



**PROXY**

KNOW ALL MEN BY THESE PRESENTS:

That I, \_\_\_\_\_, a shareholder of the RIZAL COMMERCIAL BANKING CORPORATION (the "Corporation"), a domestic corporation, do hereby nominate, constitute and appoint \_\_\_\_\_, with full power of substitution and delegation, as the proxy, of the undersigned to represent and vote all shares registered in my name on the books of Corporation, or owned by me at the Annual Meeting of Stockholders on June 25, 2018 of said Corporation, and any adjournment/s thereof, as fully to all intents and purposes as I might or could do if present and acting in my person, hereby ratifying and confirming any and all acts which my said attorney and proxy may do in or upon any and all matters which may properly come before any said meeting, or any adjournment or adjournments thereof, upon the proposals enumerated below.

In case of absence of \_\_\_\_\_ and any substitute proxy designated by him at the said meeting, the undersigned hereby grants the Chairman of the meeting chosen accordance with the Corporation's By-Laws or, in case of his absence the President of the Corporation, full power and authority to act as alternate proxy of the undersigned at such meeting.

The proxy/substitute proxy/alternate proxy, as the case may be, shall vote subject to the instructions indicated below and the proxy/substitute proxy/alternate proxy, as the case may be, is authorized to vote in his discretion upon other business as may properly come before the Annual Meeting of Stockholders and any adjournments or postponements thereof. Where no specific instruction is clearly indicated below, the proxy/substitute proxy/alternate proxy, as the case may be, shall vote and shall be deemed authorized to vote "FOR" with respect to Proposal 1 to 6 and "FOR ALL" with respect to Proposal 7.

**PROPOSALS AND VOTING INSTRUCTIONS**

Management recommends a "FOR" vote for Proposals 1 to 6, and a "FOR ALL" vote for Proposal 7

	FOR	AGAINST	ABSTAIN
1. Approval of the Minutes of the Annual Meeting of the Stockholders held on June 24, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Annual Report and the Audited Financial Statements for 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the actions and proceedings of the Board of Directors, different Committees and Management during the year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Confirmation of Significant Transactions with DOSRI and Related Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of Punongbayan & Araullo as External Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Election of Directors 15 Directors (9 Regular Directors and 6 Independent Directors)

- REGULAR DIRECTORS**
- a. Ms. Helen Y. Dee
  - b. Mr. Cesar E.A. Virata
  - c. Mr. Eugene S. Acevedo
  - d. Mr. Gil A. Buenaventura
  - e. Mr. John Law
  - f. Mr. Shih-Chiao (Joe) Lin
  - g. Mr. Arnold Kai Yuen Kan
  - h. Atty. Lilia B. De Lima
  - i. Ms. Gayatri Bery

- INDEPENDENT DIRECTORS**
- j. Mr. Armando M. Medina
  - k. Mr. Juan B. Santos
  - l. Atty. Adelita A. Vergel De Dios
  - m. Mr. Gabriel S. Claudio
  - n. Mr. Vaughn F. Montes
  - o. Mr. Laurito E. Serrano

<b>For All</b>	<b>Withhold For All</b>	<b>Exceptions</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Exceptions:		
a. _____	f. _____	k. _____
b. _____	g. _____	l. _____
c. _____	h. _____	m. _____
d. _____	i. _____	n. _____
e. _____	j. _____	o. _____

The stockholder may withhold authority to vote for any or some nominee(s), by marking the exception box and writing the name(s) of such nominee(s) on the space provided above. If the stockholder designates exception(s), the number of shares to be distributed to each of the remaining nominees must be indicated on the spaces provided above.

The stockholder can either (a) vote for all of the nominees, in which case the stockholder's total votes will be split and cast equally among the nominee(s); (b) withhold his vote for all of the nominees; or (c) vote only for some and not all of the nominees, in which case the stockholder's total votes will be distributed and cast as indicated by the stockholder in the spaces provided above. If the stockholder does not indicate the number of shares to be distributed among the remaining nominees who are not named on the spaces for exceptions above, then the stockholder's total votes will be split and cast equally among the remaining nominees. The total number of votes which a stockholder may cast is equal to fifteen (15) times the number of shares of common stock and voting preferred stock held as of the Record Date.

This proxy shall be valid for the Annual Meeting of Stockholders of the Corporation on July 27, 2020 unless sooner withdrawn by me through notice in writing delivered to the Corporate Secretary. In case I shall be present at the meeting, this proxy stands revoked.

IN WITNESS WHEREOF, I, the undersigned shareholder, have executed this proxy at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

\_\_\_\_\_  
 (Signature Over Printed Name)  
 Stockholder  
 Authorized Representative  
 of Stockholder

Date: \_\_\_\_\_, 2020

\*\*PLEASE SEE NEXT PAGE\*\*

## OTHER INFORMATION AND INSTRUCTIONS FOR THE PROXY FORM

### 1. *Submission of Proxy*

- (a) The proxy form must be duly completed, signed and dated by the stockholder or his duly authorized representative, and received by email via [RCBC-ASM-2020@rcbc.com](mailto:RCBC-ASM-2020@rcbc.com) together with the stockholder's registration mail by **5:00 P.M. of July 19, 2020**. If the name of the proxy is not specified, the stockholder shall be deemed as having appointed the Chairperson as proxy.
- (b) If the proxy is given by one or more joint owners of shares of stock of the Company, the proxy form must be signed by all of the joint owners.
- (c) If the shares of stock of the Company are owned in an "and/or" capacity, the proxy form must be signed by either one of the registered owners.
- (d) If the proxy is given by a holder of shares of stock of the Company that is a corporation, association, partnership or unincorporated entity, the proxy form must be accompanied by a certification signed by a duly authorized officer, partner or representative of such corporation, association, partnership or unincorporated entity, to the effect that the person signing the proxy form has been authorized by the governing body or has the power pursuant to the By-Laws, constitutive documents or duly approved policies of such corporation, association, partnership or unincorporated entity, for such purpose.
- (e) A proxy given by a broker or dealer in respect of shares of stock of the Company carried by such broker or dealer for the account of a customer must be supported by a sworn certification that the same is given with the express prior authorization of such customer.
- (f) If any customer of a broker or dealer who is the beneficial owner of shares of stock of the Company executes a sub-proxy, the broker or dealer shall certify that the signature on the sub-proxy is the true and genuine signature of its customer.

### 2. *Revocation of Proxy*

A holder of shares of stock of the Company who has given a proxy has the power to revoke it by written instrument duly signed and dated, which must be received by email via [RCBC-ASM-2020@rcbc.com](mailto:RCBC-ASM-2020@rcbc.com) not later than **5:00 P.M. of July 24, 2020**. A proxy is also considered suspended if an individual stockholder signifies by email to [RCBC-ASM-2020@rcbc.com](mailto:RCBC-ASM-2020@rcbc.com) on or before **5:00 P.M. of July 19, 2020** that he is attending the meeting by remote communication.

### 3. *Validation of Proxy*

The validation of proxies will be held on **July 20, 2020 at 2:00 pm** at the Office of the Corporate Secretary. Validation of proxies will be done by the Corporate Secretary and persons designated by the Corporate Secretary who shall be under his supervision and control, in accordance with the procedure and guidelines set out in the Company's By-Laws and Section 11(b) of the SRC Rule 20.