Committee(s): Asset and Liability Management and Management

**Camela S. Villanueva (Filipino, 54 years old)**

Ms. Camela S. Villanueva began her professional journey at PBB in December 2021, where she served as Deputy Head within the Operations and Control Group. Her tenure in this role spanned until January 2024, during which she played a key role in strengthening internal controls and ensuring adherence to regulatory standards. In February 2025, Ms. Villanueva rejoined PBB as Head of the Operations and Control Group, with the rank of Assistant Vice President, taking on broader leadership responsibilities. She was promoted to Senior Assistant Vice President in September 2025 in recognition of her contributions.

Before her roles at PBB, Ms. Villanueva built a solid foundation in banking and finance. She began her career in 1992 as a senior audit staff member at SGV & Co., one of the leading professional services firms in the Philippines. In 1995, she joined Bangkok Bank, Manila Branch, as Operations Manager, where she oversaw daily banking operations. In 1998, Ms. Villanueva joined Chinatrust Bank as Internal Audit Manager, was promoted to Senior Manager, and subsequently transitioned to Treasury Operations, where she applied her audit expertise to enhance controls and support operational risk management.

From 2007 to 2010, Ms. Villanueva served as the Assistant Vice President in the Operations Department of Mizuho Bank, Manila Branch, where she oversaw core banking operations and implemented improvements that reduced errors and enhanced service quality.

In addition to her banking experience, she has gained cross-industry exposure in logistics, importation, distribution, retail, and fintech. She has also been involved in investment-related due diligence and business process reviews.

Ms. Villanueva is a Certified Public Accountant, having earned her certification in 1992. She holds a Bachelor's degree in Commerce with a major in Accounting from De La Salle University. Her extensive experience and proven leadership in operations and financial management have established her as a highly respected professional in the industry.

Committee(s): Employee Discipline, IT Steering, Bid

### **Rolando G. Alvendia (Filipino, 61 years old)**

Mr. Rolando Alvendia serves as the Chief Accountant and Head of the General Accounting Center at PBB, holding the title of First Vice President.

With over three decades of experience in the banking sector, Mr. Alvendia commenced his career at United Coconut Planters Bank, where he served as an Accounting Supervisor from 1986 until 1995. He subsequently worked as an Administrative Assistant at International Exchange Bank from 1995 to 1998. In 1998, he began his tenure at PBB's General Accounting Center and progressed from the position of Assistant Manager to Vice President.

In his current role, Mr. Alvendia is responsible for ensuring the financial integrity of PBB. His responsibilities encompass traditional accounting oversight as well as regulatory compliance, ensuring adherence to banking laws, financial regulations, and accounting standards.

Mr. Alvendia is a graduate of the Bachelor of Accountancy program at the Polytechnic University of the Philippines and is a Certified Public Accountant.

Committee(s): Corporate Governance, Related Party Transaction, and Audit

### **Nomination and Election of Directors and Independent Directors and Manner of Voting**

The method of counting the votes of the shareholders shall be in accordance with Sections 23 of the Revised Corporation Code of the Philippines, Section 15 of the General Banking Law (R.A. No. 8791), Section 38 of The Securities Regulation Code, Section 38.1 of the Amended Implementing Rules and Regulations of the Securities Regulation Code and Section X141 of the Manual of Regulations for Banks, the Bank's Nominations and Corporate Governance Committees adopted rules governing the nomination and election of directors.

All nomination forms shall be submitted to any of the members of the Nomination Committee or to the Corporate Secretary on or before May 4, 2026. The Nomination Committee shall pre-screen the qualifications of all the nominees and 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.

As to the manner of voting, Article II, Section 7 of the Bank's By-laws provides that during the annual meeting, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. For this purpose, the proxy instrument must be duly notarized and presented and validated by the Corporate Secretary. Counting will be done by tabulation of the votes by the Corporate Secretary, who acts as the election inspector, with the assistance of her staff and the stock and transfer agent.

Under Section 23 of The Revised Corporation Code of the Philippines, a stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may also distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected.

PBB is not soliciting proxy from any of its stockholders.

