

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF UNION BANK OF THE PHILIPPINES*
HELD ON MAY 25, 2018, FRIDAY
1:00 P.M. - 7/F GRAND BALLROOM B
MARCO POLO ORTIGAS HOTEL
MERALCO AVENUE AND SAPPHIRE STREET
ORTIGAS CENTER, PASIG CITY**

Stockholders Present:		
Total No. of Shares Outstanding	:	1,058,343,929
No. of Shares of Stockholders Present in Person	:	3,919,676
No. of Shares of Stockholders Represented by Proxy	:	944,728,646
Total No. of Shares Present in Person & Represented by Proxy	:	948,648,322
Percentage of Shares Present & Represented by Proxy	:	89.63%
Total No. of Shares Not Represented	:	109,695,607
Percentage of Shares Not Represented	:	10.37%
<i>*These minutes will be approved by the stockholders at the next Annual Stockholders' Meeting.</i>		

Directors Present:

Dr. Justo A. Ortiz

- Chairman, Board of Directors
Member, Executive Committee
Member, Risk Management Committee
Member, Market Risk Committee
Member, Nominations Committee
Member, Compensation and Remuneration Committee
Member, Corporate Governance Committee

Mr. Jon Ramon M. Aboitiz

- Vice Chairman, Board of Directors
Chairman, Executive Committee
Chairman, Risk Management Committee
Chairman, Nominations Committee
Vice Chairman, Compensation and Remuneration Committee
Vice Chairman, Corporate Governance Committee

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Mr. Edwin R. Bautista	President and Chief Executive Officer Member of the Trust Committee and Market Risk Committee
Mr. Erramon I. Aboitiz	- Chairman, Market Risk Committee Member, Executive Committee Member, Risk Management Committee Member, Nominations Committee Member, Compensation and Remuneration Committee Member, Corporate Governance Committee
Mr. Stephen G. Paradies	- Vice Chairman, Audit Committee Member, Executive Committee Member, Risk Management Committee
Mr. Luis Miguel O. Aboitiz	- Chairman, Operations Risk Management Committee Member, Technology Steering Committee
Mr. Sabin M. Aboitiz	- Alternate Member, Executive Committee, Risk Management Committee, Audit Committee, Operations Risk Management Committee and Corporate Governance Committee
Mr. Manuel R. Lozano	- Chairman, Trust Committee Member, Market Risk Committee
Ms. Nina D. Aguas	- Vice Chairman, Executive Committee Member, Audit Committee Member, Nominations Committee Member, Compensation and Remuneration Committee
Mr. Francisco Ed. Lim	- Vice Chairman, Risk Management Committee Member, Trust Committee Member, Corporate Governance Committee
Mr. Emmanuel C. Dooc	- Vice Chairman, Trust Committee Member, Risk Management Committee Member, Market Risk Committee

Member, Compensation and Remuneration
Committee
Member, Corporate Governance Committee

Mr. Michael G. Regino

- Member, Executive Committee
- Member, Audit Committee
- Member, Operations Risk Management
Committee
- Member, Nominations Committee

Mr. Carlos B. Raymond, Jr.

- Independent Director and Chairman, Audit
Committee
- Vice Chairman, Operations Risk
Management Committee
- Member, Risk Management Committee
- Member, Compensation and Remuneration
Committee
- Member, Corporate Governance Committee
- Member, Related Party Transaction
Committee

Ret. Chief Justice Reynato S. Puno

- Independent Director and Chairman,
Corporate Governance Committee
- Chairman, Compensation and Remuneration
Committee
- Chairman, Related Party Transaction
Committee
- Member, Audit Committee
- Member, Market Risk Committee
- Member, Nominations Committee

Dr. Francisco S.A. Sandejas

- Independent Director and Chairman,
Technology Steering Committee
- Member, Executive Committee
- Member, Related Party Transaction
Committee

Officers Present:

Mr. Jose Emmanuel U. Hilado

Mr. Henry Rhoel R. Aguda

Mr. Frederick E. Claudio

Ms. Mary Joyce S. Gonzales

- Senior Executive Vice President
- Senior Executive Vice President
- Executive Vice President
- Executive Vice President

