

5. Result of Annual/Special Stockholders' Meeting's Resolutions

Annual Stockholders' Meeting (May 31, 2016)			
Resolution	Approving	Dissenting	Abstaining
Confirmation of the Minutes of the 2015 Annual Stockholders' Meeting held on May 26, 2015	1,021,834,704	-	16,931,310
Notation of President's Report	1,021,550,784	-	17,215,230
Approval of the Bank's 2015 Annual Report	1,021,550,784	-	17,215,230
Amendment of Section 4.2, Article IV of the Amended By-Laws to change the date of the Annual Stockholders' Meeting from the last Tuesday of May to the last Tuesday of April of each year	1,021,834,704	-	16,931,310
Approval of the ratification of all the acts, resolutions and proceedings of the Board of Directors and Corporate Officers since the 2013 Annual Stockholders' Meeting	1,021,550,784	-	17,215,230
Approval of the Election of the following Directors:			
a) Florencia G. Tarriela	1,021,832,764	1,940	16,931,310
b) Felix Enrico R. Alfiler	1,021,537,157	297,547	16,931,310
c) Florido P. Casuela	1,004,511,811	17,322,893	16,931,310
d) Leonilo G. Coronel	1,021,834,704	-	16,931,310
e) Edgar A. Cua	1,021,834,704	-	16,931,310
f) Reynaldo A. Maclang	985,052,025	37,782,679	16,931,310
g) Estelito P. Mendoza	979,508,771	42,325,933	16,931,310
h) Christopher J. Nelson	1,004,748,292	17,016,412	16,931,310
i) Federico C. Pascual	1,004,963,486	16,871,218	16,931,310
j) Cecilio K. Pedro	1,021,834,704	-	16,931,310
k) Washington Z. Sycip	976,859,364	44,975,340	16,931,310
l) Carmen K. Tan	1,005,205,713	16,628,991	16,931,310
m) Dr. Lucio C. Tan	979,399,142	42,435,562	16,931,310
n) Lucio K. Tan, Jr.	979,508,771	42,325,933	16,931,310
o) Michael G. Tan	1,021,583,780	250,924	16,931,310
Appointment of External Auditor	1,021,834,704	-	16,931,310

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions: (updated – May 31, 2016)

The results of the Annual Stockholders' Meeting (ASM) were disclosed to the Bank's regulators, i.e., the Philippine Stock Exchange (PSE), the Bangko Sentral ng Pilipinas (BSP), the Securities and Exchange Commission (SEC) and the Philippine Dealing & Exchange Corporation (PDEX) as required. A media briefing was also held after the ASM.

a) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
None	Not Applicable

b) Stockholders' Attendance

i. Details of Attendance in the Annual/Special Stockholders' Meeting Held: (updated – May 31, 2016)

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	Florencia G. Tarriela, Independent Director Felix Enrico R. Alfiler, Independent Director Florido P. Casuela, Director Leonilo G. Coronel, Director Reynaldo A. Maclang, Director	May 31, 2016	In person and by representative to act by written proxy	0.005%	83.154%	83.159%

<p>Estelito P. Mendoza, Director  Christopher J. Nelson, Director  Federico C. Pascual, Independent Director  Cecilio K. Pedro, Independent Director  Washington Z. Sycip, Director  Lucio K. Tan, Jr., Director  Michael G. Tan, Director  Edgar A. Cua, Nominee Director  Joseph T. Chua, Board Advisor  William T. Lim, Board Advisor  Manuel T. Gonzales, Board Advisor  Maila Katrina Y. Ilarde, Corporate Secretary  Ruth Pamela E. Tanghal, Assistant Corporate Secretary  Cenon C. Audencial, Jr., EVP  Horacio E. Cebrero III, EVP  Christopher J. Dobles, EVP  Nelson C. Reyes, EVP  Bernardo H. Tocmo, EVP  Alice Z. Cordero, FSVP  Socorro D. Corpus, FSVP  Miguel Angel G. Gonzalez, FSVP  Benjamin S. Oliva, FSVP  Aida M. Padilla, FSVP  Carmela A. Pama, FSVP  Emmanuel German V. Plan II, FSVP  Allan L. Ang, SVP  Emeline C. Centeno, SVP  Christian Jerome Dobles, SVP  Erwin C. Go, SVP  Dioscoro Teodorico L. Lim, SVP  Ma. Paz D. Lim, SVP  Norman Martin C. Reyes, SVP  Helen Y. Ang, FVP  Manuel C. Bahena, Jr., FVP  Roberto S. Vergara, FVP  Czarina Barbero, VP  Constantino T. Yap, VP</p>					
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- ii. Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

Validation of votes is handled by the Bank's stock transfer agent with the supervision of the Corporate Secretary.