### **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.

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 Revised Corporation Code (RA 11232). 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 other 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 Atty. Roberto C. Uyquiengco, Chairman, Benel D. Laguna, Member, Narciso DL. Eraña, Member, Roberto A. Atendido, Member, Diosdado M. Peralta, 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;
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.

## **Independent Directors**

The Nomination committee has determined that the nominees for independent directors possess all the qualifications and have none of the disqualifications for independent directors as set forth in the Revised Manual on Corporate Governance.

## **Recommended Directors for 2026-2027**

The Nomination Committee of the Board of Directors of PBB has determined that the following, all of whom are incumbent directors, possess all the qualifications and none of the disqualifications for directorship set out in PBB's Manual on Corporate Governance, duly adopted by the Board pursuant to SRC Rule 38.1. Below is the final list of candidates prepared by the Nomination Committee:

Jeffrey S. Yao

Rolando R. Avante

Honorio O. Reyes-Lao

Roberto A. Atendido

Leticia M. Yao

Benjamin R. Sta. Catalina, Jr.

Narciso De Leon Eraña (Independent Director) – Nominated by Jeffrey S. Yao. Not related to the nominee.

Roberto C. Uyquiengco (Independent Director) – Nominated by Roberto A. Atendido. Not related to the nominee.

Astero L. Favis, Jr. (Independent Director) - Nominated by Narciso DL. Eraña. Not related to the nominee.

Benel D. Laguna (Independent Director) - Nominated by Honorio O. Reyes-Lao. Not related to the nominee.

(Ret.) Chief Justice Diosdado M. Peralta (Independent Director) – Nominated by Benjamin R. Sta. Catalina, Jr. Not related to the nominee.

A certification on the qualifications of the Independent Directors and that none of the above-named directors and officers work with the government is attached herewith as Annexes "B", "B-1", "B-2", "B-3", "B-4" and "C".

## **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:

1. 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;
2. 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;
3. 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; and
4. 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.

## Identify Significant Employees

Although PBB has relied on and will continue to rely on the individual and collective contributions of each of its executive officers, senior operational personnel and non-executive employees, PBB believes that it does not depend on the services of a particular employee and that there is no employee that the resignation or loss of whom would have a material adverse impact on its business.

## Item 12. Certain Relationships and Related Transactions

The Bank's related parties include entities under common ownership, key management and others as described below.

	2024		2025	
	Transaction	Balance	Transaction	Balance
<b>Key management personnel</b>				
Compensation	204,492,348	-	<b>214,421,310</b>	-
Deposit liabilities	(19,159,023)	32,137,546	<b>1,465,304</b>	<b>33,602,850</b>
Loans	(790,498)	50,158,509	<b>2,200,872</b>	<b>52,359,381</b>
Interest expense	1,120,021	-	<b>1,147,449</b>	-
Interest income	-	-	-	-
<b>Other related parties:</b>				
Deposit liabilities	1,436,234,668	1,543,748,425	<b>(308,487,781)</b>	<b>1,235,260,644</b>
Loans	722,434,223	-	<b>(35,688,583)</b>	-
Interest expense	24,020,317	218,958,614	<b>18,283,526</b>	<b>183,270,032</b>
Interest income	4,019,239	-	<b>2,846,963</b>	-
<b>Retirement Fund</b>				
Contribution	46,743,054	-	<b>50,853,669</b>	-
Plan Assets	36,191,672	365,111,519	<b>39,675,977</b>	<b>410,287,496</b>

### i. *DOSRI Deposits*

The total balance of DOSRI deposits is inclusive of the corresponding related accrued interest included in the financial statements as of December 31, 2024 and 2025.

Deposit liabilities transactions with related parties have similar terms with other counterparties (see Note 16).

### ii. *DOSRI Loans*

The Bank has loan transactions with its officers and employees. Under existing policies of the Bank, these loans are made substantially on the same terms as loans to other individuals and businesses of comparable risks.

The General Banking Act of the BSP provides that in aggregate, loans to DOSRI generally should not exceed the Bank's total equity or 15% of the Bank's total loan portfolio, whichever is lower. In addition, the amount of individual loans to DOSRI, of which 70% must be secured, should not exceed the amount of their deposits and the book value of their investments in the Bank. However, non-risk loans are excluded in both individual and aggregate ceiling computation. As of December 31, 2024, and 2025, the Bank has satisfactorily complied with the BSP requirement on DOSRI limits.

