

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- a) No. of Shares outstanding as of February 28, 2025 : 426,859,416 Common Shares
No. of votes to which each share is entitled : one (1) vote per share

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- b) Record date to determine stockholders entitled to Notice and to vote at the regular meeting : February 28, 2025

- 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, 2025, 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 Stock	Metropolitan Bank and Trust Company GT Tower International, 6813 Ayala Ave., corner H.V. Dela Costa St., Brgy. Bel-Air, 1227, Makati City (Parent Company of PSBank)	Arthur V. Ty, Chairman of Metrobank	Filipino	377,279,068	88.38%
Common Stock	Ma. Soledad D.S. De Leon 310 Country Club Drive, Ayala Alabang Village, Alabang, Muntinlupa City	Ma. Soledad D.S. De Leon	Filipino	26,982,249	6.32%

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, 2025, the following directors and management** as a group held a total of 962 common voting securities, broken down as follows:

Title of Class	Name of Stockholder	Position	Citizenship	Beneficial Ownership		% of Ownership
				No. of Shares	Nature	
Common stock	Vicente R. Cuna, Jr.	Chairman	Filipino	111	Direct	0.000026%
Common stock	Arthur V. Ty*	Vice Chairman	Filipino	129	Direct	0.000030%
Common stock	Jose Vicente L. Alde	Director/President	Filipino	111	Direct	0.000026%
Common stock	Eduardo A. Sahagun	Independent Director	Filipino	111	Direct	0.000026%
Common stock	Rufino Luis T. Manotok	Independent Director	Filipino	100	Direct	0.000023%
Common stock	Ronald Luis S. Goseco	Independent Director	Filipino	100	Direct	0.000023%
Common stock	Cecilia C. Borromeo	Independent Director	Filipino	100	Direct	0.000023%
Common stock	Ferlou I. Evangelista	Director	Filipino	100	Direct	0.000023%
Common stock	Frances Gail E. Male	Director	Filipino	100	Direct	0.000023%
Aggregate Shareholdings of Directors and Management** as a Group				962		0.000225%

* Includes 18 shares lodged with PCD Nominee Corp.

** Except for the above-mentioned list which included Mr. Jose Vicente L. Alde as Director and President, there are no other officers holding PSBank shares.

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.

(4) Changes in Control

There is no arrangement that may result in a change in control of the registrant. There is no change in control that has occurred since the beginning of the last fiscal year.