



ANNUAL STOCKHOLDERS' MEETING
April 23, 2026
3:00 P.M. via CISCO WEBEX Livestreaming
(FOR APPROVAL IN THE 2027 ASM)

1. **CALL TO ORDER**

The Chairman of the Board, Mr. Vicente R. Cuna, Jr., presided over the meeting which he called to order. The Corporate Secretary, Ms. Leah M. Zamora, recorded the minutes of the meeting. Likewise, the audio/video recordings of the meeting were secured by the Office of the Corporate Secretary.

2. **CERTIFICATION OF NOTICE AND QUORUM**

The Bank conducted its Annual Stockholders' Meeting (ASM) on April 23, 2026 at 3:00 P.M. via remote communication using a secure online meeting platform, Cisco Webex, pursuant to applicable Securities and Exchange Commission (SEC) regulations.

The Corporate Secretary, Ms. Leah M. Zamora, certified that the Notice of Meeting was 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 said notice also contained the necessary information and links to the Bank's corporate website pertaining to relevant ASM-related matters/documents.

Stockholders of record who notified within prescribed period their intention/participation in the Meeting via remote communication, including those who voted in absentia and by proxy, were considered in the determination of quorum. The Corporate Secretary further certified that the required quorum was met, as signified by the presence of its stockholders with a total of 377,279,819 common shares representing more than two-thirds (2/3) of the outstanding capital stock or 88% of the 426,859,416 common shares outstanding. There was 100% attendance by all nine (9) members of the Board of Directors who had been nominated and elected to their respective positions (see item 6 for the list of directors). The list of stockholders in attendance was provided herewith as Annex A. Also in attendance were representatives from the Bank's top management, as well as representatives from SGV & CO. as the Bank's external auditor, and other distinguished guests/stakeholders of the Bank. Chairman Cuna acknowledged that, there being a quorum, the virtual meeting was duly constituted for the transactions of the business in the agenda.

Verified stockholders casted their votes for each of the agenda items through the secure voting link and within prescribed deadline. The Office of the Corporate Secretary tabulated the votes, assisted by the Bank's stock transfer agent, Metrobank Trust Banking Group, and with validation by the SGV & Co. The voting results were summarized herewith under Annex B. It was also noted that relevant questions or comments in relation to the agenda items, if any, by verified stockholders that will be received by the Office of the Corporate Secretary via email within the prescribed period shall be properly acknowledged, noted and addressed accordingly. Information regarding participation and voting requirements and procedures in connection with the conduct of meeting via remote communication were provided accordingly under items 10-11 of the approved Definitive Information Statement which was also posted in the Bank's corporate website.

3. **APPROVAL OF MINUTES FOR THE ANNUAL STOCKHOLDERS MEETING HELD ON 24 APRIL 2025**

Chairman Cuna proceeded to the next item in the agenda which was the approval of the Minutes of the Annual Stockholders' Meeting held on April 24, 2025, copies of which were included in the Information Statement disseminated accordingly and posted in the corporate website pursuant to applicable SEC regulations.

The Corporate Secretary stated that, upon tabulation of votes cast, both in absentia and through proxy, a total of 377,279,819 common shares representing 88% of the 426,859,416 common shares outstanding had participated and all voted in favor of the approval of the Minutes of the Annual Stockholders' Meeting held on April 24, 2025, of which the following resolution was passed and adopted:

RESOLUTION NO. PSB-ASM-2026-01

“RESOLVED, that the Minutes of the Annual Stockholders' Meeting of the Philippine Savings Bank held on April 24, 2025 are hereby approved as recorded.”

4. **PRESENTATION OF THE PRESIDENT'S REPORT AND THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2025**

Chairman Cuna turned over the floor to the President, Mr. Jose Vicente L. Alde, who rendered to the stockholders his annual report, including the audited financial statements for the year 2025.