The following table shows the other information relating to the loans, other credit accommodations and guarantees granted to DOSRI as of December 31 in accordance with BSP reporting guidelines:

	December 31, 2024	December 31, 2025
Total outstanding DOSRI loans	₱ 705,361	₱ 886,629
% of loans to total loan portfolio	0.53.	0.67%
% of unsecured loans to total DOSRI/related party loans	6.60%	5.61%
% of past due loans to total DOSRI/related party loans	0.0%	0.3%
% of non-performing loans to total DOSRI/related party loans	0.0%	0.0%

The Bank leases the following properties from affiliated parties:

Property	Owner
Banawe Branch	Solmac Marketing Inc.
Edsa-Calookan	Solmac Marketing Inc.
Quintin Paredes	Downtown Realty Investment Corporation
Grace Park	SMI Development Corporation
Z-Square Mall (5 <sup>th</sup> Floor Roof Deck)	SMI Development Corporation
Makati	AMY Leasing Company
Taguig City Branch-Lite Unit	SMI Development Corporation
Z-Square Mall (Del Monte Branch ATM Off-site)	SMI Development Corporation

### iii. Transactions with Retirement Fund

The retirement fund neither provides any guarantee or surety for any obligation of the Bank nor its investments by any restrictions or liens.

### iv. Key Management Personnel Compensation

Salaries and short-term benefits received by key management personnel are summarized below.

	2023	2024	2025
Short-term benefits	₱ 196,702,715	₱ 190,173,730	₱ 200,050,585
Post-employment benefits	4,454,508	14,318,618	14,370,725
Total	₱ 200,030,540	₱ 204,492,348	₱ 214,421,310

The composition of the Bank's short-term benefits are as follows:

	2023	2024	2025
Salaries and wages	₱ 152,489,625	₱ 145,218,961	₱ 152,681,543
Bonuses	36,617,816	35,075,101	37,375,161
Social security costs	3,761,083	4,409,090	5,470,842
Other short-term benefits	3,834,191	5,470,578	4,523,039
Total	₱ 196,702,715	₱ 190,173,730	₱ 200,050,585

## Family Relationships

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

Jeffrey S. Yao is the son of Ambassador Alfredo M. Yao.

Liza Jane T. Yao and Jeffrey S. Yao are spouses.

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

## Holders

As of December 31, 2025, the following are the holders of record of the Bank's common shares as set forth in the table:

NAME	HOLDINGS	%
PCD NOMINEE CORPORATION - FILIPINO	242,395,182	29.61%
ALFREDO M. YAO	239,838,209	29.29%
ZEST-O CORPORATION	222,262,822	27.15%
ALFREDO M. YAO	55,803,072	06.82%
ARMANDO M. YAO	13,146,502	01.61%
MARY GRACE S. YAO	9,479,537	01.16%
PCD NOMINEE CORPORATION- NON-FILIPINO	8,783,873	01.07%
JEFFREY S. YAO	8,304,538	01.01%
LETICIA M. YAO	4,847,505	00.59%
CAROLYN S. YAO	4,517,037	00.55%
ERLINDA M. YAO	3,226,970	00.39%
ERLINDA M. YAO	1,620,536	00.20%
ARMANDO M. YAO	857,143	00.10%
PETER Y. SEE	375,000	00.05%
ARMANDO M. YAO	324,108	00.04%
ARMANDO M. YAO	259,286	00.03%
JIMMY WAI PIU NG	187,500	00.02%
JOHNNY CHAN	187,500	00.02%
EUSEBIO S. GO	187,500	00.02%
ANTONIO D. TAN &/OR CARIDAD TAN	187,500	00.02%
REYNATO KEH LIM &/OR SUSANA DY LIM	187,500	00.02%
ARMANDO M. YAO	180,000	00.02%
XIAOHAN WU	177,937	00.02%
JOAQUIN SY CHUA	140,624	00.02%
MANUEL ARELLANO SANTIAGO OR ELLA CAPALAD SANTIAGO	127,627	00.02%
ROBERTO LEE OBIEDO	112,500	00.01%

