

October 4, 2017

THE PHILIPPINE STOCK EXCHANGE, INC.
3rd Floor, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention : **MR. JOSE VALERIANO B. ZUÑO III**
OIC-Head, Disclosure Department

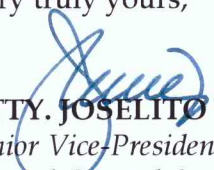
Gentlemen:

Please be informed that the Securities and Exchange Commission has issued the attached Resolution dated October 3, 2017, a copy of which we received today, confirming the exemption from the registration requirements under Section 10.2 of the Securities Regulation Code on the issuance of Five Million (5,000,000) common shares to eligible employees of Union Bank of the Philippines ("UnionBank") as may be determined by the Compensation and Remuneration Committee and approved by the Board of Directors ("BOD") pursuant to the UnionBank Employee Stock Plan ("Plan").

The Plan shall be granted over a 5-year period and the price per share of the grant shall be equivalent to the closing price of common shares of UnionBank on the day the BOD approves the release of the grant.

For your information and guidance. Thank you.

Very truly yours,


ATTY. JOSELITO V. BANAAG
*Senior Vice-President,
General Counsel &
Corporate Secretary*



MARKET AND SECURITIES REGULATION DEPARTMENT

UNION BANK OF THE PHILIPPINES

**MSRD Resolution No. 21
Series of 2017**

X-----X

RESOLUTION

This pertains to the letter filed by **Union Bank of the Philippines**¹, a bank organized and existing under the laws of Philippines, requesting confirmation for the exemption from the registration requirement under Section 10.2 of the Securities Regulation Code ("Code") on its proposed issuance of **Five Million (5,000,000) common shares** in favor of the eligible employees of the Union Bank as may determined by the Compensation and Remuneration Committee ("COMPREM") and approved by the Board of Directors ("BOD") pursuant to the UnionBank Employee Stock Plan (the "Plan").

In view of the fact that the issuance of the said securities shall be limited in character and that the issuance shall be limited to the eligible employees of the Issuer, who will have continuous access to the company's financial documents and other disclosures, the requirements for registration under Sections 8 and 12 of the Code are not necessary in the public interest or for the protection of the investors. Hence, the Commission is of the view and so resolved in its meeting on **22 September 2017** that the issuance thereof is exempt from the registration requirement pursuant to Section 10.2 of the Code, provided that the Issuer, Union Bank of the Philippines, shall file within ten (10) days from the end of every year, while the plan is in force, a report showing the names of optionees and the number of shares subscribed by them.

It is understood that any future offer or sale thereof is subject to the registration requirement of the Code unless such offer or sale qualifies as an exempt transaction.

IT IS RESOLVED.

Pasay City, Philippines, October 3, 2017.


VICENTE GRACIANO P. FELIZMENIO, JR.
Director



¹ The exemption fee amounting to PhP376,730.00 was paid to the Commission on 7 December 2016 as reflected in SEC Official Receipt No. 1497816.