The Corporate Secretary then mentioned that, upon tabulation of votes cast, both in absentia and through proxy, a total of 377,279,819 common shares representing 88% of the 426,859,416 common shares outstanding participated and voted accordingly and all were in favor of the notation and approval of the President's Annual Report and the 2025 Audited Financial Statements, as per resolution below:

RESOLUTION NO. PSB-ASM-2026-02

“RESOLVED, that the President's Annual Report and the 2025 Audited Financial Statements of the Philippine Savings Bank are hereby noted and approved.”

5. **CONFIRMATION OF ALL CORPORATE ACTS OF THE BOARD OF DIRECTORS, MANAGEMENT AND ALL COMMITTEES IN 2025**

Chairman Cuna moved on with the next item in the agenda which was the confirmation of all corporate acts, transactions and resolutions of the Board of Directors, Management and all Committees during the year 2025, including material transactions with the Bank's DOSRI and other related parties (RPTs) as summarized in the 2025 Annual Report and in the Material RPTs Report.

The Corporate Secretary reported that, upon tabulation of votes cast, both in absentia and through proxy, 88% or 377,279,819 common shares out of the 426,859,416 common shares outstanding voted and all were in favor of the confirmation of all corporate acts, transactions and resolutions of the Board of Directors, Management and all Committees during the year 2025, including significant/material transactions with the Bank's DOSRI and other related parties as summarized in the 2025 Annual Report and in the Material Related Party Transactions Report (attached herewith as Annex C), of which the following resolution was passed and adopted:

RESOLUTION NO. PSB-ASM-2026-03

“RESOLVED, that all corporate acts, transactions and resolutions of the Philippine Savings Bank's Board of Directors, Management and all Committees during the year 2025, including significant transactions with the Bank's DOSRI and other related parties as summarized in the 2025 Annual Report and in the Material Related Party Transactions

Report, as well as approval of loans/credit transactions, investments, bank products and services, among others, are hereby confirmed.”

6. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The next item in the agenda was the election of the members of the Board of Directors to serve for the year 2026-2027.

In compliance with the regulatory requirements of the Bangko Sentral ng Pilipinas (BSP) and the Securities and Exchange Commission (SEC) on the nomination of directors, Ms. Cecilia C. Borromeo, an Independent Director and the Chairperson of the Bank's Corporate Governance (CG) Committee, conveyed that the CG Committee reviewed and evaluated the qualifications of all persons nominated to the Board, and certified that, based on the records, the following nine (9) nominees, four (4) of whom were nominated as Independent Directors, possess all the qualifications and none of the disqualifications prescribed by law and the regulations, namely:

1. Mr. Vicente R. Cuna, Jr.
2. Mr. Arthur V. Ty
3. Mr. Jose Vicente L. Alde
4. Ms. Cecilia C. Borromeo (Independent Director)
5. Mr. Ferlou I. Evangelista
6. Mr. Ronald Luis S. Goseco (Independent Director)
7. Mr. Ramon Jaime L. Vivencio del Rosario
8. Mr. Rufino Luis T. Manotok (Independent Director)
9. Ms. Maria Cristina R. Opinion (Independent Director)

Considering that there were only nine (9) persons nominated to, and qualified for, the nine (9) seats in the Board of Directors for the year 2026-2027, the Corporate Secretary announced that, upon tabulation of votes cast, both in absentia and through proxy, each of the nine (9) aforementioned nominees for directors received votes equivalent to 88% or 377,279,819 common shares out of the 426,859,416 common shares outstanding. Hence, the following resolution on the election of the nine (9) aforementioned nominees was passed and adopted accordingly:

RESOLUTION NO. PSB-ASM-2026-04

“RESOLVED, that the following are hereby elected as Directors of the Philippine Savings Bank for the year 2026-2027 and until their successors are duly elected and qualified:

1. Mr. Vicente R. Cuna, Jr.
2. Mr. Arthur V. Ty
3. Mr. Jose Vicente L. Alde
4. Ms. Cecilia C. Borromeo (Independent Director)
5. Mr. Ferlou I. Evangelista
6. Mr. Ronald Luis S. Goseco (Independent Director)
7. Ms. Frances Gail E. Male
8. Mr. Rufino Luis T. Manotok (Independent Director)
9. Mr. Eduardo A. Sahagun (Independent Director)

7. APPOINTMENT OF THE EXTERNAL AUDITOR FOR THE YEAR 2026

Chairman Cuna continued on with the next item in the agenda which was the appointment of the Bank's external auditor for the year 2026.