ROBERT MALICSI QUING	93,750	00.01%
ANG ENG ENG	93,750	00.01%
MILAGROS N. QUE	65,624	00.01%
DIOSDADO M. PERALTA	63,121	00.01%
EMELIE C. TAN	56,250	00.01%
ALFONSO S. CHAN	56,250	00.01%
EUSEBIO K. LEE	56,250	00.01%
BENZON T. LIM	56,250	00.01%
JACOB SEE ANG	56,250	00.01%
CONSORTIA LUZ G. LAGUNAD	46,874	00.01%
EDWARD GO	40,124	00.00%
FERNANDO LIM KO	30,000	00.00%
ANITA N. TY	30,000	00.00%
FERNANDO LIM KO	30,000	00.00%
REGINA CAPITAL DEV'T CORP 000351	24,375	00.00%
ARLENE DIANA J. SY	15,450	00.00%
STEPHEN T. TEO &/OR TERESITA R. TEO	9,375	00.00%
RICARDO DELFIN A. &/OR ROSALINDA T. KING	9,374	00.00%
ISABEL C. SUNTAY	9,374	00.00%
DAVID L. KHO	6,000	00.00%
MARIETTA C. ONOFRE	5,624	00.00%
JOSE Q. CIFRA	5,624	00.00%
KING, RICARIDO DELFIN A. &/OR ROSALINDA T. KING	5,250	00.00%
ANTONIO KAN SIA	3,750	00.00%
GARY V. BARRANDA	3,375	00.00%
MARIANO C. TIU	3,125	00.00%
MYRNA P. VILLANUEVA	2,400	00.00%
SANTOS KUN BIAO DY CHAN	2,400	00.00%
LETICIA G. SY	1,874	00.00%
RAFFY STEVEN SY	1,874	00.00%
MYRNA P. VILLANUEVA	1,874	00.00%
ROGELIO J. BONDOC JR	1,874	00.00%
ELEANOR TALAVERA MARQUEZ	1,874	00.00%
VIRGINIA F. MAMARIL	1,500	00.00%
JOCELYN L. LEE	1,311	00.00%
JEFFREY LIM SY OR EMMY CHUAJOY SY	1,000	00.00%
MA. CHRISTMAS R. NOLASCO	974	00.00%
ANNALEE B. TORRES	937	00.00%
NADEZHDA ISKRA F. HERRERA	937	00.00%

DARLENE DAPHNE T. SY	937	00.00%
MA. METZI O. SO	781	00.00%
MANUEL C. VALDEZ	600	00.00%
MYRNA P. VILLANUEVA	600	00.00%
MARIETTA V. CABREZA	600	00.00%
MILAGROS P. VILLANUEVA	600	00.00%
JULIUS VICTOR EMMANUEL D. SANVICTORES	374	00.00%
MA. CHRISTMAS R. NOLASCO	360	00.00%
ALFRED REITERER	37	00.00%
SOLAR SECURITIES	23	00.00%
DONDI RON R. LIMGENCO	13	00.00%
STOCK TRANSFER SERVICE, INC.	9	00.00%
OWEN NATHANIEL S. AU ITF: LI MARCUS AU	2	00.00%
PHILIP &/OR ELNORA N. TURNER	1	00.00%
<b>TOTAL</b>	<b>818,750,094</b>	<b>100.00%</b>

On November 16, 2012, the SEC approved PBB's application for the amendment of its articles of incorporation to increase its authorized capital stock from ₱3.0 billion to ₱10.0 billion and for a decrease in par value from ₱100.0 to ₱10.0.

On April 20, 2022, the Board of Directors approved the increase of PBB's authorized capital stock to ₱15.0 billion from ₱10.0 billion, approved by the BSP on November 28, 2022 and SEC on January 19, 2023. PBB is increasing its authorized capital stock with the intention of raising capital via stock rights offering which will greatly expand the Bank's capability to develop more businesses and harness opportunities in the financial services space. The increase will enable PBB to meet the growing demands of the banking business.

In support of the increase in authorized capital stock, the principal shareholders of PBB subscribed to ₱1.25 billion of common stock, equivalent to 25% of the ₱5.0 billion increase in authorized capital stock. On January 10, 2023, the principal shareholders fully paid the balance of their subscription in the increase in authorized capital stock. PBB also raised ₱500.00 million, priced at ₱10.00, from its stock rights offering; the SRO shares were listed on the PSE on March 31, 2023. The private placement and the stock rights offer collectively resulted in a capital raise of ₱1.75 billion.

