

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that pursuant to Section 4, Article II of the Amended By-Laws, the Annual Stockholder's Meeting of **PHILIPPINE BUSINESS BANK ("PBB")** will be held on Friday, May 29, 2015 at 2:00 PM at Diamond Hotel, Roxas Boulevard corner Dr. J. Quintos Street, Manila, to discuss the following agenda:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the 2014 Annual Stockholder's Meeting
5. President's Report
6. Ratification of the Audited Financial Statements for the year ending 31st December 2014
7. Ratification of the Acts and Resolutions of the Board of Directors and Management for 2014
8. Election of the Members of the Board of Directors including two (2) Independent Directors to serve for 2015-2016
9. Appointment of External Auditor
10. Dividend Declaration
11. Adjournment

Stockholders who will not, are unable to, or do not expect to attend the meeting in person may, at their option, designate their authorized representatives by means of Proxy. The Proxy instrument must be duly notarized and must be submitted to **Atty. Roberto S. Santos**, at the Office of the Corporate Secretary, located at 4/F PBB Corporate Center, 350 Rizal Avenue, corner 8th Ave., Grace Park, Caloocan City or **Stock Transfer Service, Inc.** at 34-D Rufino Pacific Tower 6784 Ayala Avenue, Makati City **not later than May 19, 2015.**

Only Stockholders of Record as of 5:30 p.m. of May 11, 2015 shall be entitled to vote at this meeting.

ATTY. ROBERTO S. SANTOS
Corporate Secretary