In compliance with Section 4.7 of PNB By-Laws, all the proxies received will be validated by the Bank's Corporate Secretary at the office of the stock transfer agent. During the validation, the stock transfer agent will verify if the stockholder is included in the list of the stockholders as per record date, and if the signature appearing on the proxy letter tallies against his signature card on file.

- iii. Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

Yes. Section 4.9 (re: Voting of Shares in General) of the PNB's Amended By-Laws states that at each meeting of the stockholder, every stockholder entitled to vote on the particular question involved shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Bank at the time of the closing of the transfer books for such meeting or on the record date fixed by the Board of Directors pursuant to Section 3.4 of the said Amended By-Laws.

The manner of voting and counting of votes are as follows:

- a) Every stockholder entitled to vote shall have the right to vote, either in person or by proxy, the number of shares registered in his name on record as of the close of business hours on record date. Only written proxies, signed by the stockholders and duly presented to the Corporate Secretary on or before deadline of submission of proxies shall be honored for purposes of voting.
- b) For purposes of electing directors, the system of cumulative voting shall be followed. Each stockholder has a number of votes equal to the number of shares he owns, times the number of directors to be elected. Under this voting system, the stockholder has the option to (i) cast all his votes in favor of one (1) nominee, or (ii) distribute

those votes under the same principle among as many nominees as he shall see fit. Only candidates duly nominated shall be voted upon by the stockholders entitled to vote or by their proxies.

- c) Unless required by law, or upon motion by any stockholder, voting need not be by ballot and may be done by show of hands.
- d) The manner of election and the counting of the votes to be cast shall be under the supervision of the Corporate Secretary.

**c) Proxy Voting Policies**

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

Section 4.7, Article VII of the PNB Amended By-Laws:

Right to Vote; Proxies. Stockholders entitled to vote at a stockholders' meeting may vote either in person or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank. Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 o'clock in the afternoon five (5) calendar days prior to the date of the meeting. Unless otherwise provided in the proxy, it shall be valid for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

	Company's Policies
Execution and acceptance of proxies	Stockholders entitled to vote at a stockholders' meeting may vote either in person or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank.
Notary	Not required.
Submission of Proxy	Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 o'clock in the afternoon five (5) calendar days prior to date of the meeting.
Several Proxies	Joint and alternative proxies are acceptable.
Validity of Proxy	Per SRC Rule 20(5)(F)(ii), no proxy shall confer authority to vote with respect to more than one meeting (and any adjournment thereof) unless a specific statement is made in the information statement and form of proxy that the proxy is valid for more than one meeting. Provided, however, that no proxy shall be valid and effective for a period longer than five (5) years from the date of the proxy;  Per Sec. 58 of the Corporation Code, unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.
Proxies executed abroad	Acceptable.
Invalidated Proxy	In accordance with the rules under the Securities Regulation Code and the SEC Memorandum No. 5, Series of 1996.
Validation of Proxy	Done by the Corporate Secretary in coordination with the Stock Transfer Agent, usually the day after the deadline for the submission of proxies.
Violation of Proxy	In accordance with the rules under the Securities Regulation Code and the SEC Memorandum Circular No. 5, Series of 1996.

**d) Sending of Notices**

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
In compliance with SRC Rule 20 (3)(c)(iv), the Information Statement, Management Report and written notice of the meeting was sent to all shareholders of record at least fifteen (15) business days prior to the date of the meeting. In addition, the notice of meeting was likewise published for one (1) week daily in at least one newspaper of general circulation in the Philippines, in accordance with Section 4.4, Article IV of the Bank's Amended By-Laws.	The written notice of the meeting together with the Definitive Information Statement and Audited Financial Statement contained in a CD are physically mailed to the last known addresses on record of all the qualified stockholders through the Stock Transfer Agent. This is also disclosed to the regulators and uploaded to the Bank's website. The notice is also published alternately in newspapers of general circulation for one week.