#### Item 6. Compensation of Directors and Executive Officers

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

NAME	POSITION	2023	2024	2025
CEO and the four (4) most highly compensated officers of the Bank namely:		37.34	35.55	35.00
Rolando R. Avante	President & CEO			
Joseph Edwin S. Cabalde	EVP - Treasurer			
Arlon B. Reyes	EVP - Head of Commercial Banking Group			
Dulce Gidget R. Salud	SVP – Financial Sales & Distribution			
Benley B. Uy	Head FVP -Head Information Technology Group			

Total Aggregate Compensation of Directors and Officers of the Bank as a group:	Salary	Other Compensation	Bonus	Total
2023	578.24	37.4	129.5	745.14
2024	609.80	42.21	135.67	787.68
2025	649.30	44.35	145	838.88

**Directors' Fee  
As of December 2025**

Sur Name	First Name	Middle Name	Income Payment	Tax Amount
ATENDIDO	ROBERTO	ADORABLE	910,000.00	91,000.00
ERANA	NARCISO	DE LEON	1,070,000.00	107,000.00
FAVIS JR	ASTERIO	LEDESMA	960,000.00	96,000.00
LAGUA	BENEL	DELA PAZ	1,080,000.00	108,000.00
PERALTA	DIOSDADO	MADARANG	720,000.00	72,000.00
REYES-LAO	HONORIO	ONG	780,000.00	78,000.00
STA. CATALINA	BENJAMIN	DELA ROSA	850,000.00	85,000.00
UYQUIENGCO	ROBERTO	CHUA	950,000.00	95,000.00
YAO	ALFREDO	MACAM	31,500,000.00	3,150,000.00
YAO	JEFFREY	SIY	13,200,000.00	1,320,000.00
YAO	LETICIA	MACAM	600,000.00	60,000.00
<b>Total</b>			<b>52,620,000.00</b>	<b>5,262,000.00</b>

**Compensation of Directors**

Each director of the Bank receives a per diem allowance of ₱40,000.00 determined by the Board of Directors for attendance in a Board meeting and a ₱10,000.00 allowance for attendance in a committee meeting. The Directors are also entitled to a monthly gasoline allowance of ₱5,000.00. 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.

**Appraisal and performance reports for the board and the criteria and procedure for assessment**

Board has in place a system that provides at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.

The Board of Directors is regularly reviewing the structure, size and composition of the board of directors and board-level committees with the end in view of having a balanced membership. Towards this end, a system and procedure for evaluation of the structure, size and composition of the board of directors and board-level committees is adopted which include, but not limited to, individual and peer assessment. The results of assessment shall form part of the on-going improvement efforts of the board of directors.

## **Employment Contracts and Termination of Employment and Change-in-Control Arrangements.**

PBB has executed pro-forma employment contracts with its staff and officers. These contracts basically specify the scope of services expected from these individuals and the compensation that they shall receive.

There are no arrangements for compensation to be received by these named executive officers from the Bank in the event of a change in control of the Bank.

## **Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Punongbayan & Araullo (P&A), a member firm of Grant Thornton International Limited, has been the bank's independent accountant since 2006 and is again recommended for appointment at the scheduled stockholders meeting.

In compliance with SEC Memorandum Circular No. 8, Series of 2003, and Amendments to the SRC Rule 68 on the rotation of external auditors or signing partners of a firm every after five (5) years of engagement, Ms. Jonavell B. was assigned in 2025 as an independent reviewer and partner in charge for the bank replacing Mr. Christopher M. Ferarezza.

The Bank has paid the following fees to P&A relative to the regular and special engagements rendered by the latter that are reasonably related to the performance of the audit review of the Bank's financial statement:

<b>Audit Fees For</b>	<b>In ₱</b>
December 31, 2016	2,599,735.16
December 31, 2017	2,864,643.60
December 31, 2018	5,124,565.44
December 31, 2019	6,851,630.40
December 31, 2020	10,377,360.00
December 31, 2021	8,196,832.00
December 31, 2022	9,556,736.00
December 31, 2023	13,285,234.14
December 31, 2024	7,227,184.26
December 31, 2025	9,013,200.00

No other services were rendered by P&A that were not related to the audit and review of the Bank's financial statements occurred in 2025. In addition, there were no disagreements with P&A on the accounting and financial disclosures.