Mr. Manuel G. Santiago, Jr. Atty. Joselito V. Banaag	- Executive Vice President - Senior Vice President/General Counsel / Corporate Secretary
Mr. Paolo Eugenio E. Baltao	- Senior Vice President
Mr. Ramon G. Duarte	- Senior Vice President
Ms. Michaela Sophia E. Rubio	- Senior Vice President
Mr. Feliciano A. Angue	- Senior Vice President
Mr. Francis B. Albalate	- Senior Vice President / Controller
Mr. Ramon G. Duarte	- Senior Vice President
Mr. Dennis D. Omila	- Senior Vice President
Mr. Ronaldo Francisco B. Peralta	- Senior Vice President
Mr. John Cary L. Ong	- Senior Vice President
Ms. Julie C. Go	- First Vice President
Ms. Raquel P. Palang	- First Vice President
Ms. Myrna E. Amahan	- First Vice President
Ms. Catherine Anne B. Casas	- First Vice President
Mr. Joebart T. Dator	- First Vice President
Mr. Ramon Vicente V. de Vera, III	- First Vice President
Ms. Ana Maria A. Delgado	- First Vice President
Mr. Eduardo V. Enriquez, III	- First Vice President
Mr. Angelbert DG. Macatangay	- First Vice President
Mr. Quintin C. San Diego, Jr.	- First Vice President
Ms. Ma. Cecilia Teresa S. Bernad	- First Vice President
Ms. Ma. Cristina P. Maceren	- Vice President
Mr. Derrick J. Nicdao	- Vice President
Ms. Marie Aimee S. Tumao	- Vice President
Mr. Edzel S. Babas	- Vice President
Ms. Hannah S. Contreras	- Vice President
Mr. Carlo I. Enanosa	- Vice President
Ms. Ma. Eloisa Jovita M. Mariano	- Vice President
Mr. Hector C. De Leon	- Vice President
Ms. Rebecca Dela Cruz	- Vice President
Mr. Hector C. De Leon	- Vice President
Ms. Rebecca M. Dela Cruz	- Vice President
Ms. Rachel Christine T. Geronimo	- Vice President
Mr. Donald A. Asuncion	- Vice President
Mr. James Morris P. Iletto	- Vice President
Atty. Buenaventura S. Sanguyo, Jr.	- Vice President
Atty. Menchie M. Tormon	- Vice President
Atty. Mary Joyce M. Sasan	- Vice President, Chief Compliance and Corporate Governance Officer
Ms. Rosalina Phamela B. Galoyo	- Assistant Vice President
Ms. Emily Corazon F. Oleta	- Assistant Vice President

Mr. Enrique A. Santos - Assistant Vice President

Others Present:

Mr. Erwin M. Elechicon

Mr. Roberto G. Manabat

Mr. Teodoro M. Panganiban

Mr. Peter F. Quiambao

Atty. Cesar G. Ilagan

Mr. Anton L. Ng

Mr. Armand B. Neptuno

Ms. Janet A. Paraiso

Mr. Wilson P. Tan

Mr. J. Carlitos G. Cruz

Mr. Leomar G. Velez

- Special Adviser to the Chairman
- President – Union Properties Inc.
- Chief Finance Officer – City Savings Bank
- Partner, Punongbayan & Araullo
- Punongbayan & Araullo
- SyCip Gorres Velayo & Co.
- SyCip Gorres Velayo & Co.
- SyCip Gorres Velayo & Co.
- Senior Director, SyCip Gorres Velayo & Co.

PROCEEDINGS OF THE MEETING

I. Call to Order

Dr. Justo A. Ortiz, Chairman of the Board, presided and called the Annual Meeting of the stockholders to order. Atty. Joselito V. Banaag, Corporate Secretary, recorded the minutes of the proceedings.