The Chairman announced that Sycip Gorres Velayo & Co. (or “SGV & Co.”) had been recommended by the Audit Committee and the Board of Directors for re-appointment as the Bank's external auditor for the year 2026.

Upon recommendation and tabulation of votes cast, both in absentia and through proxy, the Corporate Secretary reported that 88% or a total of 377,279,819 common shares out of the 426,859,416 common shares outstanding had voted accordingly and all were in favor of the re-appointment of Sycip Gorres Velayo & Co. (or "SGV & Co.") as the Bank's external auditor for the year 2026, of which the following resolution was passed and adopted:

RESOLUTION NO. PSB-ASM-2026-05


"RESOLVED that, as recommended by the Audit Committee and approved by the Board of Directors, Sycip Gorres Velayo & Co. (or "SGV & Co.") is, hereby, re-appointed as the Philippine Savings Bank's External Auditors for the year 2026."

8. **OTHER MATTERS**

The Corporate Secretary mentioned that no relevant questions or comments were received from the stockholders within the prescribed period in accordance with the Bank's procedures on the conduct of meeting via remote communication. As such, there were no other items to be discussed aside from the aforementioned agenda matters taken up.

9. **ADJOURNMENT**

Chairman Cuna acknowledged that, there being no other business to transact, the meeting was adjourned. On behalf of the Board of Directors, the Chairman expressed gratitude for the continued support and trust from the Bank's stakeholders.


LEAH M. ZAMORA
Corporate Secretary

ANNEX "A"

Stockholders in Attendance

Stockholder(s)	No. of Common Shares Held	Percentage of Equity
Metropolitan Bank & Trust Company (parent company) represented by Arthur Ty	377,279,068	88.38485%
Directors (Incumbent):		
Vicente R. Cuna Jr.	111	0.00003%
Arthur V. Ty	129	0.00003%
Jose Vicente L. Alde	111	0.00003%
Ms. Cecilia C. Borromeo	100	0.00002%
Rufino Luis T. Manotok	100	0.00002%
Ronald Luis S. Goseco	100	0.00002%
Ferlou I. Evangelista	100	0.00002%
Total (Quorum/Voting Shares) (Based on Stockholders as of Record Date)	377,279,819	88.385%
Also present:		
New* Directors:		
María Cristina R. Opinion*	100	0.00002%
Ramon Jaime L. Vivencio del Rosario *	100	0.00002%

ANNEX "B"

Summary of Voting Results

Total Number of Shares (Present and Represented) - **377,279,819** common shares
 Total Issued and Outstanding Shares - **426,859,416** common shares
 Percentage (%) of Stockholdings (Present and Represented) - **88.385%**

- (1) Approval of the Minutes of the Annual Stockholders' Meeting held on April 24, 2025:

Approval of the Minutes of the Annual Stockholders' Meeting held on April 24, 2025	Approving	Dissenting	Abstaining
# of Voting Shares	377,279,819	0	0

- (2) Approval and notation of the President's Annual Report and the Bank's 2025 Audited Financial Statements:

Approval and Notation of the President's Annual Report and the Bank's 2025 Audited Financial Statements	Approving	Dissenting	Abstaining
# of Voting Shares	377,279,819	0	0

- (3) Confirmation of all corporate acts of the Board of Directors, management and all committees during the year 2025:

Confirmation of All Corporate Acts of the Board of Directors, Management and All Committees in 2025	Approving	Dissenting	Abstaining
# of Voting Shares	377,279,819	0	0

- (4) Election of the members of the Board of Directors for 2026-2027:

Election of the Members of the Board of Directors for 2026-2027	Approving	Dissenting	Abstaining
Mr. Vicente R. Cuna, Jr.	377,279,819	0	0
Mr. Arthur V. Ty	377,279,819	0	0
Mr. Jose Vicente L. Alde	377,279,819	0	0
Ms. Cecilia C. Borrromeo	377,279,819	0	0
Mr. Ferlou I. Evangelista	377,279,819	0	0
Mr. Ronald Luis S. Goseco	377,279,819	0	0
Mr. Rufino Luis T. Manotok	377,279,819	0	0
Ms. Maria Cristina R. Opinion	377,279,819	0	0
Mr. Ramon Jaime L. Vivencio del Rosario	377,279,819	0	0

- (5) Appointment of External Auditors ("SGV & Co.") for the year 2026:

Appointment of External Auditors ("SGV & Co.") for 2026	Approving	Dissenting	Abstaining
# of Voting Shares	377,279,819	0	0

ANNEX "C"

Summary of Material Related Party Transactions for the Year Ended 2025

Related Parties	Relationship	Nature of Transaction	Terms & Conditions	In Millions of Php	
				Original Amount	Dec. 31, 2025 Balance
LOANS AND OTHER CREDIT ACCOMMODATIONS					
First Metro Investment Corporation (FMIC)	Affiliate	Annual Renewal of Existing Clean/ Unsecured Credit Line	One (1)-year Php1.0 Billion clean/unsecured stand-by Credit Line for additional working capital purposes and to gap intraday funding requirements available via PNs of up to 30 days with interest rate upon drawdown based on current BSP's Overnight Lending Facility (OLF) rate plus 50-75 basis points (bps) spread which pricing structure is also similarly applied to other large accounts.	1,000	N/A
PSBank Trust Division	Trust Division	Annual Renewal of Existing Domestic Bills Purchase (DBP) Clean Line for PSBank-Trust Division's Clients Under The Same Terms & Conditions	One (1)-year Php1.0 Billion Domestic Bills Purchase (DBP) Line for the purchase of local and regional checks issued by PSBank Trust Division's clients payable to PSBank Trust Division for outright crediting of their investments, with waivers of DBP charges and CASA ADB requirement which were likewise granted to other unrelated large accounts and long-time borrowers	1,000	N/A
Director of Affiliate-FLI	Corresponding Person of Affiliated Company	Home Loan	Five (5)-year Php45 Million Home Loan with interest rate of 6.75% p.a. fixed for five (5) years which is lower than the Bank's standard rate in consideration of the borrower's good repeat client and valued depositor status as likewise granted to other non-related HL-acquisition valued borrowers.	45.0	43.1
INTERCOMPANY COUNTERPARTY LINES					
Metropolitan Bank & Trust Company (MBTC)	Parent-Bank	Annual Renewal of Related Intercompany Counterparty Lines of Treasury Group	One (1)-year Clean/Unsecured Line is for interbank Call Loans (IBCL) only for contingency funding; Secured Line is likewise for IBCL for contingency funding which will be secured by non-risk assets i.e. Government securities (GS) upon availment; and Pre-Settlement Risk Line is for Peso and US Dollar trading of Fixed Income Securities, FX trading transactions and Peso and US Dollar Repo transactions.	Clean – 7,000; Secured – 25,000; Settlement – 750 (same/no changes)	N/A
First Metro Investment Corporation (FMIC)	Affiliate	Annual Renewal of Existing Pre-Settlement Risk (PSR) Line	One (1)-year counterparty line to cover risks for fixed income securities (i.e., corporate bonds, government securities) and FX spot transactions for maximum of T+3 for FMIC's securities trading.	Pre-Settlement – 85 (same/no changes)	N/A
Metropolitan Bank & Trust Company (MBTC)	Parent-Bank	Annual Renewal of Related Intercompany Lines of Trust Division	Counterparty lines for investments in Time Deposit transactions of Trust Accounts (TAs), earmarking of settlement amount of fixed income/equity transactions, settlement of fixed income/equity transactions and investments in Time Deposit transactions of Investment Management Accounts (IMAs)	Clean – 1,000; Pre-Settlement – 5; Settlement – 50 & IMA – 100 (same/no changes)	N/A
First Metro Investment Corporation (FMIC)	Affiliate		Counterparty lines for earmarking of settlement amount of fixed income/equity transactions and settlement of fixed income/equity transactions	Pre-Settlement – 70 & Settlement – 700 (same/no changes)	N/A
First Metro Securities Brokerage Corp. (FMSBC)	Affiliate		Counterparty lines for earmarking of settlement amount of fixed income/equity transactions and settlement of fixed income/equity transactions	Pre-Settlement – 500 & Settlement – 500 (same/no changes)	N/A
PSBank	Bank Proper		Counterparty lines for investments in Time Deposit transactions of Trust Accounts (TAs), earmarking of settlement amount of fixed income/equity transactions, settlement of fixed income/equity transactions and investments in Time Deposit transactions of Investment Management Accounts (IMAs)	Clean – 1,000 Pre-Settlement – No Limit Settlement – No Limit IMA – 4,000 (same/no changes)	N/A
INSURANCE					