P&A will be available at the Bank's Annual Stockholders' Meeting and will be available to make a statement and respond to any queries pertaining to the Bank's financials.

## **Item 9. Authorization or Issuance of Securities other than for Exchange**

**The Bank has no securities to be issued other than for the Exchange.**

### **Members of Audit Committee**

The following are the members of the Audit Committee:

- |                                    |   |                               |
|------------------------------------|---|-------------------------------|
| 1.) Benel D. Laguna                | - | Chairman/Independent Director |
| 2.) Atty. Roberto C. Uyquiengco    | - | Independent Director          |
| 3.) Asterio L. Favis, Jr.          | - | Independent Director          |
| 4.) Benjamin R. Sta. Catalina, Jr. | - | Director                      |
| 5.) Honorio O. Reyes-Lao           | - | Director                      |

The Audit Committee provides oversight of the Bank’s financial reporting and control and internal and external audit functions. It monitors and evaluates the adequacy and effectiveness of the internal control system of the Bank. It assists the Board in fulfilling its statutory and fiduciary responsibilities with respect to internal controls, accounting policies, and auditing and financial reporting practices.

The committee conducts its meeting every second (2nd) Wednesday of the month and reports its activities to the Board on regular basis.

**OTHER MATTERS.**

**Actions with respect to reports**

The following matters will be submitted for approval of the stockholders at the Annual Stockholders Meeting on May 29, 2026.

- a.) Approval of the Minutes of the Annual Stockholders Meeting held on May 30, 2025
- b.) President & CEO’s report on management operations for 2025
- c.) Ratification of the Audited Financial Statements for the year ending 31<sup>st</sup> December 2025
- d.) Ratification of Past Actions of the Board and of Management
- e.) Ratification/Confirmation of the appointment of external auditor by the Board of Directors
- f.) Election of Directors for 2026-2027

The list of all acts, transactions and resolutions of the Board of Directors, management and all Committees done in the ordinary course of business will be too voluminous to be included in this report. Please refer to the attached Annex “C”. Most relate to regular banking transactions and credit matters which the Board of Directors, either by law or by regulations issued by the BSP, is required to act upon.

Below is the list of reports on SEC FORM 17-C for the period of June 2025 to March 31, 2026:

<b>Date of Report</b>	<b>Material Information/Event Reported</b>
Jun 02, 2025 08:41 AM	Results of Annual or Special Stockholders' Meeting
Jun 02, 2025 08:47 AM	Results of Organizational Meeting of Board of Directors
Jun 19, 2025 07:38 AM	Declaration of Cash Dividends
Jun 19, 2025 09:11 AM	Change in Directors and/or Officers (Resignation, Removal or Appointment, Election and/or Promotion)
Jun 19, 2025 09:38 AM	Change in Directors and/or Officers (Resignation, Removal or Appointment, Election and/or Promotion)
Jun 19, 2025 09:38 AM	Change in Directors and/or Officers (Resignation, Removal or Appointment, Election and/or Promotion)
Jun 20, 2025 07:32 AM	[Amend-2] Results of Organizational Meeting of Board of Directors
Jun 19, 2025 10:03 AM	[Amend-1] Results of Organizational Meeting of Board of Directors
Aug 01, 2025 11:16 AM	Material Information/Transactions

Aug 15, 2025 10:42 AM	Notice of Analysts'/Investors' Briefing
Sep 23, 2025 07:04 AM	Change in Directors and/or Officers (Resignation, Removal or Appointment, Election and/or Promotion)
Nov 12, 2025 02:56 PM	Material Information/Transactions

Name of Directors	Board Committee	
	Attended	%
Jeffrey S. Yao (Chairperson)	11	92%
Rolando R. Avante	12	100%
Dr. Leticia M. Yao	7	58%
Honorio O. Reyes-Lao	10	83%
Roberto A. Atendido	12	100%
Benjamin R. Sta. Catalina, Jr.	11	92%
Narciso DL. Eraña	9	75%
Roberto C. Uyquiengco	10	83%
Benel D. Laguna	12	100%
Asterio L. Favis, Jr.	12	100%
Diosdado M. Peralta	12	100%
Total number of meetings held during the year 2025	12	89%