II. Proof of Notice of Meeting

At the Chairman's request, the Corporate Secretary certified that notices of the Annual Stockholders' Meeting of Union Bank of the Philippines ("UnionBank") were duly served by personal delivery and by registered mail to all stockholders of record as of the record date of April 11, 2018, in accordance with UnionBank's By-Laws, the Corporation Code, and the Securities Regulation Code of the Philippines. UnionBank has also caused the publication of the Notice of the meeting in three (3) newspapers of general circulation, namely: BusinessWorld, The Philippine Star, and Philippine Daily Inquirer, all on May 4, 2018.

III. Determination of Existence of Quorum

At the Chairman's request, the Corporate Secretary certified that, as of 1:00 P.M., there was a quorum to conduct business, there being a total of Three Million Nine Hundred Nineteen Thousand Six Hundred Seventy-Six (3,919,676) shares present in person and Nine Hundred Forty-Four Million Seven Hundred Twenty-Eight Thousand Six Hundred Forty-Six (944,728,646) shares represented by proxy, or a total of Nine Hundred Forty-Eight Million Six Hundred Forty-Eight Thousand Three Hundred Twenty-Two (948,648,322) shares

constituting at least a majority, or Eighty-Nine and 63/100 Percent (**89.63%**), of the total outstanding shares of One Billion Fifty-Eight Million Three Hundred Forty-Three Thousand Nine Hundred Twenty-Nine (**1,058,343,929**) shares, or more than 2/3 of the total outstanding shares entitled to vote.

IV. Approval of the Minutes of the Previous Stockholders' Meeting Held on May 26, 2017

The Chairman stated that the next item in the Agenda is the reading and approval of the minutes of the previous stockholders' meeting held on May 26, 2017. The stockholders were furnished copies of the minutes of the Annual Stockholders' Meeting held on May 26, 2017. Upon motion duly made by stockholder Mr. Edzel S. Babas, which was seconded by stockholder Mr. Enrique A. Santos, and with no comments or questions from the stockholders present, the stockholders approved the minutes of the previous stockholders' meeting. The Corporate Secretary recorded the following votes for this agenda item:

Vote	Number of Votes (One Share - One Vote)	Percentage of Shares Represented
Yes	948,648,322	100%
No	0	0
Abstain	0	0
Total	948,648,322	100%

The Chairman then proceeded to the next item on the agenda.

V. Chairman's Report to Stockholders

The Chairman presented before the shareholders and guests the Bank's visions and accomplishments for the year 2017, highlighting the following matters:

- 5.1. Outstanding Share Performance
- 5.2. Awards Achieved
- 5.3. Blockchain Technology

The Chairman said that 2017 was his last year as the Bank's Chief Executive Officer. He expressed his gratitude for the support of the stockholders during his stay as the Chief Executive Officer of the Bank. He then said that President Edwin R. Bautista is the new Chief Executive Officer and that he believes that the Bank has the best team currently in the banking industry and that UnionBank will continue to grow and be a bank of enduring greatness. Dr. Ortiz further said that the growth and transformation of the UnionBank is being recognized both in the Philippines and abroad.

Dr. Ortiz said that the view on blockchain today is the same as that of the internet before; there were doubts when it was first introduced to the public. However, the present situation shows that people cannot live without the internet, and that there is a great possibility that the same trend can happen as well with blockchain. He then explained a world where blockchain is used. He added that some sovereigns are already recognizing blockchain and cryptocurrency.

He then ended his Statement by acknowledging his fellow UnionBankers who contributed to UnionBank's success, and acknowledged their achievements which aided immensely in the growth of the bank.

VI. Annual Report of Management on Operations for 2017

The Chairman informed the stockholders that the next item in the agenda was the approval of the 2017 Annual Report of the Bank. Upon motion duly made by stockholder Ms. Ma. Christina P. Maceren, which motion was duly seconded by stockholder Mr. Derrick J. Nicdao, the stockholders noted the Bank's Annual Report for 2017 and approved the following resolution:

Resolution No. 2018 - 1

"RESOLVED, that the stockholders of Union Bank of the Philippines ("UnionBank") approve, as they hereby approve, the 2017 Annual Report of UnionBank."

