

## **EXPLANATION AND RATIONALE OF AGENDA ITEMS**

### **1. Call to Order**

The Chairman will welcome stockholders and guests to formally begin the 2023 Annual Stockholders' Meeting of PSBank.

### **2. Certification on Notice and Quorum**

The Corporate Secretary will certify that the Notice of Meeting has been duly sent and circulated via appropriate disclosures and publications pursuant to the regulations of the Securities and Exchange Commission (SEC) for the purpose of informing the stockholders of record. The Corporate Secretary will further announce whether or not a quorum is present constituting two-thirds of the outstanding capital stock.

### **3. Approval of the Minutes of the Annual Stockholders' Meeting held on April 25, 2022**

The stockholders will be requested to approve the minutes of the Annual Stockholders' Meeting held on April 25, 2022, which contain, among others, the (a) Annual Report to Stockholders, (b) Confirmation of all acts of the Board of Directors, Management and all Committees, (c) Election of the members of the Board of Directors and (d) Appointment of the External Auditor.

**Resolution to be Adopted:** Stockholders will vote for the adoption of a resolution approving the minutes of the April 25, 2022 Annual Stockholders' Meeting.

### **4. Presentation of the President's Report and the PSBank's Audited Financial Statements (AFS) as of December 31, 2022**

The President will render his Annual Report on the Bank's activities, business and financial performance in 2022. It includes the summary of the AFS which is incorporated in the Definitive Information Statement for dissemination to stockholders of record within prescribed period and in a manner pursuant to the SEC rules. Due to logistical limitations of the meeting conducted virtually, voting and open forum/discussion will not be possible during the virtual meeting. However, a stockholder, once validated/registered, will be given an opportunity to raise any relevant questions or express an appropriate comment limited to the agenda items by sending an email to [psbasm@psbank.com.ph](mailto:psbasm@psbank.com.ph) not later than April 21, 2023 in order to be noted and addressed accordingly.

**Resolution to be Adopted:** Stockholders will vote for the adoption of a resolution noting and approving the President's Annual Report for 2022 and the Bank's Audited Financial Statements as of December 31, 2022.

### **5. Confirmation of all Acts of the Board of Directors, Management and All Committees in 2022**

The stockholders will be requested to confirm all acts, transactions and resolutions of the Board of Directors, including transactions with the Bank's DOSRI and other related parties, Management and all Committees during the year 2022.

**Resolution to be Adopted:** Stockholders will vote for the adoption of a resolution confirming the acts of the Board of Directors and all Committees during the year 2022.

### **6. Election of the Members of the Board of Directors**

The Corporate Governance Committee will present nominees for election as members of the Board of Directors, including independent directors. This is in compliance with regulatory requirements of the Bangko Sentral ng Pilipinas and the Securities and Exchange Commission on the nomination of directors, and upon review and evaluation by the Corporate Governance Committee of the qualifications of all persons nominated to the Board.

**Resolution to be Adopted:** Stockholders will vote for the adoption of a resolution for the election of the members of the Board of Directors, including independent directors, for 2023-2024.

### **7. Appointment of the External Auditor**

As endorsed by the Audit Committee and approved by the Board of Directors, the stockholders will be requested to confirm the appointment of the selected External Auditor for 2023.

**Resolution to be Adopted:** Stockholders will vote for the adoption of a resolution for the appointment of said auditing firm as independent external auditor of the Bank for 2023.

### **8. Other Matters**

Other relevant matters or issues may be taken up during the meeting. Any relevant questions or comments received by the Office of the Corporate Secretary via email within the prescribed period given to registered stockholders shall be acknowledged, noted and addressed accordingly.

### **9. Adjournment**

Upon determination that there are no other matters to be considered, the Chairman shall declare the meeting adjourned. The meeting proceedings shall be recorded in audio and video format to be safekept by the Office of the Corporate Secretary and shall be made available in a secured manner to stockholders upon request by sending an email to [psbasm@psbank.com.ph](mailto:psbasm@psbank.com.ph).