AXA Philippines (AXA)	Affiliate	Annual Renewal of Bank's Money, Securities, Payroll & Robbery Insurance Coverage	Total sum insured is at Php2.398 Billion with gross annual premium rate of 0.2458% thereof with a much wider/expanded coverage than those offered by other unrelated insurance providers	5.574	N/A
OTHERS					
AXA Philippines (AXA)	Affiliate	Inclusion of AXA Philippines' new Regular Pay Unit Linked (RPUL) Life Insurance Products-All Shield and Vision Achiever Under the Bank's BSP-approved Cross-selling Arrangement with Affiliate-AXA Philippines	Both products replaced AXA Philippines' former MyLifeChoice (MLC) plan, ensuring competitiveness in the market by addressing client demand for high-value RPUL products, offering both protection and investment opportunities. Their inclusion aligns with client needs and the Bank's commitment to offering valuable financial solutions.	N/A	N/A
First Metro Investment Corporation (FMIC)	Affiliate	Appointment as Arranger and Selling Agent of the Bank's Peso Bonds	Covering all tranches/issuances for the Php29.05 Billion remaining unissued portion of the Bank's Board-approved Php40.0 Billion Peso Bond Program. The arranger's and selling agency fees for both related parties are typically at 5 basis points (bps) each, matching the rates of the other/non-related arrangers and selling agents.	N/A	N/A
Metropolitan Bank and Trust Company (MBTC)	Parent-Bank	Appointment as Selling Agent of the Bank's Peso Bonds		N/A	N/A
Toyota-Makati	Affiliate	Accreditation with respect to T-Sure (Toyota Quality Pre-Owned Cars) Product Line for the Bank's Second-Hand Auto Financing	Subject to PSBank's second-hand financing parameters: covering all brands/models of second-hand units available which should not exceed 10 years upon loan maturity; minimum loan amount of Php300K and a maximum of 70% of appraised value up to Php1 Million, down payment of at least 30%, maximum term of 48 months for personal use and 36 months for commercial use and standard interest rates based on term. This is to expand the Bank's market reach for second-hand auto financing.	N/A	N/A
Toyota-Bicutan Parañaque	Affiliate			N/A	N/A
Metropolitan Bank & Trust Company (MBTC)	Parent-Bank	New In-sourcing Arrangement for Auto and Home Loans Remedial Management Services	PSBank as service provider of parent-Metrobank with respect to repossession-related activities for Auto Loans and foreclosure and filing of sum of money cases for Home Loans subject to a monthly service fee per account based on PSBank's full cost plus a 4%-7% mark-up subject to a 5% annual escalation. This leverages on the Bank's expertise and best practices and optimizing the Group's resources and costs.	N/A	N/A
Metropolitan Bank & Trust Company (MBTC)	Parent-Bank	Amendments to the Memorandum of Agreement (MOA) Between Metrobank and PSBank for the Cross-Selling of PSBank Credit Mastercard and Other Metrobank Credit Cards	Expansion in distribution channels to also include digital platforms, inclusion of other Metrobank Credit Cards in the cross-selling arrangement, revision in incentive scheme and other commercial terms all aimed at achieving significant growth.	N/A	N/A

Note: Please refer to the Bank's 2025 Annual Report re: Material Related Party Transactions and Note 29 of the Audited Financial Statements for further details