At the Chairman's request, the Corporate Secretary recorded the following votes cast for this agenda item:

Vote	Number of Votes (One Share - One Vote)	Percentage of Shares Represented
Yes	948,648,322	100%
No	0	0
Abstain	0	0
Total	948,648,322	100%

There being no objections, the Chairman then proceeded with the next item in the agenda

VII. President's Report to Stockholders

The Chairman called on UnionBank's President and Chief Executive Officer, Mr. Edwin R. Bautista, to provide his report to the stockholders. Mr. Bautista presented the Bank's financial and operating results for the year 2017, focusing on the following matters:

- 7.1. UnionBank's 2017 Financial Highlights
- 7.2. Dual Transformation Plan of the Bank
- 7.3. Repositioning into a Digital Bank
- 7.4. Search for a Business Model
- 7.5. Major Milestones as a Digital Bank

Thereafter, the Chairman asked the stockholders present whether they had any questions on the report.

One stockholder mentioned that he noted that notes payable of the Bank increased substantially from Php7.0Billion to Php32.0Billion and asked if the Bank had sufficient resources. He also asked for the comment of the Bank with regard to the different position of Mr. Jamie Dimon, CEO of JP Morgan, on cryptocurrency as compared to the Bank's.

Chairman Dr. Ortiz replied that the news is outdated as Mr. Dimon has changed his mind and has invested in cryptocurrency. As to the first question, he replied that the Bank issued long term notes because interest rates are on the rise and said the move was done to support existing assets. He further said that the Bank has long term assets being funded by short term liabilities in order to balance it out. Chairman Dr. Ortiz assured the stockholders that the Bank's resources are more than sufficient.

Subsequently, Mr. Ishmael Canua, a stockholder and a customer of the Bank, commented that the TRAIN Law necessitates changes in credit card requirements since those who make less than Php250,000 in a year are no longer required to pay income taxes, but applicants for credit cards are still required to present their Income Tax Return regardless of income bracket. President Bautista said that the Bank has already taken note of this and has changed its policies. He thanked Mr. Canua for pointing out this important matter.

Mr. Canua asked for the comment of the Bank on the bill that was recently passed regarding the national identification card. Chairman Dr. Ortiz said that he views it as a great move on the part of the government. He said that other IDs will still exist, as they serve different purposes such as passports and driver's licenses. He added that he is optimistic that the national ID will be a positive move forward in terms of financial inclusion.

Lastly, Mr. Canua asked about the UMID card in relation to the mandate that all cards be replaced by an EMV card. President Bautista said that UMID must be EMV-compliant

mainly because of security reasons in order for threats, such as skimming and other fraudulent activities, may be lessened or terminated once all cards are already in EMV.

A stockholder then mentioned that a large bank in Europe is reducing its workforce by 7,000 employees due to process automation and technology. He asked if the Bank will undergo the same exercise. Chairman Dr. Ortiz replied that, as the President and CEO had stated earlier in his presentation, no one gets left behind, and employees who may be displaced will be trained in other areas as the Bank continues on its digital transformation.

Thereafter, the Chairman asked if the stockholders have further questions on the report. There being no question raised on the floor, the Chairman proceeded with the next item on the agenda.

(A copy of the President's report to the stockholders is included in the 2017 Annual Report uploaded in UnionBank's website and attached hereto and made an integral part of these minutes.)

VIII. Ratification of the Acts, Resolutions, and Proceedings of the Board of Directors, Corporate Officers and Management in 2017

The Chairman advised the stockholders that the next item on the agenda was the ratification of all contracts, investments and resolutions issued, and all other acts and proceedings of the Board of Directors, Corporate Officers and Management in the general exercise of their duties for the year 2017, together with all related party transactions disclosed in the Notes to Financial Statements, Note 31, pages 146-150.

