



The Board of Directors of Security Bank Corporation, in its Board meeting held today, February 23, 2016, approved the following:

A. The holding of Security Bank Corporation's Annual Stockholders' meeting on 26 April 2016 at 9:00 am at the Jonathan Y. Dy Hall, 21st Floor, Security Bank Centre, 6776 Ayala Avenue, Makati City. For purposes of determining the stockholders entitled to vote at the meeting, the record date is set for April 1, 2016.

B. The agenda for the Annual Stockholders' meeting is as follows:

1. Call to Order

The Chairman will call the meeting to order. The Corporate Secretary will introduce the Directors and Officers of the Company.

2. Proof of due notice of meeting and determination of a quorum

The Corporate Secretary will certify that the notice of meeting has been duly sent to the stockholders as of record date as required by the By-Laws and will likewise attest to the attendance at the meeting and whether a quorum is present. Except as otherwise provided by law, a quorum shall consist of stockholders owning majority of the outstanding capital stock, exclusive of treasury stock, represented in person or by proxy.

3. Approval of minutes of the annual stockholders' meeting held on April 28, 2015

The Minutes of the previous meeting of the stockholders shall be submitted for approval. The minutes of the annual meeting contain the following matters: approval of the minutes of the previous meeting and annual report for the year 2014, ratification of 2014 acts of the Board of Directors, all the Board and Management Committees and Officers, and the election of directors to serve starting May 2015. Copies of the same will be made available at the annual stockholders' meeting on 26 April 2016 for any stockholder desiring to review the same. The Minutes of Meeting is likewise available in the company's website.

4. Annual Report and ratification of the acts of the Board of Directors, all the Management Committees and Officers

The President and Chief Executive Officer will present the highlights of the 2015 operating performance of the company. All acts, resolutions and proceedings adopted and/or implemented by the Board of Directors, Board and Management Committees, officers and agents of the Bank and significant transactions with its DOSRI and other related parties since the last annual stockholders' meeting to the present as reflected in the minutes of the Board of Directors will be ratified and approved by the stockholders. Copies of the Annual Report via SEC Form 17-A, 2015 Audited Financial Statements and Definitive Information Statement shall be made available on the company's website. The floor will be open for the questions from the stockholders after the presentation.

5. 20% investment of The Bank of Tokyo-Mitsubishi UFJ, Ltd to Security Bank Corporation

The stockholders will ratify the approval of the Board of Directors dated 14 January 2016 on the 20% investment of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU) via (a) issuance of 150,707,778 common shares from the unissued authorized shares of Security Bank at a price of P245.00 per common share; and (b) issuance of 200,000,000 authorized voting preferred shares at par value of P0.10 per share.

6. Listing of newly issued common shares to the Philippine Stock Exchange

The issuance of the 150,707,778 common shares from the unissued authorized shares of Security Bank to The Bank of Tokyo-Mitsubishi UFJ, Ltd will be for approval of the stockholders as basis for listing of the issued shares with the Philippine Stock Exchange.

7. Election of Directors

The Chairman will present the nominees for election as Regular and Independent members of the Board of Directors to hold office until the next stockholders' meeting and until their respective successors have been elected and qualified. The nominees were evaluated on the basis of selection criteria for Board members and possess all qualifications required by laws, rules, regulations and the Bank's Corporate Governance Manual and that no provision or disqualification would apply to them. The profile and qualifications of the nominees are available in the Information Statement and Annual Report SEC Form 17-A.

8. Other matters

Matters that are relevant to and appropriate for the annual stockholders' meeting may be taken up.

9. Adjournment

C. The nomination of the following directors for election during the annual stockholders' meeting on 26 April 2016:

1. Philip T. Ang
2. Diana P. Aguilar
3. Anastasia Y. Dy
4. Frederick Y. Dy
5. Jose R. Facundo
6. Takayoshi Futae
7. Joseph R. Higdon
8. James JK Hung
9. Takahiro Onishi
10. Alfonso L. Salcedo, Jr.
11. Rafael F. Simpao, Jr.
12. Paul Y. Ung
13. Alberto S. Villarosa