

B. CONTROL AND COMPENSATION INFORMATION**Item 4. Voting Securities and Principal Holders Thereof**

- a) No. of Shares outstanding as of February 28, 2019 : **383,109,416 Common Shares**
 No. of votes to which each share is entitled : **one (1) vote per share**
- b) Record date to determine stockholders entitled to Notice and to vote at the regular meeting : **March 1, 2019**
- c) Election of Directors:

Majority vote is required for the election of directors. Security holders shall have the right to cumulative voting. Cumulative voting is allowed provided that the total votes cast by a stockholder shall not exceed the number of shares registered in the name of that security holder in the books of the Bank as of the record date multiplied by the whole number of directors to be elected. There is no condition precedent to the exercise of the right to cumulative voting.

- d) Arthur V. Ty is the person authorized to vote the MBTC shares in PSBank.
- e) Security Ownership of Certain Record and Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners

As of February 28, 2019, the following stockholder owns more than 5% of the common voting securities:

Title of Class	Name, address of Record Owner and relationship with issuer	Name of Beneficial Owner and relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Metropolitan Bank and Trust Company Metrobank Plaza, Gil Puyat Avenue, Makati City (Parent Company of PSBank)	Arthur V. Ty, Chairman of Metrobank	Filipino	338,610,090	88.38%

There is no person who holds more than 5% of the Bank's securities lodged with PCD Nominee Corporation.

(2) Security Ownership of Directors and Management as of February 28, 2019

Title of Class	Name of Stockholder	Position	Citizenship	No. of Shares	% of Ownership
Common stock	Jose T. Pardo*	Chairman / Independent Director	Filipino	1,852	0.00048%
Common stock	Arthur V. Ty**	Vice Chairman	Filipino	117	0.00003%
Common stock	Vicente R. Cuna, Jr.	Vice Chairman	Filipino	100	0.00003%
Common stock	Rosanna F. De Vera	Director	Filipino	100	0.00003%
Common stock	Maria Soledad D.S. De Leon	Director	Filipino	4,000,000	1.04409%
Common stock	Jose Vicente L. Alde	Director/President	Filipino	100	0.00003%
Common stock	Samson C. Lim*	Independent Director	Filipino	100	0.00003%
Common stock	Benedicto Jose R. Arcinas*	Independent Director	Filipino	100	0.00003%
Common stock	Eduardo A. Sahagun*	Independent Director	Filipino	100	0.00003%

* Independent director

** Includes 17 shares lodged with PCD Nominee Corp.

(3) Voting Trust Holders of 5% or more

There is no person who holds more than 5% of the Bank's securities under a voting trust or similar agreement.

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