Upon motion duly made by stockholder Ms. Rachel Christine T. Geronimo, which was seconded by stockholder Mr. Andres B. Alcantara, and with no further comments or questions from the stockholders present, the stockholders approved the following resolution:

Resolution No. 2018 - 2

"RESOLVED, that the stockholders of Union Bank of the Philippines ("UnionBank") approve, ratify and confirm, as they hereby approve, ratify and confirm, all contracts, investments and resolutions issued and all other acts and proceedings of the Board of Directors, Corporate Officers and Management in the general exercise of their duties for the year 2017, together with all related party transactions disclosed in the Notes to Financial Statements, Note 31, pages 146-150."

The Corporate Secretary recorded the following votes cast for this agenda item:

Vote	Number of Votes (One Share - One Vote)	Percentage of Shares Represented
Yes	948,648,322	100%
No	0	0
Abstain	0	0
Total	948,648,322	100%

The Chairman then proceeded to the next item on the agenda.

IX. Appointment of External Auditor

The Chairman announced that the next order of business was the appointment of UnionBank's external auditor for the year 2018. The Chairman said that the Board of Directors, upon recommendation of the Audit Committee, had approved, and endorsed for approval of the stockholders, the appointment of Sycip Gorres Velayo & Co. as the new external auditor of the Bank for fiscal year 2018. Upon motion duly made by stockholder Ms. Ma. Theresa Cecilia S. Bernad, which was seconded by stockholder Ms. Caroline L. Tobias, and with no comments or questions from the stockholders present, the stockholders approved the following resolution:

Resolution No. 2018 - 3

"RESOLVED, that the stockholders of Union Bank of the Philippines (UnionBank) approve, as they hereby approve, the appointment of Sycip Gorres Velayo & Co. as the new external auditor of UnionBank for fiscal year 2018."

The Corporate Secretary recorded the following votes cast for this agenda item:

Vote	Number of Votes (One Share - One Vote)	Percentage of Shares Represented
Yes	948,648,322	100%
No	0	0
Abstain	0	0
Total	948,648,322	100%

X. Election of Members of the Board of Directors

The Chairman informed the stockholders that the next item on the agenda was the election of members of UnionBank's Board of Directors for the year 2018-2019.

The Chairman declared that the table was open for nominations to the position of members of the Board of Directors of the Bank, to serve as directors of the Bank under the new term. Fifteen (15) seats in the Board were to be filled up. After their qualifications were evaluated by the Nominations Committee they were determined to be qualified to serve as directors for a period of one year, or until their successors shall have been duly elected and qualified.

Thereupon, the following individuals were nominated by stockholder Ms. Julie C. Go as members of UnionBank's Board of Directors for the year 2018 to 2019:

1. JUSTO A. ORTIZ
2. JON RAMON M. ABOITIZ
3. ERRAMON I. ABOITIZ
4. SABIN M. ABOITIZ
5. LUIS MIGUEL O. ABOITIZ
6. MANUEL R. LOZANO
7. NINA D. AGUAS
8. EMMANUEL F. DOOC
9. MICHAEL G. REGINO; and
10. EDWIN R. BAUTISTA

The foregoing nomination was seconded by stockholder Mr. Antonino Agustin S. Fajardo.

Thereafter, stockholder Ms. Ma. Eloisa M. Mariano nominated CARLOS B. RAYMOND, JR. as Independent Director of UnionBank. Stockholder Ms. Caroline L. Tobias, seconded the nomination.

Stockholder Ms. Benedicta D. Jimenez, meanwhile, nominated CHIEF JUSTICE REYNATO S. PUNO (Ret.) as Independent Director of UnionBank, and the nomination was seconded by stockholder Mr. Edzel S. Babas.

Stockholder Ms. Rachel Christine T. Geronimo, nominated DR. FRANCISCO S.A. SANDEJAS as Independent Director of UnionBank, and the nomination was seconded by Ms. Ma. Christine P. Maceren.

ERWIN M. ELECHICON was nominated as Independent Director of UnionBank by stockholder Ms. Ma. Cecilia Teresa S. Bernad. The nomination was seconded by stockholder Mr. Derrick J. Nicdao.

