

#### **Item 10. Voting Procedures**

- a. Majority vote is required for the following:
  - i. Approval of the Minutes of the Annual Meeting of Stockholders
  - ii. Confirmation of all corporate acts of the Board of Directors, the Management and all committees including significant transactions with the Bank's Directors, Officers, Stockholders & their Related Interests (DOSRI) and other related parties
  - iii. Appointment of External Auditors
- b. Majority vote is required for the election of members of the Board of Directors. Nominees receiving the highest number of votes shall be declared elected following the provisions of the Corporation Code.
- c. Every stockholder entitled to vote on the particular question or matter involved shall be entitled to one (1) vote for each share of stock in his name. Cumulative voting is allowed provided that the total votes cast by a stockholder shall not exceed the number of shares registered in his name in the books of the bank as of the record date multiplied by the whole number of directors to be elected. Matters submitted to stockholders for ratification shall be decided by the required vote of stockholders present, in person or by proxy.
- d. A stockholder can exercise his vote at the meeting or remotely (in absentia or through proxy), as applicable.

Pursuant to applicable regulations of the Revised Corporation Code which allow voting in absentia by the stockholders, an online link may be accessed by the verified stockholders to register and/or vote in absentia on the matters for resolution at the meeting. A stockholder who votes in absentia shall be deemed present for purposes of quorum. Please refer to Item 11 - Participation of Shareholders by Remote Communication for the applicable instructions for voting in absentia or through proxy.
- e. All votes will be counted by the Office of the Corporate Secretary, to be assisted by the Bank's stock transfer agent, Metrobank Trust Banking Group, and with validation by the SGV & Co.