Name of Directors	Executive Committee	
	Attended	%
Jeffrey S. Yao (Chairperson)	12	100%
Rolando R. Avante	11	92%
Honorio O. Reyes-Lao	6	50%
Benjamin R. Sta. Catalina, Jr.	1	8%
Roberto A. Atendido	6	50%
Narciso DL. Eraña	10	80%
Roberto C. Uyquiengco	9	75%
Asterio L. Favis, Jr.	11	83%
Benel D. Laguna	11	92%
Total number of meetings held during the year 2025	12	70%

Name of Directors	Corporate Governance	
	Attended	%
Roberto C. Uyquiengco (Chairperson)	12	100%
Roberto A. Atendido	12	100%
Narciso DL. Eraña	11	92%
Benel D. Lagua	12	100%
Diosdado M. Peralta	11	92%
Total number of meetings held during the year 2025	12	97%

Name of Directors	Related Party Transactions	
	Attended	%
Narciso DL. Eraña (Chairperson)	11	92%
Benjamin R. Sta. Catalina, Jr.	11	92%
Benel D. Lagua	12	100%

Asterio L. Favis, Jr.	12	100%
Diosdado M. Peralta	11	92%
Total number of meetings held during the year 2025	12	95%

Name of Directors	Risk Oversight Committee	
	Attended	%
Asterio L. Favis, Jr. (Chairperson)	12	100%
Roberto C. Uyquiengco	12	100%
Benel D. Lagua	12	100%
Roberto A. Atendido	11	92%
Honorio O. Reyes-Lao	12	100%
Benjamin R. Sta. Catalina, Jr.	11	92%
Narciso DL. Eraña	10	83%
Total number of meetings held during the year 2025	12	95%

Name of Directors	Audit Committee	
	Attended	%
Benel D. Lagua (Chairperson)	13	100%
Roberto C. Uyquiengco	11	85%
Asterio L. Favis, Jr.	13	100%
Honorio O. Reyes-Lao	13	100%
Benjamin R. Sta. Catalina, Jr.	11	85%
Total number of meetings held during the year 2025	13	94%

## Voting Procedures

### Vote Requirement

- 1.) For election of Directors  
Pursuant to Section 23 of the Revised Corporation Code, the eleven (11) 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 a duly notarized proxy instrument is necessary for the approval of such matter.

The method of counting the votes of the shareholders shall be in accordance with Sections 23 of the

Revised Corporation Code of the Philippines, Section 15 of the General Banking Law (R.A. No. 8791), Section 38 of The Securities Regulation Code, Section 38.1 of the Amended Implementing Rules and Regulations of the Securities Regulation Code and Section X141 of the Manual of Regulations for Banks, the Bank's Nominations and Corporate Governance Committees adopted rules governing the nomination and election of directors. Counting will be done by tabulation of the votes by the Corporate Secretary, who acts as the election inspector, with the assistance of her staff and the stock and transfer agent.

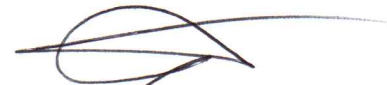
The Bank undertakes to provide without charge, upon written request of such person, a copy of the Bank's annual report on SEC Form 17-A. Requests may be sent to Rolando G. Alvendia, 3/F PBB Corporate Center, 30 Rizal Avenue corner 8<sup>th</sup> Avenue, Gracepark, Caloocan City.

The Bank likewise undertakes to provide without charge, 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 6th day of May 2026.

By:



**ATTY. ROBERTO S. SANTOS**  
Corporate Secretary

Map of the Conglomerate or group of companies.

Philippine Business Bank Inc., A Savings Bank (PBB) is the largest stand-alone savings bank in the country with P168.8 billion in total assets as of December 2025. PBB is the financial services arm of the Yao Group, which has interests in fruit juice manufacturing and distribution, soda and real estate, and remains the largest independent savings bank in the Philippine Stock Exchange.

Conglomerate Map