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Finally, ROBERTO G. MANABAT was nominated as Independent Director of UnionBank by Ms. Julie C. Go. The nomination was seconded by stockholder Ms. Ma. Eloisa M. Mariano.

There being no further nominations made, and upon motion duly made by stockholder Mr. Antonino Agustin S. Fajardo, which was seconded by stockholder Mr. Andres B. Alcantara and carried by the necessary votes, the above-named nominees were all declared duly elected members of the Board of Directors of the Bank to hold office in accordance with the Bank's by-laws for a period of one year, or until their successors shall have been duly elected and qualified.

At the request of the Chairman, the Corporate Secretary applied all the votes of stockholders present or represented at the meeting in favor of the fifteen (15) nominees who were all duly elected.

The Corporate Secretary recorded the following votes cast for this agenda item as follows:

	Vote	No. of Votes (One Share - One Vote)	Percentage of Shares Represented*
1. JUSTO A. ORTIZ	Yes	947,465,312	99.88
	No	1,026,110	0.11
	Abstain	156,900	0.02
	Total	948,648,322	100
2. JON RAMON M. ABOITIZ	Yes	947,465,312	99.88
	No	1,026,110	0.11
	Abstain	156,900	0.02
	Total	948,648,322	100
3. ERRAMON I. ABOITIZ	Yes	947,465,312	99.88
	No	1,026,110	0.11
	Abstain	156,900	0.02
	Total	948,648,322	100
4. SABIN M. ABOITIZ	Yes	948,645,372	99.9997
	No	2,950	0.0003
	Abstain	0	0
	Total	948,648,322	100
5. LUIS MIGUEL O. ABOITIZ	Yes	948,645,372	99.9997
	No	2,950	0.0003
	Abstain	0	0
	Total	948,648,322	100
6. MANUEL R. LOZANO	Yes	948,645,372	99.9997
	No	2,950	0.0003
	Abstain	0	0
	Total	948,648,322	100

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	Total	948,648,322	100
7. NINA D. AGUAS	Yes	948,364,557	99.97
	No	126,865	0.01
	Abstain	156,900	0.02
	Total	948,648,322	100
8. EMMANUEL F. DOOC	Yes	948,521,457	99.99
	No	126,865	0.01
	Abstain	0	0
	Total	948,648,322	100
9. MICHAEL G. REGINO	Yes	948,413,937	99.98
	No	126,865	0.01
	Abstain	107,520	0.01
	Total	948,648,322	100
10. EDWIN R. BAUTISTA	Yes	948,645,372	99.9997
	No	2,950	0.0003
	Abstain	0	0
	Total	948,648,322	100
11. CARLOS B. RAYMOND, JR.	Yes	948,645,372	99.9997
	No	2,950	0.0003
	Abstain	0	0
	Total	948,648,322	100
12. CHIEF JUSTICE REYNATO S. PUNO (Ret.)	Yes	948,341,633	99.97
	No	306,689	0.03
	Abstain	0	0
	Total	948,648,322	100
13. DR. FRANCISCO S.A. SANDEJAS	Yes	948,645,372	99.9997
	No	2,950	0.0003
	Abstain	0	0
	Total	948,648,322	100
14. ERWIN M. ELECHICON	Yes	948,648,322	100
	No	0	0
	Abstain	0	0
	Total	948,648,322	100
15. ROBERTO G. MANABAT	Yes	948,648,322	100
	No	0	0
	Abstain	0	0
	Total	948,648,322	100

**Rounded off to the nearest two (2) decimal points.*

XI. Adjournment

The Chairman inquired whether there were other questions or concerns from the floor. There were no other matters raised. There being no further business to transact or any other question concern from the stockholders present, and upon motion duly made by stockholder Ms. Caroline L. Tobias, which was seconded by stockholder Ms. Ma. Eloisa M. Mariano, the meeting was adjourned.

CERTIFIED CORRECT:

(Sgd.) ATTY. JOSELITO V. BANAAG
Corporate Secretary

ATTESTED BY:

(Sgd.) DR. JUSTO A. ORTIZ
Chairman