

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO: ALL STOCKHOLDERS

Please be advised that the Annual Meeting of Stockholders of UnionBank of the Philippines will be held at the **9th Floor of Marco Polo Ortigas Hotel, Meralco Avenue and Sapphire Street, Ortigas Center, Pasig City on Friday, May 27, 2016 at 1:00 p.m.**

The following Agenda has been set for the meeting:

- I. Call to Order
- II. Proof of Notice of Meeting and Determination of Existence of Quorum
- III. Approval of the Minutes of the Annual Stockholders' Meeting held on May 22, 2015
- IV. Chairman/CEO's Report to Stockholders – Dr. Justo A. Ortiz
- V. Annual Report of Management on Operations for 2015 – President and COO Edwin R. Bautista
- VI. Open Forum
- VII. Approval and Ratification of Past Actions of the Board of Directors, Board Committees, and Management
- VIII. Appointment of External Auditor
- IX. For Approval: Amendment of UnionBank's By-Laws – *Article X, Section 2 re: Profit Sharing*
- X. For Approval: UnionBank Employee Stock Plan
- XI. Election of Directors for 2016 – 2017 Term
- XII. Adjournment

A brief explanation of each item in the agenda is hereto attached as Annex "A" for your reference and guidance.

Stockholders of record as of April 15, 2016 will be entitled to notice of, to attend, and to participate in this year's Annual Meeting. Stockholders who are unable to attend the Annual Meeting in person may execute a proxy. Proxies must be submitted and addressed to the attention of the Corporate Secretary at the 18th Floor, UnionBank Plaza, Meralco Avenue corner Onyx Street, Ortigas Center, Pasig City not later than 5:00 p.m. on or before May 11, 2016.

To avoid inconvenience in registering your attendance at the meeting, you or your proxy/ies are requested to present this notice and any identification documents containing a photograph and signature, such as a passport, driver's license, or any government-issued identification.

For your information and guidance.

Very truly yours,


ATTY. JOSELITO V. BANAAG
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

I. Call to Order

The Chairman, Dr. Justo A. Ortiz, will welcome the stockholders and guests and formally begin the 2016 Annual Stockholders' Meeting of the Union Bank of the Philippines ("UnionBank")

II. Proof of Notice of Meeting and Determination of Existence of Quorum

Atty. Joselito V. Banaag, Corporate Secretary, will certify that the Notice of Meeting and Information Statement were sent to stockholders of record as of April 15, 2016, and to the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE), in accordance with the rules and regulations of the SEC and the PSE. He will also attest whether a majority of stockholders are present either in person or by proxy, thereby constituting a quorum for the valid transaction of the Annual Stockholders' Meeting and matters set forth in the Agenda.

III. Approval of the Minutes of the Annual Stockholders' Meeting held on May 22, 2015

Stockholders will be asked to approve the minutes of the Stockholders' Meeting held on May 22, 2015 which contain, among others, (a) the annual report to stockholders (b) ratification of all acts, resolutions, and proceedings of the Board of Directors, Corporate Officers and Management in 2014 including all related party transactions (c) appointment of external auditor (d) approval of the request to increase the per diem of Non-Executive and Independent Directors and retainer fees of Independent Directors for attendance in meetings and (e) election of Board of Directors.

Stockholders are requested to approve the following proposed Resolution:

"RESOLVED, that the shareholders of Union Bank of the Philippines approve, as they hereby approve, the Minutes of the Annual Stockholders' Meeting held on May 22, 2015."

Copies of the Minutes are available for examination during business hours at the Office of the Corporate Secretary at the 18th Floor, UnionBank Plaza, Meralco Avenue corner Onyx Street, Ortigas Center, Pasig City, or they may be viewed at the UnionBank website at www.unionbankph.com

IV. Chairman/CEO's Report to Stockholders – Dr. Justo A. Ortiz

The Chairman will report to the stockholders the Bank's accomplishments for the year 2015.

V. Annual Report of Management on Operations for 2015 – President and COO Edwin R. Bautista

The President will report on the Bank's financial and operating results for the year 2015.

VI. Open Forum

Every shareholder, after identifying himself, may raise any relevant questions or express any appropriate comments on the reports presented.

VII. Approval and Ratification of Past Actions of the Board of Directors, Board Committees, and Management

All acts, resolutions, and proceedings of the Board of Directors, Board Committees, and the Management of UnionBank since the previous Stockholders' Meeting held on May 22, 2015, including all significant related party transactions, will be presented to the shareholders for their approval and ratification.

VIII. Appointment of External Auditor

The stockholders will be asked to ratify the Audit Committee's and Board of Director's recommendation of auditors.

IX. For Approval: Amendment of UnionBank's By-Laws – Article X, Section 2 re: Profit Sharing

The Board resolution dated March 10, 2016, amending Article X Section 2 of the UnionBank's By-Laws will be presented to the stockholders for their approval.

The amendment is being made to give emphasis on the achievement of performance standards as may be determined by the Bank's Board of Directors, considering the paramount interest of the Bank at any particular time, and achieve alignment of interest of management and shareholders for the long-term success of the Bank.

X. For Approval: UnionBank Employee Stock Plan

The Board resolution dated March 10, 2016, approving the UnionBank Employee Stock Plan will be presented to the stockholders for their approval.

The approval of the said Employee Stock Plan is requested to implement the proposed amendment to Article X Section 2 of the Bank's By-Laws on Profit Sharing.

XI. Election of Directors for 2016 – 2017 Term

The Chairman will present to the stockholders the nominees for election as members of the Board of Directors, including the independent directors. The list of nominees with their profiles are included in the Definitive Information Statement to be sent to the stockholders for reference.

XII. Adjournment

After consideration of all business, the Chairman shall declare the meeting adjourned. This formally ends the 2016 Annual Meeting of Stockholders of UnionBank.